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## **F8 ENTERPRISES (HOLDINGS) GROUP LIMITED**

**F 8 企 業 ( 控 股 ) 集 團 有 限 公 司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8347)**

### **PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by F8 Enterprises (Holdings) Group Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing memorandum of association and articles of association of the Company (the “**Existing M&A**”) by adopting a new set of memorandum of association and articles of association of the Company (the “**New M&A**”) in substitution for and to the exclusion of the Existing M&A in order to bring the existing Articles of Association in line with amendments made to the applicable laws of the Cayman Islands and the GEM Listing Rules, including the amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022, and incorporate certain housekeeping amendments (collectively the “**Proposed Amendments**”).

The major Proposed Amendments in the New M&A are summarised as follows:

1. to specify that the Company shall hold an annual general meeting within six months after the end of the Company’s financial year;
2. to provide that all shareholders shall have the right to speak at a general meeting of the Company;
3. to provide that in addition to the right to convene an extraordinary general meeting on the requisition of one or more Shareholders holding not less than one tenth (1/10th) of the paid up capital of the Company having the right of voting at general meetings, such Shareholder(s) shall also have the right to add resolutions to the meeting agenda of a general meeting;
4. to provide that the branch register of Shareholders in Hong Kong may be closed on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws in Hong Kong); and provide for shareholders right to voluntarily wind up the Company;
5. to allow the Company to hold hybrid general meetings by electronic means; and

6. to make other necessary amendments for updating the Articles and better aligning with the wording in the applicable laws of Cayman Islands and the GEM Listing Rules.

The Proposed Amendments are subject to consideration and approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company, which is scheduled to be held on 16 September 2022 (the “**Annual General Meeting**”).

A circular containing, among other things, particulars relating to the Proposed Amendments together with a notice convening the Annual General Meeting will be despatched to the shareholders of the Company in due course.

By order of the Board  
**F8 Enterprises (Holdings) Group Limited**  
**Fong Chun Man**  
*Chairman*

Hong Kong, 27 July 2022

*As at the date of this announcement, the executive Directors are Mr. Fong Chun Man, Ms. Lo Pui Yee, and Mr. Chan Chi Fai, and the independent non-executive Directors are Mr. Chui Chi Yun, Robert, Mr. Kwong Yuk Lap and Mr. Wang Anyuan.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or in this announcement misleading.*

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