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GRAND BRILLIANCE GROUP HOLDINGS LIMITED

君百延集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8372)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

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

The Stock Exchange has amended the GEM Listing Rules, relating to, among others, the articles of association or equivalent constitutional documents of listed issuers under the new Appendix 3 to the GEM Listing Rules with effect from 1 January 2022, for which listed issuers are required to make necessary amendments to the constitutional documents by the second annual general meeting following 1 January 2022 to bring the constitutional documents to conformation. In order to (i) bring the amended and restated articles of association of the Company (the “**Articles of Association**”) in line with the relevant requirements of the GEM Listing Rules as well as the applicable laws of the Cayman Islands; and (ii) adopt house-keeping improvements and amendments in line with the aforesaid proposed amendments, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to seek the approval of the Shareholders by way of a special resolution for the amendments (the “**Proposed Amendments**”) to the existing Articles of Association and the adoption of the second amended and restated articles of association of the Company (the “**New Articles of Association**”).

The Proposed Amendments and adoption of the New Articles of Association incorporating the Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution to be proposed at the forthcoming annual general meeting of the Company for the year ended 31 March 2023 (the “**AGM**”).

A circular containing, among other things, particulars relating to the proposed amendments to the Articles of Association together with a notice convening the AGM will be despatched to the Shareholders in due course.

By order of the Board
Grand Brilliance Group Holdings Limited
Wong Bik Kwan Bikie
Chairman and Chief Executive Officer

Hong Kong, 19 June 2023

As at the date of this announcement, the executive Director is Ms. Wong Bik Kwan Bikie; the non-executive Directors are Dr. Miu Yin Shun Andrew and Mr. Chiu Man Wai; and the independent non-executive Directors are Mr. Ng Leung Sing SBS, JP, Mr. Wong Lung Wo James and Mr. Chow Ming Po Aaron.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange (www.hkexnews.hk) for at least seven days from the date of its publication and the website of the Company (www.grandbrilliancegroup.com).