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IMS Group Holdings Limited
英馬斯集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8136)

**PROPOSED AMENDMENTS TO
THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION
AND THE PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION**

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

With effect from 1 January 2022, the GEM Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation as set out in Appendix 3 to the GEM Listing Rules.

As such, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make certain amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) for the purposes of, among others, conforming to the said core standards for shareholder protections and incorporating certain housekeeping changes (the “**Proposed Amendments**”). The Board also proposes to adopt the second amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) incorporating the Proposed Amendments in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company to be convened (the “**AGM**”), and will take effect immediately upon the approval by the Shareholders at the AGM.

A circular containing, among others, details of the Proposed Amendments, the proposed adoption of the New Memorandum and Articles of Association and a notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board
IMS Group Holdings Limited
Tam Yat Ming Andrew
Chairman and Executive Director

Hong Kong, 14 July 2023

As at the date of this announcement, the Board comprises Mr. Tam Yat Ming Andrew (Chairman and Chief Executive Officer) and Mr. Lo King Shun as Executive Directors, and Mr. Li Chun Hung, Mr. Ha Yiu Wing and Dr. Wilson Lee as Independent Non-executive Directors.

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) 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 on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the day of its publication. This announcement will also be published on the Company’s website at www.ims512.com.