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## 禹洲集團控股有限公司

YUZHOU GROUP HOLDINGS COMPANY LIMITED

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

**(Stock Code: 01628)**

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

This announcement is made by Yuzhou Group Holdings Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) proposes to make certain amendments to the current articles of association of the Company (“**Articles of Association**”) (the “**Proposed Amendments**”) to include relevant provisions to reflect the current revised requirements of the Listing Rules, including but not limited to adopting house-keeping improvements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers to the Articles of Association and for corresponding consequential changes in connection with the Proposed Amendments, where it is considered desirable. Save for the Proposed Amendments, the other provisions of the Articles of Association will remain unchanged. Please refer to the appendix to this announcement for details of the material Proposed Amendments to the Articles of Association.

The Board also proposes to adopt the second amended and restated articles of association of the Company (the “**Second Amended and Restated Articles of Association**”) which consolidates all Proposed Amendments, in substitution for and to the exclusion of the Articles of Association. The Proposed Amendments and the adoption of the Second Amended and Restated Articles of Association will become effective upon approval by the shareholders of the Company (the “**Shareholders**”) by special resolution at the upcoming annual general meeting of the Company (the “**AGM**”) to be convened.

A circular reflecting, among other matters to be tabled at the AGM, further details concerning the Proposed Amendments, the adoption of the Second Amended and Restated Articles of Association and the notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board  
**Yuzhou Group Holdings Company Limited**  
**Kwok Ying Lan**  
*Chairman*

Hong Kong, 30 April 2024

*As at the date of this announcement, the executive directors of the Company are Ms. Kwok Ying Lan (Chairman) and Mr. Lin Conghui, the non-executive directors of the Company are Mr. Lam Lung On (J.P.) and Mr. Song Jiajun, and the independent non-executive directors of the Company are Mr. Lam Kwong Siu, Mr. Wee Henny Soon Chiang and Mr. Yu Shangyou.*

## APPENDIX

The details of the material Proposed Amendments are as follows:

<b>Material amendments to the Articles of Association of the Company currently in force (the “Articles”)</b>	
<b>Existing provisions of the Articles (if any)</b>	<b>Proposed amendments to the Articles</b>
N/A	<p><u>Interpretation of “Company’s website”</u></p> <p><u>“Company’s website” shall mean the website of the Company to which any Member may have access, the address or domain name of which has been notified to the Members by the Company or as subsequently amended by notice given to the Members by the Company.</u></p>
<p><u>Article 149</u></p> <p>Subject to Article 150, a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.</p>	<p><u>Article 149</u></p> <p>Subject to Article 150, a <del>printed</del> copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.</p>

Existing provisions of the Articles (if any)	Proposed amendments to the Articles
<p data-bbox="165 224 316 257"><u>Article 151</u></p> <p data-bbox="165 297 785 1025">The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.</p>	<p data-bbox="810 224 960 257"><u>Article 151</u></p> <p data-bbox="810 297 1433 1171">The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company’s <del>computer network</del><u>website</u> or in any other permitted manner (including by sending any form of electronic communication), <del>and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents</del><u>subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force.</u></p>

Existing provisions of the Articles (if any)	Proposed amendments to the Articles
<p data-bbox="165 224 316 255">Article 158</p> <p data-bbox="165 300 785 2042">Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p>	<p data-bbox="813 224 963 255">Article 158</p> <p data-bbox="813 300 1430 1012">(1) Any Notice or document (including any “corporate communication” <u>and “actionable corporate communication”</u> within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or <u>electronic communication and, subject to compliance with applicable rules of the Designated Stock Exchange,</u> any such Notice and document may be <del>served or delivered by the Company on or to any Member either personally or given or issued</del> <u>by the following means:</u></p> <p data-bbox="887 1057 1430 1128">(a) <u>by serving it personally on the relevant person;</u></p> <p data-bbox="887 1173 1430 1921">(b) <u>by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose; or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served</u></p> <p data-bbox="887 1966 1430 2038">(c) <u>by delivering or leaving it at such address as aforesaid;</u></p>

Existing provisions of the Articles (if any)	Proposed amendments to the Articles
	<p>(d) <u>by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange; or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.</u></p> <p>(e) <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(4), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force;</u></p> <p>(f) <u>by publishing it on the Company’s website or the website of the Designated Stock Exchange subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force; or</u></p> <p>(g) <u>by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u></p>

Existing provisions of the Articles (if any)	Proposed amendments to the Articles
	<p>(2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p> <p>(3) <u>Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</u></p> <p>(4) <u>Every Member or a person who is entitled to receive Notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.</u></p> <p>(5) <u>Subject to any applicable laws, rules and regulations and the terms of these Articles, any Notice, document or publication, including but not limited to the documents referred to in Articles, 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language.</u></p>

Existing provisions of the Articles (if any)	Proposed amendments to the Articles
<p data-bbox="165 219 316 250"><u>Article 159</u></p> <p data-bbox="165 286 574 318">Any Notice or other document:</p> <p data-bbox="165 362 191 394">...</p> <p data-bbox="165 421 788 824">(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</p> <p data-bbox="165 860 788 1375">(c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and</p> <p data-bbox="165 1411 788 1594">(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.</p>	<p data-bbox="813 219 963 250"><u>Article 159</u></p> <p data-bbox="813 286 1222 318">Any Notice or other document:</p> <p data-bbox="813 362 839 394">...</p> <p data-bbox="813 421 1436 1084">(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, <u>documents or publication</u> placed on <u>either</u> the Company’s website or the website of the Designated Stock Exchange, is deemed given <u>or served</u> by the Company to <del>a Member</del> on the day <del>following that on which a notice of availability is deemed served on the Member</del> <u>it first so appears on the relevant website, unless the rules of the Designated Stock Exchange specify a different date. In such cases, the deemed date of service shall be as provided or required by the rules of the Designated Stock Exchange;</u></p> <p data-bbox="813 1120 1436 1635">(c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, <u>or transmission or publication;</u> and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch, <u>or transmission or publication</u> shall be conclusive evidence thereof; and</p> <p data-bbox="813 1671 1436 2038">(d) <del>may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations</del> <u>if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.</u></p>