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Wing Fung Group Asia Limited

榮豐集團亞洲有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8526)

PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

This announcement is made by Wing Fung Group Asia 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**”).

The board (the “**Board**”) of directors (“**Directors**”) of the Company proposes to amend the amended and restated memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) in order to, amongst others, (i) conform to the current requirements of the GEM Listing Rules, including but not limited to the Core Shareholder Protection Standards as set out in Appendix 3 to the GEM Listing Rules, and the Cayman Islands Companies Act; and (ii) incorporate certain housekeeping amendments (the “**Proposed Amendments**”). In view of the number of the Proposed Amendments, the Board proposes that a new Memorandum and Articles of Association which consolidate all the Proposed Amendments be adopted as the second amended and restated Memorandum and Articles of Association (the “**New Memorandum and Articles**”) in substitution for and to the exclusion of the Memorandum and Articles of Association.

The proposed adoption of the New Memorandum and Articles is subject to approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”) currently scheduled to be convened on 14 June 2023.

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

By order of the Board
Wing Fung Group Asia Limited
Chung Chi Keung
*Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 27 March 2023

As at the date of this announcement, the executive Directors are Mr. Chung Chi Keung and Ms. Lai Suk Fan; and the independent non-executive Directors are Mr. Choy Hiu Fai Eric, Mr. Lei For and Mr. Lai Wai Ming.

This announcement, for which the directors of the Company 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 of the Company, 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 Stock Exchange of Hong Kong Limited’s website at www.hkexnews.hk for at least seven days from the date of its publication. This announcement will also be published on the Company’s website at www.wingfunggroup.com.