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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 THIRD 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 second amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) in order to, amongst others, (i) conform to the requirements of the GEM Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders effective from 31 December 2023 onwards; 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 third amended and restated memorandum and articles of association (the “**New Memorandum and Articles of Association**”) in substitution for and to the exclusion of the Existing Memorandum and Articles of Association.

The Proposed Amendments and proposed adoption of the New Memorandum and Articles of Association 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 6 June 2024.

A circular containing, among other matters to be tabled at the AGM, further details of the Proposed Amendments, the proposed adoption of the New Memorandum and Articles of Association 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, 26 March 2024

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.