

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



TK Group (Holdings) Limited

東江集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2283)

**PROPOSED AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF
ASSOCIATION OF THE COMPANY**

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

The board (“**Board**”) of directors (“**Directors**”) of the Company proposes to amend (“**Proposed Amendments**”) the existing memorandum and articles of association of the Company (the “**Memorandum and Articles**”) and to adopt the amended and restated memorandum and articles of association of the Company, in order to (i) bring the Memorandum and Articles in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; and (ii) make certain housekeeping improvements.

Major changes brought about by the Proposed Amendments are set out below:

1. To update the definition of “**Law**” to bring it in line with the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Companies Act**”);

2. To clarify that all or any of the rights for the time being attached to the shares of any class of shares may be altered either with a consent in writing of the holders of not less than three-fourths of the total voting rights of the issued shares of that class or with the approval of a resolution passed by not less than three-fourths of votes cast by the holders of the shares of that class present and voting in person or by proxy at a separate meeting of such holder, and the quorum for such meeting shall be two persons holding or representing by proxy holding not less than one-third of the total voting rights of the issued shares of that class;
3. To provide that the Company may close its register of members on terms equivalent to the relevant section of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
4. To provide that an annual general meeting of the Company shall be held for each financial year, within a period of six months after the end of its financial year, at such time and place as determined by the Board;
5. To clarify that any or more shareholders of the Company (“**Shareholder**”) holding as at the date of deposit of the requisition not less than one-tenth of the total voting rights (on a one vote per share basis) in the share capital of the Company shall by giving a notice in writing to the Board or the secretary of the Company, have the right to require an extraordinary general meeting to be called for the transaction of any business and for additional resolutions to be added to the agenda of such meeting;
6. To clarify that unless it can be demonstrated that reasonable written notice can be given in less time, an annual general meeting must be called by notice of not less than 21 days and all other general meetings (including an extraordinary general meeting) must be called by notice of not less than 14 days;
7. To provide that all Shareholders shall have the right to (i) speak at any general meeting; and (ii) vote at any general meeting, except where a Shareholder is, under the Listing Rules, required to abstain from voting or restricted to voting only for or only against any particular resolution;
8. To clarify that a clearing house may appoint proxies or authorise such persons as it thinks fit to act as its representatives, who shall enjoy rights equivalent to the rights of other Shareholders, at any meeting of the Company or at any meeting of any class of Shareholders (including but not limited to general meeting and creditor meeting);

9. To clarify that any Director so appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting after his appointment and shall then be eligible for re-election at such meeting;
10. To clarify that the Shareholders may, at any general meeting convened and held in accordance with the articles of the Company, by ordinary resolution remove a Director (including a managing director or other executive director) at any time before the expiration of his period of office, without prejudice to any claim for damages under any contracts;
11. To provide that the Shareholders shall by ordinary resolution appoint an auditor to audit the accounts of the Company at the annual general meeting or at a subsequent extraordinary general meeting in each year and such auditor shall hold office until the next annual general meeting;
12. To provide that the Shareholders may, at any general meeting convened and held, by ordinary resolution remove the auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another auditor in his stead for the remainder of his term;
13. To provide that the remuneration of the auditor shall be fixed on the authority of the Shareholders by ordinary resolution in general meeting at which they are appointed or in any other manner as specified in such ordinary resolution;
14. To provide that, unless otherwise determined by the Directors, the financial year of the Company shall end on 31 December each year and shall begin on 1 January each year; and
15. to make other miscellaneous amendments to update, modernise or clarify provisions of the Memorandum and Articles where it is considered desirable and to better align the wording with the Listing Rules and the Companies Act.

The Proposed Amendments and the proposed adoption of the amended and restated memorandum and articles of association of the Company are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

For and on behalf of the Board
TK Group (Holdings) Limited
Li Pui Leung
Chairman

Hong Kong, 3 April 2023

As at the date of this announcement, the executive Directors are Mr. Li Pui Leung, Mr. Yung Kin Cheung Michael, Mr. Lee Leung Yiu and Mr. Cheung Fong Wa; and the independent non-executive Directors are Dr. Chung Chi Ping Roy, Ms. Christine Wan Chong Leung and Mr. Tsang Wah Kwong.