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HING MING HOLDINGS LIMITED

興銘控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8425)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Hing Ming Holdings Limited (the “**Company**”) pursuant to Rules 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 “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company hereby announces that it considered and approved the resolutions in relation to the proposed amendments to the second amended and restated memorandum (the “**Memorandum**”) and articles of association of the Company (the “**Articles of Association**”) (the “**Proposed Amendments**”) and adoption of the third amended and restated Memorandum and Articles of Association (the “**Third Amended and Restated Memorandum and Articles of Association**”) incorporating and consolidating all the Proposed Amendments.

Based on the consultation conclusions to the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023, and the consultation conclusions to the “Proposed Amendments to Listing Rules Relating to Treasury Shares” published by the Stock Exchange in April 2024 and the relevant amendments to the Listing Rules came into effect on 31 December 2023 and 11 June 2024 respectively.

In light of the above, and according to the actual situation of the Company, the Board proposes to amend the Memorandum and Articles of Association. The main details of the Proposed Amendments include: (i) updating and bringing the Memorandum and Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers; (ii) allowing the Company to hold treasury shares; and (iii) making other consequential and housekeeping amendments to the Memorandum and Articles of Association. The Board proposes to effect the Proposed Amendments by way of adoption of the Third Amended and Restated Memorandum and Articles of Association.

The Proposed Amendments and the adoption of the Third Amended and Restated Memorandum and Articles of Association are subject to the passing of a special resolution by the shareholders of the Company at the annual general meeting of the Company to be convened and held on Monday, 26 August 2024 (the “AGM”).

A circular containing, among others, details of the Proposed Amendments and the adoption of the Third Amended and Restated Memorandum and Articles of Association, together with a notice convening the AGM, will be despatched to the shareholders of the Company in due course.

By order of the Board
Hing Ming Holdings Limited
Tang Hing Keung
Chairman, Executive Director and Chief Executive Officer

Hong Kong, 25 July 2024

As at the date of this announcement, the executive Directors are Mr. Tang Hing Keung (Chairman and Chief Executive Officer) and Mr. Tang Ming Hei; the non-executive Directors are Ms. Au Fung Yee and Mr. Au Lop Wah Edmond; and the independent non-executive Directors are Mr. Kwan Woon Man Boris, Mr. Wu Kin San Alfred and Mr. Yeung Chi Fai.

This announcement, for which the Directors 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, 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’s website at www.hkexnews.hk for at least 7 days from the date of its posting. This announcement will also be published on the website of the Company at www.hing-ming.com.