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BExcellent Group Holdings Limited

精英匯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1775)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by BExcellent Group Holdings 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 (“**Listing Rules**”).

The board of directors of the Company (the “**Board**”) proposes to make certain amendments to the Company’s existing amended and restated memorandum of association (the “**Memorandum**”) and amended and restated articles of association (“**Articles of Association**”) for the purposes of, among others, (i) reflecting the core shareholder protection standards as set out in the revised Appendix 3 to the Listing Rules which took effect on 1 January 2022; and (ii) introducing minor house-keeping amendments to the Memorandum and Articles of Association for the purpose of clarifying existing practices and making consequential amendments in line with the aforesaid proposed amendments to the Memorandum and Articles of Association and the Listing Rules (collectively, the “**Proposed Amendments**”). The Board also proposes to adopt the second amended and restated memorandum of association (the “**New Memorandum**”) and the second amended and restated articles of association (the “**New Articles of Association**”) in substitution for, and to the exclusion of, the Memorandum and the Articles of Association.

The Proposed Amendments and adoption of the New Memorandum and the New Articles of Association are subject to the approval of the shareholders of the Company (“**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting (“**AGM**”) of the Company to be held on 19 December 2023 (Tuesday), and will become effective upon the approval by the Shareholders at the AGM. A circular in relation to the AGM containing, among other things, details of the Proposed Amendments and adoption of the New Memorandum and the New Articles of Association together with the notice of the AGM and the relevant proxy form will be despatched to the Shareholders in accordance with the requirements of the Listing Rules in due course.

By order of the Board
BExcellent Group Holdings Limited
Leung Ho Ki, June
Chairman

Hong Kong, 27 October 2023

As at the date of this notice, the executive directors of the Company are Ms. Leung Ho Ki, June (Chairman), Mr. Tam Wai Lung (Chief Executive Officer), Mr. Chan Tsz Ying, Wister and Mr. Li Man Wai; and the independent non-executive directors of the Company are Mr. Kwan Chi Hong, Mr. Li Kai Sing and Professor Wong Roderick Sue Cheun.