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Khoon Group Limited

坤集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 924)

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

This announcement is made by Khoon Group 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 (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing second amended and restated memorandum of association and articles of association of the Company (the “**Existing Memorandum and Articles**”) for the purposes of, among other things:

- (a) aligning with the latest regulatory requirements of the Listing Rules in relation to, among others, (i) the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers, and (ii) treasury shares;
- (b) explicitly allowing the Company to convene and hold electronic or hybrid general meetings of members and provide flexibility to the Company in relation to the conduct of general meetings; and
- (c) incorporating certain corresponding and housekeeping amendments.

((a) to (c) above, collectively, the “**Proposed Amendments**”)

In view of the Proposed Amendments, the Board proposes to adopt the third amended and restated memorandum of association and articles of association of the Company (the “**Third Amended and Restated Memorandum and Articles of Association**”) (which include and incorporate the Proposed Amendments) in substitution for and to the exclusion of the Existing Memorandum and Articles.

The Proposed Amendments and the proposed 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 (the “**Shareholders**”) at the forthcoming annual general meeting of the Company (the “**AGM**”). A circular containing, among other things,

details of the Proposed Amendments and the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association, and a notice convening the AGM will be made available on the websites of the Company and The Stock Exchange of Hong Kong Limited (and despatched to the Shareholders, if requested) in due course.

By Order of the Board
Khoon Group Limited
Ang Jui Khoon
Chairman and Executive Director

Hong Kong, 17 October 2024

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Ang Jui Khoon and Mr. Ang Kok Kwang (Hong Guoguang); and three independent non-executive Directors, namely Ms. Leung Wing Chi Kylie, Mr. Fok Wai Hung and Mr. So Chi Kai.