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Zhou Hei Ya International Holdings Company Limited

周黑鴨國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1458)

**PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF
THE SECOND AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

This announcement is made by Zhou Hei Ya International Holdings Company 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 (the “**Listing Rules**”) in relation to the proposed amendments to the Company’s memorandum of association and articles of association (the “**M&A**”).

The Listing Rules were amended by, among others, adopting a uniform set of core shareholder protection standards for issuers regardless of their place of incorporation as set out in Appendix 3 to the Listing Rules which became effective on January 1, 2022 (the “**Core Shareholder Protection Standards**”). The board of directors of the Company (the “**Board**”) proposes to make certain amendments to the M&A to (i) conform with the Core Shareholder Protection Standards; (ii) bring the existing M&A in line with amendments made to the Listing Rules and the applicable law in the Cayman Islands; (iii) incorporate various consequential and housekeeping changes; and (iv) update and clarify provisions where it is considered desirable (collectively, the “**Proposed Amendments**”). The Board proposes to make the Proposed Amendments by way of adoption of a new set of amended and restated memorandum of association and articles of association (the “**Second Amended and Restated M&A**”) in substitution for, and to the exclusion of, the existing M&A.

The Proposed Amendments and the proposed adoption of the Second Amended and Restated M&A are subject to the approval by the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting (the “**AGM**”) of the Company. A circular containing, among others, details of the Proposed Amendments brought about by the adoption of the Second Amended and Restated M&A, together with a notice convening the AGM, will be despatched to the Shareholders in due course.

By order of the Board
Zhou Hei Ya International Holdings Company Limited
ZHOU Fuyu
Chairman

Hong Kong, April 24, 2023

As at the date of this announcement, the executive directors of the Company are Mr. ZHOU Fuyu, Mr ZHANG Yuchen and Mr. WEN Yong; the non-executive director of the Company is Mr. PAN Pan; and the independent non-executive directors of the Company are Mr. CHAN Kam Ching, Paul, Mr. LU Weidong and Mr. CHEN Chen.