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

This announcement is made by Ming Fai International 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.

The board of directors (the “**Board**”) proposes to make certain amendments to the memorandum and articles of association of the Company (“**Memorandum and Articles of Association**”) (the “**Proposed Amendments**”) to include relevant provisions to reflect the current revised requirements of the Listing Rules, including but not limited to the Core Shareholder Protection Standards in Appendix 3 to the Listing Rules, the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, to adopt house-keeping improvements to the Memorandum and Articles of Association and for corresponding consequential changes in connection with the Proposed Amendments, where it is considered desirable. Save for the Proposed Amendments, the other provisions of the Memorandum and Articles of Association will remain unchanged.

The Board also proposes to adopt the second amended and restated memorandum and articles of association of the Company (“**Second Amended and Restated Memorandum and Articles of Association**”) which consolidates all Proposed Amendments, in substitution for and to the exclusion of the Memorandum and Articles of Association.

The Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association will become effective upon approval by the shareholders by special resolution at the annual general meeting of the Company (“**AGM**”) to be convened.

A circular reflecting, among other matters to be tabled at the AGM, further details of the Proposed Amendments, the adoption of the Second Amended and Restated Memorandum and Articles of Association and the notice of the AGM will be despatched to the Shareholders in due course.

By order of the Board
Ming Fai International Holdings Limited
CHING Chi Fai
Chairman

Hong Kong, 20 April 2022

As at the date of this announcement, the Executive Directors of the Company are Mr. CHING Chi Fai, Mr. CHING Chi Keung, Mr. LIU Zigang, Mr. CHING Tsun Wah and Mr. KEUNG Kwok Hung; the Non-Executive Director of the Company is Ms. CHAN Yim Ching; and the Independent Non-Executive Directors of the Company are Mr. HUNG Kam Hung Allan, Mr. NG Bo Kwong, Mr. SUN Eric Yung Tson and Mr. KWONG Tony Wan Kit.

* *For identification purpose only*