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## **MOS HOUSE GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1653)**

### **PROPOSED ADOPTION OF AMENDED AND RESTATED**

#### **ARTICLES OF ASSOCIATION**

This announcement is made by MOS House Group Limited pursuant to Rule 13.51(1) of the Listing Rules. In order to implement the change of the Listing Rules in respect of the overseas listed issuers and after taking into consideration of the actual circumstances of the Company, the Board has passed a resolution proposing to seek the approval of the Shareholders by way of a special resolution at the AGM to amend the Articles of Association by adopting the New Articles of Association in substitution for and to the exclusion of the existing Articles of Association.

The details of the proposed amendments to the Articles of Association are set out as follows:

#### **Article No. Proposed amendments (reflecting changes to the Articles of Association)**

2. (1)
- The definition “Act” shall be inserted immediately before the definition “Articles” and the definition “Law” be deleted in its entirety to bring it in line with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, and to update and tidy up other references in these Articles
  - The definition “business day” be deleted in its entirety
  - The definition “Subsidiary and Holding Company” be deleted in its entirety
2. (2) (i) The words “and Section 19” be inserted immediately before the words “Electronic Transactions”, such that, following such amendments, Article 2. (2) (i) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):
- “Section 8 ~~and Section 19~~ of the Electronic Transactions ~~Law Act~~ (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”

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3. (1) The words “\$0.01” shall be replaced with the words “Hong Kong dollars 0.10”, such that, following such amendment, Article 3. (1) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):

“The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of ~~\$0.01~~ Hong Kong dollars 0.10 each.”

3. (3) The word “relevant” shall be replaced with the word “competent”, such that, following such amendment, Article 3. (3) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):

“Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other ~~relevant~~ competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

10. The words “in nominal value” shall be replaced with the words “of the voting rights”, such that, following such amendment, Article 10. shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):

“Subject to the ~~Law~~ Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths ~~in nominal value of the voting rights~~ of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that:

- (a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third ~~in nominal value of the voting rights~~ of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and

**Article No. Proposed amendments (reflecting changes to the Articles of Association)**

(b) every holder of shares of the class shall be entitled to one vote for every such share held by him.

45. (a) Article 45. shall be amended by the deletion of the words “and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made” immediately after the words “distribution, allotment or issue”, such that, following such deletion, Article 45. (a) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):

“determining the Members entitled to receive any dividend, distribution, allotment or issue ~~and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;~~”

56. Article 56. shall be amended by deletion in its entirety and the substitution in its place of the following (mark-ups reflecting the amendments to the provisions of the Articles of Association):

“An annual general meeting of the Company shall be held in each financial year other than the financial year of the Company’s adoption of these Articles ~~(within a period of not more than fifteen (15) months after the holding of the last preceding~~ and such annual general meeting ~~or not more must be held within with an eighteen six (186) months after the date end of adoption of these Articles,~~ the Company’s financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.”

**Article No. Proposed amendments (reflecting changes to the Articles of Association)**

58. The word “Members” shall be replaced with the word “Member(s)” and the words “paid up capital” shall be replaced with the words “voting rights on a one vote per share basis”. The words “or resolution” shall be inserted immediately after the words “for the transaction of any business”, such that, following such amendments, Article 58. shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):

“The Board may whenever it thinks fit call extraordinary general meetings. Any one or more ~~Members~~ Member(s) holding at the date of deposit of the requisition not less than one-tenth of the ~~paid-up capital~~ voting rights on a one vote per share basis of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.”

59. (1) Article 59. (1) shall be amended by deletion of the words “and not less than twenty (20) clear business days” immediately after the words “not less than twenty-one (21) clear days” and “and not less than ten (10) clear business days” immediately after the words “not less than fourteen (14) clear days” and the word “Law” shall be replaced by the word “Act”, such that, following such amendments, Article 59. (1) will read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):

“An annual general meeting must be called by Notice of not less than twenty-one (21) clear days ~~and not less than twenty (20) clear business days~~. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days ~~and not less than ten (10) clear business days~~ but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the ~~Law~~ Act, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.”

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61. (1) (f) The words “in nominal value” shall be replaced with the words “of the voting rights”, such that, following such amendment, Article 61. (1) (f) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):

“the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than twenty per cent. (20%) ~~in nominal value of the voting rights~~ of its existing issued share capital; and”

61. (2) The words “or by proxy or” immediately after the words “present in person” be deleted and the words “or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy” be inserted immediately before the words “shall form a quorum for all purposes.”, such that, following such amendments, Article 61. (2) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):

“No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person ~~or by proxy or~~ (in the case of a Member being a corporation) by its duly authorised representative or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes.”

73. (2) A new Article 73. (2) shall be inserted as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):

“All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.”

73. (2) Existing Article 73. (2) shall be re-numbered as new Article 73. (3).

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83. (3) The word “so” shall be inserted immediately after the words “Any Director”; the words “by the Board to fill a casual vacancy” immediately after the words “Any Director appointed” and “general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following” immediately after the words “shall hold office until the first” shall be deleted; and the words “after his appointment” shall be inserted immediately after the words “annual general meeting of the Company”, such that, following such amendments, Article 83. (3) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):

“The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed ~~by the Board to fill a casual vacancy~~ shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election.”

83. (5) The words “(including a managing or other executive director) shall be inserted immediately after the words “by ordinary resolution remove a Director” and the word “period” shall be replaced by the word “term”, such that, following such amendments, Article 83. (5) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):

“The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing or other executive director) at any time before the expiration of his ~~period~~ term of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”

83. (6) The word “of” shall be inserted immediately after the words “by ordinary resolution”, such that, following such amendment, Article 83. (6) shall read as follows (mark-up reflecting the amendment to the provisions of the Articles of Association):

“A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution of the Members at the meeting at which such Director is removed.”

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113. (2) The word “, electronic” shall be inserted immediately after the words “by means of a conference telephone”, such that, following such amendment, Article 113. (2) shall read as follows (mark-up reflecting the amendment to the provisions of the Articles of Association):

“Directors may participate in any meeting of the Board by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.”

152. (1) The words “, by ordinary resolution,” shall be inserted immediately after the words “the Members shall”, such that, following such amendment, Article 152. (1) shall read as follows (mark-ups reflecting the amendment to the provisions of the Articles of Association):

“At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall, by ordinary resolution, appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.”

152. (2) The word “special” shall be replaced by the word “ordinary”, such that, following such amendment, Article 152. (2) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):

“The Members may, at any general meeting convened and held in accordance with these Articles, by ~~special~~ ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.”

154. The words “by ordinary resolution” shall be inserted immediately after the words “in general meeting”, such that, following such amendment, Article 154. shall read as follows (mark-up reflecting the amendment to the provisions of the Articles of Association):

“The remuneration of the Auditor shall be fixed by the Company in general meeting by ordinary resolution or in such manner as the Members may determine.”

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155. Article 155 shall be amended by deletion in its entirety and the substitution in its place of the following (mark-ups reflecting the amendments to the provisions of the Articles of Association):

~~“The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.”~~

162. (1) The word “The” shall be replaced with the words “Subject to Article 162(2), the” such that, following such amendment, Article 162. (1) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):

~~“The Subject to Article 162(2), the~~ Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.”

(2) A resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution. App. 3  
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165. A new Article 165. shall be inserted as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):

“Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 March in each year.”

165. Existing Article 165. shall be re-numbered as new Article 166.

166. Existing Article 166. shall be re-numbered as new Article 167.



## DEFINITIONS

In this announcement, the following expressions have the following meanings:

“AGM”	the forthcoming annual general meeting of the Company to be held within six months after the end of the Company’s financial year, the date of which will be notified by the Company in relevant circular
“Board”	the board of Directors
“Company”	MOS House Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability, and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1653)
“Directors”	the director(s) of the Company
“Articles of Association”	the existing amended and restated articles of association of the Company, as adopted on 20 September 2018 and effective on 19 October 2018
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“New Articles of Association”	the amended and restated articles of association of the Company proposed to be adopted by the Shareholders at the AGM
“Shareholder(s)”	holder(s) of the Share(s)

By order of the Board  
**MOS House Group Limited**  
**Simon Tso**  
*Chairman*

Hong Kong, 8 June 2022

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Simon Tso and Ms. Tsui To Fei and three independent non-executive Directors, namely Mr. Ng Wang To, Mr. Woo King Hang and Mr. Hui Chun Tak.*