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# **World Super Holdings Limited**

## **維亮控股有限公司**

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

**(Stock code: 8612)**

### **PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

This announcement is made by World Super Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

On 1 January 2022, the GEM Listing Rules were amended by, among other things, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the GEM Listing Rules. As such, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make certain amendments (“**Proposed Amendments**”) to the existing amended and restated articles of association of the Company (the “**Existing Articles**”) to (a) conform to the said core standards for shareholder protections, (b) provide the Company the flexibility to hold hybrid and electronic meetings of the shareholders of the Company, and (c) to incorporate certain housekeeping changes by way of adopting the second amended and restated articles of association of the Company which consolidates the Proposed Amendments in substitution for, and to the exclusion of, the Existing Articles in their entirety (the “**New Articles**”).

The key Proposed Amendments are briefly summarised below:

- (a) to bring the Existing Articles in line with the recent amendments to the GEM Listing Rules and the applicable laws of the Cayman Islands;
- (b) to allow general meetings (including adjourned meetings or postponed meetings) to be held as physical meetings in any part of the world and at one or more locations, or as hybrid meetings or electronic meetings, as may be determined by the Board in its absolute discretion;
- (c) to insert the definitions of “Act”, “announcement”, “electronic communication”, “electronic meeting”, “hybrid meeting”, “Listing Rules”, “Meeting Location”, “physical meeting”, and “Principal Meeting Place”, and make corresponding changes to the relevant provisions in the New Articles;

- (d) to provide that the period of thirty (30) days for closure of the register of members for inspection may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the members by ordinary resolution;
- (e) to provide that the period of thirty (30) days for closure of the register of members for transfers of shares may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the members by ordinary resolution;
- (f) to require that an annual general meeting of the Company be held within six months after the end of the Company's financial year;
- (g) to change the notice requirement of at least twenty clear business days applicable to annual general meetings of the Company to not less than twenty-one clear days;
- (h) to change the notice requirement of at least ten clear business days applicable to all other general meetings of the Company to not less than fourteen clear days;
- (i) to provide that votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine;
- (j) to provide that 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;
- (k) to require an ordinary resolution for removal of the Company's auditor before the expiration of its term of office;
- (l) to provide that an auditor of the Company appointed by the Board to fill a casual vacancy shall hold office until the next following annual general meeting and shall then be subject to appointment by the shareholders of the Company at such remuneration to be determined by the shareholders of the Company in general meeting;
- (m) to provide that the signature to any notice or document to be given by the Company may be written, printed or made electronically; and
- (n) to provide that, unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of December in each year.

The proposed adoption of the New Articles shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on Thursday, 18 May 2023 (the “AGM”). A circular containing, among other matters, details of the Proposed Amendments and a notice convening the AGM will be despatched to the shareholders of the Company in due course.

By Order of the Board  
**World Super Holdings Limited**  
**Sou Peng Kan Albert**  
*Chairman and executive Director*

Hong Kong, 31 March 2023

*As at the date of this announcement, the executive Directors are Mr. Sou Peng Kan Albert, Mr. Fok Hei Yuen Paul, Mr. Lau Lawrence Tak Sun and Mr. Lin Dongsheng; and the independent non-executive Directors are Mr. Chim Tak Lai, Mr. Lee Tak Fai Thomas and Mr. Yue Wai Leung Stan.*

*This announcement, for which all the Directors collectively and individually accept full responsibility, includes the particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at <http://www.hkexnews.hk> for at least seven days from the date of its publication and on the Company’s website at [www.worldsuperhk.com](http://www.worldsuperhk.com).*