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JIN MI FANG GROUP HOLDINGS LIMITED

今米房集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8300)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

This announcement is made by JIN MI FANG GROUP HOLDINGS LIMITED (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM 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 of the Company and the existing second amended and restated articles of association of the Company (the “**Proposed Amendments**”) to (i) ensure alignment with applicable laws (including the GEM Listing Rules); and (ii) make other consequential and housekeeping changes. In view of the Proposed Amendments, the Board proposes to adopt the third amended and restated memorandum of association of the Company and the third amended and restated articles of association incorporating and consolidating all the Proposed Amendments (the “**Amended and Restated Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company.

The Proposed Amendments are summarised as follows:

1. **Enhancements to General Meeting Provisions:** Recognition of hybrid and virtual meetings, with rules governing electronic participation and ensuring proper conduct of meetings and voting in line with the core shareholder protection standards as set out in Appendix A1 to the GEM Listing Rules.

2. **Facilitation of Electronic Instructions from Shareholders:** Provisions enabling Shareholders to send meeting instructions, such as proxy-related instructions, electronically to the Company.
3. **Facilitation of Electronic Communication:** Provisions enabling any notice or document of the Company to be given or issued by means of electronic communication or publication on the websites of the Company or the Stock Exchange, subject to applicable regulations. Provisions were also made for electronic voting and communication during meetings.
4. **Treasury Shares:** Expressly allowing the Company to repurchase and hold any repurchased, redeemed, or surrendered shares as treasury shares in accordance with the applicable laws of the Cayman Islands and the GEM Listing Rules, providing greater flexibility in managing share capital.
5. **Board Composition:** Uplifting the restriction in maximum number of directors at Board level to allow flexibility in appointment of additional directors as and when required to support the Company's business and corporate governance needs.
6. **Housekeeping Amendments:** Necessary and consequential updates to align the existing memorandum and articles of association of the Company with the applicable laws of the Cayman Islands, the GEM Listing Rules, and international best practices, including improved wording and structure for better clarity and consistency.

The Proposed Amendments reflect the Company's commitment to modernising its governance, enhancing shareholder rights, and ensuring compliance with regulatory requirements and international best practices.

The Proposed Amendments are subject to the approval of the shareholders of the Company (the "**Shareholders**") by way of a special resolution at the annual general meeting of the Company to be held on Friday, 5 September 2025 (the "**AGM**"), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other matters, details relating to the Proposed Amendments and the Amended and Restated Memorandum and Articles of Association, together with a notice of the AGM, will be despatched to the Shareholders in due course.

By order of the Board
JIN MI FANG GROUP HOLDINGS LIMITED
今米房集團控股有限公司
Zhou Feng
Chairman and Executive Director

Hong Kong, 25 July 2025

As at the date of this announcement, the executive Directors are Mr. Zhou Feng, Ms. Zhang Miao and Ms. Shen Wenchai and the independent non-executive Directors are Mr. Ho Lik Kwan Luke, Mr. Lam Lap Sing and Ms. Lau Wai Hing.

This announcement, for which the Directors collectively and individually accept full responsibility, includes 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 Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its posting. This announcement will also be published on the Company’s website at www.jmfghl.com.