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**KELFRED HOLDINGS LIMITED**

**恒發光學控股有限公司**

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

**(Stock Code: 1134)**

## **PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Kelfred Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Stock Exchange has amended the Listing Rules, relating to, among others, the articles of association or equivalent constitutional documents of listed issuers under the new Appendix 3 to the Listing Rules with effect from 1 January 2022 in relation to which listed issuers are required to make necessary amendments to constitutional documents by the second annual general meeting following 1 January 2022 to bring the constitutional documents to conformation.

The board of directors of the Company (the “**Board**”) proposes to amend the existing memorandum and articles of association (the “**Existing Memorandum and Articles**”) of the Company adopted on 22 June 2019 in order to (i) bring the Existing Memorandum and Articles in line with the latest legal and regulatory requirements, including the core standards set out in Appendix 3 to the Listing Rules which took effect on 1 January 2022, as well as the Companies Act and applicable laws of the Cayman Islands; (ii) allow general meetings of the Company to be held as a hybrid meeting or electronic meeting where shareholders of the Company (the “**Shareholders**”) may attend by electronic means in addition to as a physical meeting where Shareholders attend in person; and (iii) adopt certain house-keeping amendments, including making consequential amendments for clarity, consistency with the other provisions and to better align the wording with those of the Listing Rules, the Companies Act and the applicable laws of the Cayman Islands (the “**Proposed Amendments**”), and to adopt the second amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles**”) with all the Proposed Amendments.

For purposes of the foregoing, the Board proposes to seek the approval of the Shareholders by way of a special resolution for the Proposed Amendments and the adoption of the New Memorandum and Articles at the forthcoming annual general meeting of the Company scheduled to be held on 27 May 2022 (the “AGM”).

A circular containing, among others, the Proposed Amendments together with a notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board  
**Kelfred Holdings Limited**  
**Kwok Kwan Fai**  
*Chairman and Executive Director*

Hong Kong, 26 April 2022

*As at the date of this announcement, the executive Directors are Mr. Kwok Kwan Fai, Mr. Kwok Kwan Yu and Mr. Zuo Zhengsan, the non-executive Directors are Mr. Kwok Mau Kwan, Ms. Chan Yin Wah and Mr. Zhang Li, and the independent non-executive Directors are Mr. Hong Sze Lung, Mr. Chu Kin Ming and Mr. Chan Hon Wah.*