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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3638)

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

This announcement is made by Hunlicar Group 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 “**Listing Rules**”).

The board of directors (the “**Board**”) of the Company proposes to amend the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) for the purpose of, *inter alia*:

- (i) updating and bringing the Existing Memorandum and Articles of Association in line with the latest regulatory requirements in relation to the core shareholder protection standards as set out in Appendix A1 of the Listing Rules and the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023;
- (ii) updating and bringing the Existing Memorandum and Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the holding of hybrid general meetings and voting by electronic means by listed issuers and the relevant amendments made to the Listing Rules which took effect from 10 February 2025; and
- (iii) incorporating certain consequential, tidy-up and housekeeping amendments.

The Board thus proposes to adopt the amended and restated memorandum and articles of association of the Company, which incorporates the proposed amendments, in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association (the “**Amended and Restated Memorandum and Articles of Association**”).

A special resolution will be proposed at the AGM to approve the proposed amendments to the Existing Memorandum and Articles of Association and the adoption of the Amended and Restated Memorandum and Articles of Association.

The key proposed amendments to be incorporated into the Amended and Restated Memorandum and Articles of Association are summarised as follows:

1. to update the name, the registered office, objects and share capital of the Company in the existing second amended and restated memorandum of association of the Company;
2. to revise certain definitions and make corresponding changes to the relevant provisions in the amended and restated articles of association to be adopted at the AGM by the shareholders;
3. to allow the Company to hold repurchased shares in treasury;
4. to allow the Company to purchase or acquire its own shares upon the terms and subject determined by the Board at its absolute discretion without first been authorised by a resolution of the members;
5. to revise the provision such that the Company may charge up to 20% per annum interest rate on any unpaid amount that a shareholder fails to pay by the due date;
6. 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;
7. to provide that votes in a general meeting may be cast by such means, electronic or otherwise, as the directors of the Company (the “**Director(s)**”) or the chairman of the meeting may determine;

8. to provide that the Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting;
9. to update the notice provisions to include electronic communication and electronic address options;
10. to revise the provision such that a Director shall be vacated if the Director without special leave of absence from the Board, is absent from meetings of the Board for six consecutive months;
11. to revise the provision such that an alternate Director shall not be counted more than once for the purpose of determining whether or not a quorum is present;
12. to revise the provision such that the Board may delegate any of its powers, authorities and discretions to committees, consisting of not only the Director or Directors but also other persons as it thinks fit;
13. to revise the provision such that if, at any meeting no chairman or deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting; and
14. to make other amendments, to update or clarify provisions where the Board considers appropriate and to better align the wording with the Listing Rules and the applicable laws of the Cayman Islands.

The foregoing is a general summary for information purposes only.

The adoption of the Amended and Restated Memorandum and Articles of Association is subject to the approval by the shareholders by way of a special resolution at the AGM, or any adjourned meeting and will become effective upon the approval by the shareholders at the AGM.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Amended and Restated Memorandum and Articles of Association comply with the requirements of the Listing Rules and the legal advisers to the Company as to Cayman Islands laws have confirmed that the Amended and Restated Memorandum and Articles of Association do not violate the applicable laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Amended and Restated Memorandum and Articles of Association.

The Amended and Restated Memorandum and Articles of Association is written in English. There is no official Chinese translation in respect thereof. Therefore, any Chinese version of the Amended and Restated Memorandum and Articles of Association is purely a translation and for reference only. Should there be any discrepancy, the English version shall prevail.

A circular of the AGM containing, among other matters, the full text of the proposed amendments, together with a notice of the AGM will be despatched to the shareholders in due course.

By order of the Board
Hunlicar Group Limited
Cheung Lit Wan Kenneth
Chairman

Hong Kong, 26 August 2025

As at the date of this announcement, the executive Directors are Mr Cheung Lit Wan Kenneth, Mr Chan Wing Sum and Ms Luo Ying; and the independent non-executive Directors are Mr Loo Hong Shing Vincent, Mr Leung Wai Kwan and Mr Lee Ka Leung Daniel.