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Hong Kong Johnson Holdings Co., Ltd.
香港莊臣控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1955)

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

This announcement is made by Hong Kong Johnson Holdings Co., Ltd. (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**").

The board ("**Board**") of directors ("**Directors**") of the Company proposes to amend ("**Proposed Amendments**") the existing second amended and restated memorandum and articles of association of the Company (the "**Existing Memorandum and Articles**") and to adopt the new third amended and restated memorandum and articles of association of the Company (the "**New Memorandum and Articles**") in substitution for, and to the exclusion of the Existing Memorandum and Articles, for the purposes of, among others, (i) updating and bringing the Existing Memorandum and Articles in line with the relevant amendments made to the Listing Rules in respect of the further expansion of paperless listing regime and the electronic dissemination of corporate communications by listed issuers; (ii) updating and bringing the Existing Memorandum and Articles in line with the amendments made to the Listing Rules in relation to the treasury shares which came into effect on 11 June 2024; and (iii) make other consequential and housekeeping amendments.

Major changes brought about by the Proposed Amendments are set out below:

1. to amend the relevant provisions of the Existing Memorandum and Articles to expressly allow voting by the shareholders of the Company (the "**Shareholders**") at its general meeting via electronic means in accordance with the applicable laws of the Cayman Islands and the Listing Rules;

2. to amend the relevant provisions of the Existing Memorandum and Articles to allow for holding electronic and hybrid general meetings of the Company;

3. to amend the relevant provisions of the Existing Memorandum and Articles to expressly allow the Company to hold repurchased, redeemed or surrendered shares in treasury for future resale;

4. to make consequential and other housekeeping amendments to better align with the wordings and requirement of the applicable laws of the Cayman Islands and the Listing Rules.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the "**AGM**") and will become effective upon the approval by the Shareholders at the AGM.

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

For and on behalf of the Board
Hong Kong Johnson Holdings Co., Ltd.
XIE Hui
Chairman

Hong Kong, 26 June 2025

As at the date of this announcement, the executive Director is Dr. LI Zhuang (Vice President); the non-executive Directors are Dr. XIE Hui (Chairman), Mr. YAN Jun, Ms. LI Yanmei, Mr. WU Zhiyong, Ms. TANG Yuyun and Mr. LU Xuefang; and the independent non-executive Directors are Mr. FAN Chiu Tat Martin, Dr. GUAN Yuyan, Mr. HONG Kam Le, Mr. LEUNG Siu Hong and Ms. RU Tingting.