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## **PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION**

The board of directors (the “**Board**”) of Man Wah Holdings Limited (the “**Company**”) proposes to make certain amendments to the existing memorandum of association of the Company (the “**Memorandum of Association**”) in order to provide the Company with the flexibility to hold treasury shares, in view of the recent amendments to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited relating to treasury shares which will come into effect on 11 June 2024 (the “**Proposed Amendments**”). The Board also proposes to adopt the amended and restated Memorandum of Association (the “**New Memorandum of Association**”) in substitution for, and to the exclusion of, the existing Memorandum of Association.

The Board considers that the Proposed Amendments and the adoption of the New Memorandum of Association are in the interests of the Company and its shareholders (the “**Shareholders**”) as a whole. The Proposed Amendments to the Memorandum of Association and the adoption of the New Memorandum of Association are subject to the consideration and approval by the Shareholders by way of special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”).

A circular containing, among others, details of the Proposed Amendments and the adoption of the New Memorandum of Association, together with a notice convening the AGM, will be despatched to the Shareholders in due course.

By Order of the Board  
**Man Wah Holdings Limited**  
**Wong Man Li**  
*Chairman*

Hong Kong, 24 May 2024

*As at the date of this announcement, the executive Directors are Mr. Wong Man Li, Ms. Hui Wai Hing, Mr. Alan Marnie, Mr. Dai Quanfa and Ms. Wong Ying Ying; and the independent non-executive Directors are Mr. Chau Shing Yim, David, Mr. Kan Chung Nin, Tony, Mr. Ding Yuan and Mr. Yang Siu Shun.*