

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

REF Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1631)

PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of REF Holdings Limited (the “**Company**”) proposes to make certain amendments to the existing second amended and restated memorandum and articles of association of the Company (the “**Second Amended and Restated M&A**”) for the purposes of, among others, (i) bringing the Second Amended and Restated M&A in line with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), including the core shareholder protection standards set out in Appendix 3 to the Listing Rules and the applicable laws of the Cayman Islands; and (ii) making other housekeeping amendments, including consequential amendments in line with the above amendments to the Second Amended and Restated M&A (collectively, the “**Proposed Amendments**”).

The Board proposes to adopt the third amended and restated memorandum and articles of association of the Company incorporating the Proposed Amendments in substitution for, and to the exclusion of, the Second Amended and Restated M&A, which will be subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution to be proposed at the forthcoming annual general meeting of the Company to be held on 13 April 2023 (the “**AGM**”).

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

By order of the Board
REF Holdings Limited
Lau Man Tak
Chairman

Hong Kong, 1 March 2023

As at the date of this announcement, the Board comprises Ms. Fan Jia Yin as executive Director; Mr. Lau Man Tak (Chairman) as non-executive Director; and Mr. Leung Chi Hung, Mr. Wong Kun Kau and Mr. Lee Hon Man Eric as independent non-executive Directors.