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HM International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8416)

PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by HM International Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) regarding the proposed amendments to the amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”).

With effect from 1 January 2022, the Stock Exchange has amended Appendix 3 of the GEM Listing Rules to adopt a uniform set of 14 Core Standards (the “**Core Standards**”) for shareholder protection for issuers.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the Existing M&A and to adopt the second amended and restated memorandum and articles of association of the Company (the “**New M&A**”) in order to (i) conform to the Core Standards set out in Appendix 3 of the GEM Listing Rules which took effect from 1 January 2022; (ii) allow the Company to hold hybrid and electronic meetings; and (iii) reflect certain updates in relation to the applicable laws of the Cayman Islands and the GEM Listing Rules and make other housekeeping amendments (collectively, the “**Proposed Amendments**”).

The proposed adoption of the New M&A is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the upcoming annual general meeting of the Company (the “**Upcoming AGM**”). A circular containing, among other things, details of the Proposed Amendments to the Existing M&A together with the notice convening the Upcoming AGM will be despatched to the Shareholders in due course.

By order of the Board
HM International Holdings Limited
Yu Chi Ming
Chairman and Executive Director

Hong Kong, 17 March 2023

As at the date of this announcement, the executive Directors of the Company are Mr. Yu Chi Ming, Mr. Chan Wai Lin and Ms. Chan Wai Chung Caroline; and the independent non-executive Directors of the Company are Mr. Choi Hon Ting Derek, Mr. Ng Jack Ho Wan and Mr. Wan Chi Wai Anthony.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement is published on the GEM website at “www.hkgem.com” and will remain on its “Latest Listed Company Information” page for at least seven days from the date of publication. This announcement will also be published on the Company’s website at “www.hetermedia.com”.