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JiaChen Holding Group Limited

佳辰控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1937)

PROPOSED ADOPTION OF NEW MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

This announcement is made by JiaChen Holding Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend and restate the memorandum of association and articles of association of the Company (the “**M&A**”). Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the Board proposes to amend the M&A for the purpose of bringing the M&A in line with amendments made to the Listing Rules and the applicable law and procedures in the Cayman Islands and making certain minor housekeeping amendments to the M&A for the purpose of clarifying existing practice and making consequential amendments in line with the amendments to the M&A (collectively, the “**Proposed Amendments**”). Details of the Proposed Amendments will be set out in the circular to be despatched to the shareholders of the Company (the “**Shareholders**”).

At the upcoming annual general meeting of the Company (“**2022 AGM**”), a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve the proposed adoption of the new set of amended and restated M&A incorporating the Proposed Amendments.

The Proposed Amendments is subject to the approval of the Shareholders by way of a special resolution at the 2022 AGM. A circular containing, among other things, the details of the Proposed Amendments brought about by the adoption of the new set of amended and restated M&A together with a notice convening the 2022 AGM will be despatched to the Shareholders by the end of April 2022.

By Order of the Board
JiaChen Holding Group Limited
SHEN Min
Executive Director and Chairman

Changzhou, the People's Republic of China, 20 April 2022

As at the date of this announcement, the executive Directors are Mr. SHEN Min (Chairman), Mr. SHEN Minghui, Mr. CHEN Shiping (Chief Executive Officer) and Ms. LIU Hui; the independent non-executive Directors are Mr. XIE Xing, Mr. WANG Li and Ms. LONG Mei.