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King's Stone Holdings Group Limited

金石控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1943)

**(1) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
(2) PROPOSED ADOPTION OF THE NEW SHARE SCHEME
AND TERMINATION OF THE 2019 SHARE OPTION SCHEME;
AND
(3) PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION AND
ADOPTION OF THE NEW MEMORANDUM AND ARTICLES
OF ASSOCIATION**

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the date of this announcement, the authorised share capital of the Company was HK\$20,000,000 divided into 2,000,000,000 Shares, of which 1,000,000,000 Shares were in issue.

In order to provide the Company with greater flexibility in fund raising whereby promoting future business growth, the Board proposes the Increase in Authorised Share Capital. Such new Shares, upon issue, shall rank *pari passu* in all respects with the existing Shares. The Board believes the Increase in Authorised Share Capital is in the interests of the Company and the Shareholders as a whole.

Upon the Increase in Authorised Share Capital becoming effective and assuming no Shares are issued or repurchased from the date of this announcement up to the date of the AGM, the authorised share capital of the Company will become HK\$50,000,000 divided into 5,000,000,000 Shares, with 1,000,000,000 Shares in issue and 4,000,000,000 Shares authorised but unissued.

The Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of passing an ordinary resolution at the AGM.

PROPOSED ADOPTION OF THE NEW SHARE SCHEME AND TERMINATION OF THE 2019 SHARE OPTION SCHEME

With effect from 1 January 2023, Chapter 17 of the Listing Rules has been amended and it applies to both share option schemes and share award schemes. In this connection, there are certain changes to Chapter 17 of the Listing Rules that would eventually entail substantial revisions to the 2019 Share Option Scheme.

In view of such amendments, the Company proposes to terminate the 2019 Share Option Scheme upon the adoption of the New Share Scheme, subject to the approval by the Shareholders at the AGM.

The adoption of the New Share Scheme is conditional upon the passing of an ordinary resolution by the Shareholders at the AGM. Application will be made to the Listing Committee for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued and allotted by the Company in respect of the share options and share awards that may be granted pursuant to the New Share Scheme.

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

The Company proposes to amend its Memorandum and Articles in order to: (i) bring the Memorandum and Articles up to date and in line with the latest regulatory requirements in relation to holding hybrid general meetings, providing electronic voting and Treasury Shares and the relevant amendments made to the Listing Rules; and (ii) incorporate certain housekeeping amendments.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM. The Board proposes that the New M&A be adopted in substitution for and to the exclusion of the existing Memorandum and Articles with effect from the close of the AGM.

GENERAL

A circular containing, among other matters, details relating to (i) the proposed Increase in Authorised Share Capital; (ii) the adoption of the New Share Scheme and the termination of the 2019 Share Option Scheme; (iii) the details of the Proposed Amendments; and (iv) the notice convening the AGM, will be published/despached to the Shareholders in accordance with the requirements of the Listing Rules in due course.

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DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“2019 Share Option Scheme”	the existing share option scheme adopted by the Company pursuant to a resolution in writing passed by the then sole shareholder of the Company on 8 June 2019
“AGM”	the annual general meeting of the Company to be held at Suite 1306, 13th Floor, Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on or around Friday, 26 September 2025 at 2:00 p.m.
“Articles of Association” or “Articles”	the existing second amended and restated articles of association of the Company as amended from time to time
“Board”	the board of Directors

“Company”	King’s Stone Holdings Group Limited (金石控股集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Increase in Authorised Share Capital”	the proposed increase in authorised share capital of the Company from HK\$20,000,000 (divided into 2,000,000,000 Shares) to HK\$50,000,000 (divided into 5,000,000,000 Shares) by the creation of an additional 3,000,000,000 Shares
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the existing second amended and restated memorandum of association of the Company as amended from time to time
“New M&A”	the third amended and restated memorandum and articles of association of the Company to be adopted by the Shareholders at the AGM containing the Proposed Amendments
“New Share Scheme”	the share scheme proposed to be adopted by the Company at the AGM
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles, details of which will be set out in the circular to be published/despached to the Shareholders
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Treasury Share(s)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

By order of the Board
King’s Stone Holdings Group Limited
He Xin
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 27 August 2025

As at the date of this announcement, the Board comprises Mr. He Xin (Chairman and Chief Executive Officer), Ms. Zeng Jingwen, Mr. Chiu Sui Keung (Vice Chairman) and Ms. Cai Ruoxi as executive Directors, and Mr. Lam Williamson, Mr. Li, Sheung Him Michael and Mr. Yu Kuai as independent non-executive Directors.