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**WElli Holdings Limited**  
**偉立控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2372)**

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

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

The board of directors of the Company (the “**Board**”) proposes to seek the approval of the shareholders of the Company (the “**Shareholders**”) for certain amendments to the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) in order to bring them in line with the latest legal and regulatory requirements, including the amendments made to Appendix A1 to the Listing Rules, which became effective from 1 July 2025.

The Board wishes to amend the Existing Memorandum and Articles of Association for purpose of, among others:

- (i) specifying that the Company shall hold an annual general meeting within six months after the end of the Company’s financial year;
- (ii) providing that in addition to the right to convene an extraordinary general meeting on the requisition of one or more Shareholders holding not less than one tenth (1/10th) of the paid up capital of the Company having the right of voting at general meetings, such Shareholder(s) shall also have the right to add resolutions to the meeting agenda of a general meeting;
- (iii) providing that the branch register of Shareholders in Hong Kong may be closed on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws in Hong Kong);
- (iv) expressly allowing voting by the Shareholders of the Company at its general meetings via electronic means;

- (v) allowing for holding electronic and hybrid general meetings of the Company;
- (vi) removing the requirement of giving notice of availability to Shareholders when a notice or document is given by way of publication on the Company and the Stock Exchange websites;
- (vii) updating procedures for electronic dissemination of documents and the acceptance of electronic instructions from Shareholders; and
- (viii) making consequential and other housekeeping amendments.

The proposed amendments to the Existing Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting (the “**AGM**”) of the Company currently scheduled to be held on 22 May 2026 and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other matters to be tabled at the AGM, details of the proposed amendments to the Existing Memorandum and Articles of Association together with a notice of AGM will be dispatched to the Shareholders in due course.

By Order of the Board  
**WEIli Holdings Limited**  
**Chen Weizhuang**  
*Chairman and Executive Director*

Hong Kong, 23 April 2026

*As at the date of this announcement, the Board comprises Mr. Chen Weizhuang and Mr. Yu Tianbing as executive Directors, Mr. Hu Haoran as a non-executive Director, and Mr. Liu Yimin, Mr. Chen Yeung Tak and Ms. Feng Yuan as independent non-executive Directors.*