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## **REF Holdings Limited**

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

**(Stock Code: 1631)**

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

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

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make certain amendments to the existing third amended and restated memorandum and articles of association of the Company (the “**Third Amended and Restated M&A**”) for the purposes of, among others, (i) bringing the Third Amended and Restated M&A in line with the latest regulatory requirements of the Listing Rules in connection with hybrid meetings, electronic voting, and the electronic dissemination of corporate communications and the applicable laws of the Cayman Islands ; (ii) providing the Company with the flexibility to hold treasury shares in view of the treasury share regime under the Listing Rules; and (iii) making other housekeeping amendments, including consequential amendments in line with the above amendments to the Third Amended and Restated M&A (collectively, the “**Proposed Amendments**”).

The Board proposes to adopt the fourth amended and restated memorandum and articles of association of the Company incorporating the Proposed Amendments (the “**New M&A**”) in substitution for, and to the exclusion of, the Third Amended and Restated M&A. The Proposed Amendments as well as the adoption of the New M&A are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 6 May 2026 (the “**AGM**”).

A circular containing, among others, details of the Proposed Amendments and the adoption of the New M&A, 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, 5 March 2026

*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. Lee Hon Man Eric, Mr. Leung Chi Hung and Mr. Wong Kun Kau as independent non-executive Directors.*