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Sunray Engineering Group Limited

新威工程集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8616)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Sunray Engineering Group Limited (“**Company**”) pursuant to Rule 17.50(1) of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

The board (“**Board**”) of directors (“**Directors**”) of the Company proposes to make certain amendments (“**Proposed Amendments**”) to the existing second amended and restated memorandum and articles of association (“**Existing Memorandum and Articles of Association**”) of the Company and to adopt the third amended and restated memorandum and articles of association (“**New Memorandum and Articles of Association**”) of the Company for purpose of, among others:

- (i) aligning the Existing Memorandum and Articles of Association with the latest regulatory requirements, including the relevant provisions of the GEM Listing Rules in relation to the treasury share regime and the further expansion of the paperless listing regime;
- (ii) making necessary provisions for the uncertificated securities market regime; and
- (iii) making necessary and consequential and housekeeping updates to align the Existing Memorandum and Articles of Association with applicable laws of the Cayman Islands and the GEM Listing Rules.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association will be 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 (the “**AGM**”), and will become effective upon the approval by the Shareholders at the AGM. A circular of the AGM containing, among other matters, details of the Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association, together with a notice of the AGM and the related proxy form, will be published on the websites of the Stock Exchange and the Company in due course.

By Order of the Board
Sunray Engineering Group Limited
Lam Ka Wing
Chairman and Executive Director

Hong Kong, 15 June 2026

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Lam Ka Wing and Ms. Wong Pui Yee Edith; and three independent non-executive Directors, namely Ms. Cho Mei Ting, Mr. Ho Ka Kit and Mr. Ng Kwun Wan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.sunray.com.hk.