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VISTAR HOLDINGS LIMITED

熒德控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8535)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Vistar Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of 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 GEM Listing Rules have been amended with effect from 1 January 2022 which require, among others, listed issuers to adopt a uniform set of “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 GEM Listing Rules and the applicable law of the Cayman Islands and making certain minor housekeeping amendments (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 (the “**AGM**”), a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve the proposed adoption of the amended and restated M&A incorporating the Proposed Amendments.

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 AGM will be despatched to the Shareholders on 6 June 2022.

By Order of the Board
Vistar Holdings Limited
Poon Ken Ching Keung
Chairman and Chief Executive Officer

Hong Kong, 30 May 2022

As at the date of this announcement, the executive Directors are Mr. Poon Ken Ching Keung (Chairman), Mr. Ng Kwok Wai and Ms. Lee To Yin and the non-executive Director is Ms. Poon Kam Yee, Odilia and the independent non-executive Directors are Mr. Yung Chung Hing, Mr. Lam Chung Wai and Mr. Chan Shu Yan, Stephen.

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, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and 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 seven days from the date of its posting. This announcement will also be published on the website of the Company at www.vistarholdings.com.