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利·寶·閣

Li Bao Ge Group Limited

利寶閣集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1869)

**(1) PROPOSED CHANGE OF COMPANY NAME; AND
(2) PROPOSED ADOPTION OF THE THIRD AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

PROPOSED CHANGE OF COMPANY NAME

The board (the “**Board**”) of directors (the “**Directors**”) of Li Bao Ge Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to change the English name of the Company from “Li Bao Ge Group Limited” to “Kafelaku Coffee Holding Limited” and the dual foreign name in Chinese of the Company from “利寶閣集團有限公司” to “猫屎咖啡控股有限公司” (the “**Proposed Change of Company Name**”).

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) approving the Proposed Change of Company Name at an extraordinary general meeting of the Company (the “**EGM**”); and
2. the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Reasons for the Proposed Change of Company Name

The Board considers that the proposed new name will better reflect the Company's strategic business plan and its future development direction. In addition, the Board believes that the proposed new name will provide the Company with a more appropriate corporate image and identity which will benefit the Group's future business development. Accordingly, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and its Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders, the daily business operation of the Company and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company shall, upon the Proposed Change of Company Name becoming effective, continue to be valid evidence of legal title to the shares of the Company (the "**Shares**") and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becoming effective, all new share certificates of the Company will only be issued in the new name of the Company.

In addition, subject to the confirmation by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective.

PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board also proposes to amend and restate the existing second amended and restated memorandum of association and the articles of association of the Company (the "**Existing Memorandum and Articles of Association**") to (i) reflect the Proposed Change of Company Name and (ii) comply with Rule 2.07A of the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange, in relation to the dissemination of corporate communications to shareholders by way of electronic means, with effect from the same time the Proposed Change of Company Name takes effect.

The Board proposes to put forward to the Shareholders for approval at the EGM a special resolution to adopt the third amended and restated memorandum and articles of association of the Company (the “**Third Amended and Restated Memorandum and Articles of Association**”) in substitute for and to the exclusion of the Existing Memorandum and Articles of Association. The proposed adoption of the Third Amended and Restated Memorandum and Articles of Association is subject to the passing of the special resolution.

GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name and the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions to be proposed at the EGM in relation to the Proposed Change of Company Name and the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association.

A circular containing details of the Proposed Change of Company Name and the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association and a notice convening the EGM will be despatched to the Shareholders as soon as practicable. Further announcement (s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the Proposed Change of Company Name, adoption of the Third Amended and Restated Memorandum and Articles of Association and the new English and Chinese stock short names of the Company under which the Shares will be traded on the Stock Exchange as and when appropriate.

By Order of the Board
Li Bao Ge Group Limited
Liang Naiming
Chairman

Hong Kong, 18 January 2024

As at the date of this announcement, the executive Directors are Mr. Liang Naiming and Mr. Ma Xiaoping; the non-executive Director is Mr. Cui Zifeng; and the independent non-executive Directors are Mr. Wong Chun Peng Stewart, Mr. Liu Huaiyu and Mr. So Ting Kong.