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AUNTEA JENNY

沪上阿姨

Auntea Jenny (Shanghai) Industrial Co., Ltd.

滬上阿姨(上海)實業股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02589)

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

Reference is made to the announcement of Auntea Jenny (Shanghai) Industrial Co., Ltd. (the “**Company**”) dated June 1, 2025 (the “**Announcement**”) in relation to the full exercise of the Over-allotment Option in respect of an aggregate of 361,680 H Shares, representing not more than 15% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option. Unless the context otherwise requires, terms used herein shall have the same meanings as those defined in the Announcement.

Upon completion of full exercise of the Over-allotment Option, the registered share capital and total number of the shares of the Company were changed to RMB105,203,020 and 105,203,020 shares, respectively. To reflect such changes in the registered share capital and share capital structure of the Company, corresponding amendments were made to the articles of association of the Company (the “**Articles of Association**”).

Pursuant to the authorization granted at the 2024 third extraordinary general meeting on February 13, 2024, and further authorization granted by the board of directors of the Company (the “**Board**”), the persons authorized by the Board have approved to make corresponding adjustments and amendments to the Articles of Association based on the completion of the Global Offering, including but not limited to the amendments to the registered share capital and total number of issued shares of the Company.

Particulars of the amendments to the Articles of Association are as follows:

Article 3, which originally read as:

“The Company completed the filing procedures with the China Securities Regulatory Commission (“CSRC”) on 10 January 2025, and was listed on the Main Board of The Stock Exchange of Hong Kong Limited (hereinafter referred to as “SEHK”) on 8 May 2025, with 2,411,340 overseas listed foreign shares (hereinafter referred to as the “H Shares”) to be issued in Hong Kong, and 361,680 H Shares to be issued upon exercise of the over-allotment option.

Shareholders holding unlisted domestic shares of the Company applying for conversion of their unlisted domestic shares into overseas listed shares for listing and circulation on SEHK shall comply with the relevant requirements of the CSRC and appoint the Company to file with CSRC. The application by shareholders for the conversion of domestic unlisted shares into overseas listed shares and listing and circulation of such shares on SEHK is not subject to the approval of a shareholders’ meeting.

Domestic unlisted shares as referred to in the preceding paragraph shall refer to shares that have been issued by domestic enterprises but not listed or quoted for trading on a domestic venue of exchange.”

is amended as follows:

“The Company completed the filing procedures with the China Securities Regulatory Commission (“CSRC”) on 10 January 2025, and was listed on the Main Board of The Stock Exchange of Hong Kong Limited (hereinafter referred to as “SEHK”) on 8 May 2025, with 2,411,340 overseas listed foreign shares (hereinafter referred to as the “H Shares”) to be issued in Hong Kong (before the full exercise of the over-allotment option).

Shareholders holding unlisted domestic shares of the Company applying for conversion of their unlisted domestic shares into overseas listed shares for listing and circulation on SEHK shall comply with the relevant requirements of the CSRC and appoint the Company to file with CSRC. The application by shareholders for the conversion of domestic unlisted shares into overseas listed shares and listing and circulation of such shares on SEHK is not subject to the approval of a shareholders’ meeting.

Domestic unlisted shares as referred to in the preceding paragraph shall refer to shares that have been issued by domestic enterprises but not listed or quoted for trading on a domestic venue of exchange.”

Article 6, which originally read as:

“The registered capital of the Company is RMB104,841,340 (assuming the over-allotment option is not exercised).”

is amended as follows:

“The registered capital of the Company is RMB105,203,020.”

Article 21, which originally read as:

“The Company completed the filing procedures with the China Securities Regulatory Commission (“CSRC”) on 10 January 2025, and was approved by SEHK on 7 May 2025, and initially issued 2,411,340 overseas listed foreign shares to investors (assuming the over-allotment option is not exercised). Assuming the over-allotment option is not exercised, after the completion of issuance of the aforementioned overseas listed foreign shares, the Company’s capital structure will be: The total number of shares of the Company would be 104,841,340, all of which are ordinary shares with a par value of RMB1 each; assuming the over-allotment option is fully exercised, after the completion of issuance of the aforementioned overseas listed foreign shares, the Company’s capital structure will be: The total number of shares of the Company would be 105,203,020, all of which are ordinary shares, including 45,776,294 unlisted shares and 59,426,726 H Shares.”

is amended as follows:

“The Company completed the filing procedures with the CSRC on 10 January 2025, and was approved by SEHK on 7 May 2025, and initially issued 2,411,340 overseas listed foreign shares to investors (before the full exercise of the over-allotment option). After the completion of initial public offering of H shares and the full exercise of the over-allotment option, the Company’s capital structure will be: The total number of shares of the Company would be 105,203,020, all of which are ordinary shares, including 45,776,294 unlisted shares and 59,426,726 H Shares.”

Article 228, which originally read as:

“The Articles of Association shall be approved by a special resolution of the shareholders’ meeting of the Company and shall come into effect on the date when the H Shares publicly issued by the Company are listed on the Main Board of SEHK. The original Articles of Association of the Company shall automatically expire upon the effective date of this Articles of Association.”

is amended as follows:

“The Articles of Association shall come into effect on the date of their adoption by a special resolution of the shareholders’ meeting of the Company or upon approval by the board of directors and/or the person(s) authorised by the board of directors pursuant to the authorisation of the shareholders’ meeting. The original Articles of Association of the Company shall automatically expire upon the effective date of this Articles of Association.”

The industrial and commercial registration, filing and other matters in respect of the above amendments to the Articles of Association with the relevant government or regulatory authorities in the PRC will be completed. The full text of the amended Articles of Association is available on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.hsay.com).

By order of the Board
Auntea Jenny (Shanghai) Industrial Co., Ltd.
Mr. Shan Weijun
Chairperson of the Board and Executive Director

Hong Kong, June 4, 2025

As at the date of this announcement, the Board comprises: (i) Mr. Shan Weijun, Ms. Zhou Rongrong, Mr. Zhou Tianmu and Mr. Wang Jiaying as executive Directors and (ii) Mr. Han Ding-Gwo, Mr. Chung Chong Sun and Ms. Yu Fang Jing as independent non-executive Directors.