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TEXWINCA HOLDINGS LIMITED

德永佳集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 321)

Websites: <http://www.texwinca.com/>
<http://www.irasia.com/listco/hk/texwinca/>

Financial Advisor to the Company



FURTHER EXTENSION OF LONG STOP DATE

References are made to (i) the announcement (the “**Major Transaction Announcement**”) of Texwinca Holdings Limited (the “**Company**”) dated 4 August 2023 in relation to the sale and purchase of the entire issued share capital of and the assignment of shareholder’s loan owing by Fashion Time Viet Nam Limited and (ii) the announcement of the Company dated 28 September 2023 in relation to the extension of the Long Stop Date (the “**Extension Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Major Transaction Announcement and the Extension Announcement.

As disclosed in the Major Transaction Announcement, if not all the conditions precedent to the Acquisition Agreement are satisfied (unless, where permitted, waived) on or before 30 September 2023 (or such later date as shall be agreed between the parties in writing), the provisions of the Acquisition Agreement shall lapse and cease to have effect. As disclosed in the Extension Announcement, the Long Stop Date has been extended from 30 September 2023 to 31 October 2023 pursuant to a supplemental agreement dated 28 September 2023 (the “**First Supplemental Agreement**”).

As additional time is required for the fulfilment of the conditions precedent to the Acquisition Agreement, on 31 October 2023, the Vendor, the Purchaser, the Vendor’s Guarantor and the Company entered into a second supplemental agreement to further extend the Long Stop Date from 31 October 2023 to 31 December 2023.

Save as disclosed above, all the other terms and conditions of the Acquisition Agreement (as amended and supplemented by the First Supplemental Agreement) remain unchanged and in full force and effect.

On behalf of the Board
Poon Bun Chak
Chairman

Hong Kong, 31 October 2023

As at the date of this announcement, the executive directors of the Company are Mr. Poon Bun Chak, Mr. Ting Kit Chung and Mr. Poon Ho Tak; and the independent non-executive directors of the Company are Mr. Cheng Shu Wing, Mr. Law Brian Chung Nin and Mr. Ho Lai Hong.

** For identification purpose only*