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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/>

PROPOSED ADOPTION OF THE NEW BYE-LAWS OF THE COMPANY

This announcement is made by Texwinca Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited in relation to the proposed adoption of the new Bye-laws of Company (the “**Bye-laws**”).

As the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers, the board of directors of the Company (the “**Board**”) proposes to amend the Bye-laws for the purposes of, among others, (i) bringing the Bye-laws in line with amendments made to the Listing Rules and applicable laws of Bermuda; (ii) providing flexibility to the Company in relation to the conduct of general meetings; and (iii) making other consequential and housekeeping changes.

The Board also proposes to adopt the new Bye-laws in substitution for, and to the exclusion of, the existing Bye-laws.

The proposed adoption of the new Bye-laws shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on 25 August 2022 (the “**AGM**”). Prior to the passing of the relevant special resolution at the AGM, the existing Bye-laws shall remain valid.

** For identification purpose only*

A circular containing, among others, details of the proposed amendments to the Bye-laws and a notice convening the AGM will be despatched to the Company's shareholders as soon as practicable.

By Order of the Board
Poon Bun Chak
Chairman

Hong Kong, 18 July 2022

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. Au Son Yiu, Mr. Cheng Shu Wing and Mr. Law Brian Chung Nin.