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WINOX

WINOX HOLDINGS LIMITED

盈利時控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6838)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

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

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 shareholder protection standards for all issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. Furthermore, the Company proposes to provide flexibility to the Company in relation to the conduct of general meetings. As such, the board of directors of the Company (the “**Board**”) proposes to amend and restate the existing Memorandum of Association and Articles of Association of the Company (the “**Memorandum and Articles of Association**”) to, among others, (i) bring the Memorandum and Articles of Association in alignment with amendments made to the Listing Rules and the applicable laws of Cayman Islands; (ii) allow general meetings to be held by electronic means or in the form of a hybrid meeting; and (iii) incorporate certain housekeeping amendments (collectively, the “**Proposed Amendments**”). The Board also proposes to adopt the amended and restated Memorandum and Articles of Association (the “**New Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association are subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company (the “**AGM**”). A circular containing, among other things, details of the Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association, together with a notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board
Yiu Hon Ming
Chairman

Hong Kong • 21 April 2023

As at the date of this announcement, the Board comprises (a) six Executive Directors, namely, Mr. Yiu Hon Ming, Mr. Yiu Tat Sing, Mr. Li Chin Keung, Ms. Law Wai Ping, Mr. Chau Kam Wing Donald and Ms. Yiu Ho Ting; and (b) four Independent Non-executive Directors, namely, Mr. Au Wai Ming, Mr. Carson Wen, Professor Wong Lung Tak Patrick and Mr. Wu Ming Lam.