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Winning Tower Group Holdings Limited

運興泰集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8362)

PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY

This announcement is made by Winning Tower Group Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing amended and restated articles of association of the Company (the “**Existing Articles of Association**”) by adopting second amended and restated articles of association of the Company (the “**Amended Articles of Association**”) in substitution for and to the exclusion of the Existing Articles of Association in order to, among other things, permit the Company to bring the Existing Articles of Association in line with the latest amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022 and the relevant changes to the applicable laws of the Cayman Islands and the GEM Listing Rules.

The major areas of amendments to the Existing Articles of Association that will be incorporated in the Amended Articles of Association include the following:

1. To provide that the Company shall held a general meeting for each financial year and the annual general meeting shall be held within six months after the end of financial year of the Company;
2. to provide for shareholders right to speak and vote at a general meeting except a shareholder is required, by the applicable rules of a designated stock exchange to abstain from voting to approve the matter under consideration;
3. to clarify that any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting;
4. to provide that the Company may by an ordinary, rather than special, resolution of members to remove the Company’s auditors before the expiration of his term of office; and

5. to make other necessary and housekeeping amendments for updating the Articles of Association and better aligning with the wording in the applicable laws of Cayman Islands and the GEM Listing Rules.

The proposed adoption of the Amended Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the annual general meeting to be convened by the Company. A circular containing, among other things, further information relating to proposed adoption of the Amended Articles of Association, together with a notice convening the annual general meeting will be despatched to the Shareholders in due course.

By order of the Board
Winning Tower Group Holdings Limited
Lai King Wah
Chairman and Executive Director

Hong Kong, 29 March 2022

As at the date of this announcement, the executive directors are Mr. Lai King Wah, Mr. Lai Ho Yin Eldon and Mr. Ho Timothy Kin Wah; the non-executive directors are Mr. Yu Ting Hei, Mr. Wong Wang Leong and Ms. Ou Honglian; and the independent non-executive directors are Mr. Chau Chun Wai, Mr. Lo Sun Tong and Mr. Lam Lai Kiu Kelvin.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the website of the Company at www.wtgl.hk.