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**IWS Group Holdings Limited**  
**國際永勝集團控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 6663)**

**PROPOSED AMENDMENTS TO  
THE CURRENT MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND THE ADOPTION OF THE NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

This announcement is made by IWS Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) 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 board (the “**Board**”) of directors of the Company (the “**Directors**”) proposes to make certain amendments (the “**Proposed Amendments**”) to its current memorandum of association (the “**Current Memorandum of Association**”) and articles of association (the “**Current Articles of Association**”) in order to bring the Current Memorandum of Association and Current Articles of Association in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022, as well as to keep up with technological developments and allow general meetings be held as electronic meetings or hybrid meetings. In view of the Proposed Amendments, the Board proposes to adopt an amended and restated memorandum of association (the “**New Memorandum of Association**”) and articles of association (the “**New Articles of Association**”) in substitution for, and to the exclusion of, the Current Memorandum of Association and Current Articles of Association respectively.

A summary of some of the major changes brought about by the proposed adoption of the New Memorandum of Association and New Articles of Association are as follows:

1. to update the definition of “Law” to bring it in line with the Companies Act, Cap. 22 (As Revised) of the Cayman Islands (the “Act”);
2. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;
3. to clarify that the right to requisition an extraordinary general meeting by any shareholder of the Company (the “Shareholders”) holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company includes the right for such Shareholder to specify the resolution to be transacted in its requisition;
4. to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one clear days, while all other general meetings (including an extraordinary general meeting) may be called by notice of not less than fourteen clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice if it is so agreed under the circumstances set out in the New Articles of Association;
5. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
6. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the next annual general meeting of the Company and shall then be eligible for re-election;
7. to update the provision providing the circumstances in which a Director is not prohibited from voting (or being counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, in accordance with the requirements under Rule 13.44 of the Listing Rules, following the repeal of the relevant requirements in Appendix 3 to the Listing Rules;
8. to provide that the Shareholders may remove the auditor of the Company at any time before the expiration of his term of office by way of an ordinary resolution;

9. to update the provision regarding the appointment by the Directors of an auditor to fill any casual vacancy in the office of the auditor of the Company provided that any such auditor appointed shall hold office until the following annual general meeting of the Company and shall then be subject to appointment by the Shareholders;
10. to provide that the financial year end of the Company shall be the 31st of March in each year, unless otherwise determined by the Directors from time to time;
11. to allow general meetings to be held as a physical meeting in any part of the world and at one or more locations, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion and to include provisions regulating such meetings; and
12. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

The Proposed Amendments and the adoption of the New Memorandum of Association and the New Articles of Association are subject to the approval of the Shareholders by way of special resolution at the annual general meeting (the “AGM”) to be held on 16 September 2022.

The New Memorandum of Association and the New Articles of Association incorporating and consolidating the Proposed Amendments shall become effective on the date when the relevant special resolution is approved at the AGM. The Current Memorandum of Association and the Current Articles of Association remain effective before the passing of the relevant special resolution at the AGM.

A circular of the Company containing, among other matters, details of the Proposed Amendments, together with the notice of convening the AGM, will be despatched to the Shareholders in due course in accordance with the requirements of the Listing Rules.

By Order of the Board  
**IWS Group Holdings Limited**  
**Ma Ah Muk**  
*Executive Director and Chairman*

Hong Kong, 24 June 2022

*As at the date of this announcement, the executive Directors of the Company are Mr. Ma Ah Muk, Mr. Ma Kiu Sang, Mr. Ma Kiu Mo, Mr. Ma Kiu Man, Vince and Mr. Ma Yung King, Leo; and the independent non-executive Directors of the Company are Dr. Ng Ka Sing, David, Ms. Chang Wai Ha and Mr. Yau Siu Yeung.*