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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)
Website: http://www.texwinca.com/

PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND ADOPTION OF THE NEW BYE-LAWS

This announcement is made by Texwinca 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 "**Stock Exchange**").

The board of directors of the Company (the "**Board**") proposes to amend the existing bye-laws of the Company adopted by a special resolution on 31 August 2022 (the "**Existing Bye-Laws**") for the purposes of, among others, (i) reflecting the uncertificated securities market regime according to the Information Paper on Rule Amendments to Implement an Uncertificated Securities Market and "Issuer Platform" published by the Stock Exchange in May 2025 and the Guide on the Uncertificated Securities Market published in May 2026; (ii) allowing the Company to hold repurchased shares in treasury; (iii) updating provisions relating to the retirement and re-election of directors; and (iv) making other consequential and housekeeping changes (collectively, the "**Proposed Amendments**").

The Board also proposes to adopt the amended and restated bye-laws which incorporates and consolidates the Proposed Amendments (the "**New Bye-Laws"**) in substitution for, and to the exclusion of, the Existing Bye-Laws in their entirety.

The Proposed Amendments to the Existing Bye-Laws and 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 20 August 2026 (the "**Annual General Meeting**"). Prior to the passing of the relevant special resolution at the Annual General Meeting, the Existing Bye-laws shall remain valid.

** For identification purposes only*

A circular containing, among others, details of the Proposed Amendments to the Existing Bye-Laws and the proposed adoption of the New Bye-Laws, together with a notice of the Annual General Meeting, will be despatched to the shareholders of the Company as soon as practicable.

On behalf of the Board
Tsui Ho Yin
Company Secretary

Hong Kong, 20 July 2026

As at the date of this announcement, the executive directors of the Company are Mr. Poon Bun Chak, Mr. Poon Ho Tak, Mr. Ho Lai Hong, Mr. Ng Mo Ping and Mr. Wu Chi Hang; and the independent non-executive directors of the Company are Mr. Law Brian Chung Nin, Ms. Lin Kit Yee Anna and Mr. Lee Wai Yip Alvin.