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**KINGWELL GROUP LIMITED**

**京維集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1195)**

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION AND THE ADOPTION OF  
THE SECOND AMENDED AND RESTATED MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

This announcement is made by Kingwell Group 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**”) in relation to the proposed amendments to the memorandum and articles of association of Company (the “**Memorandum and Articles of Association**”).

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The board of directors of the Company (the “**Board**”) proposes to make certain amendments to the existing amended and restated Memorandum and Articles of Association to conform to the said core standards for shareholder protections and to incorporate certain housekeeping amendments (collectively, the “**Proposed Amendments**”). The Board also proposes to adopt the second amended and restated Memorandum and Articles of Association incorporating and consolidating all the Proposed Amendments.

The Proposed Amendments and the adoption of the second amended and restated Memorandum and Articles of Association are subject to the consideration and approval by the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting to be convened by the Company (the “**AGM**”).

A circular containing, among other things, particulars relating to the Proposed Amendments and the adoption of the second amended and restated 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  
**Kingwell Group Limited**  
**Mu Dongsheng**  
*Chairman*

Hong Kong, 21 October 2022

*As at the date of this announcement, the Board comprises Mr. Mu Dongsheng and Mr. Du Yun as executive Directors, and Mr. Cheung Chuen, Mr. Ling Aiwen and Mr. Lu Lin as independent non-executive Directors.*