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## **Tristate Holdings Limited**

(Incorporated in Bermuda with limited liability)

(Stock Code: 458)

### **PROPOSED AMENDMENTS TO THE BYE-LAWS AND ADOPTION OF NEW BYE-LAWS**

The board of directors (the “Board”) of Tristate Holdings Limited (the “Company”) announces that it proposes to make certain amendments (the “Proposed Amendments”) to the bye-laws of the Company (the “Bye-Laws”) to: (i) align the Bye-Laws with the core shareholder protection standards set out in Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the applicable laws of Bermuda; (ii) allow general meetings of the Company to be held in the form of hybrid meetings or electronic meetings; and (iii) make miscellaneous and house-keeping improvements to update or clarify the provisions of the Bye-Laws, including consequential changes in connection with the Proposed Amendments.

In connection with the above, the Board proposes to adopt a new set of Bye-Laws (the “New Bye-Laws”) incorporating the Proposed Amendments, in substitution for and to the exclusion of the existing Bye-Laws.

The directors of the Company consider that the Proposed Amendments are in the interests of the Company and its shareholders (the “Shareholders”) as a whole.

The Proposed Amendments and the adoption of New Bye-Laws are subject to the approval of the Shareholders by way of special resolution at the forthcoming annual general meeting of the Company proposed to be held on 19 June 2023 (the “AGM”), and, if approved, will become effective upon such approval. A circular which contains, among other things, details of the Proposed Amendments and the adoption of New Bye-Laws, together with a notice convening the AGM, will be despatched to the Shareholders in due course.

On behalf of the Board  
**WANG Kin Chung, Peter**  
*Chairman and Chief Executive Officer*

Hong Kong, 27 March 2023

*As at the date of this announcement, the Board comprises one Executive Director, Mr. WANG Kin Chung, Peter; three Non-Executive Directors, namely Ms. WANG KOO Yik Chun, Ms. MAK WANG Wing Yee, Winnie and Dr. WANG Shui Chung, Patrick; and four Independent Non-Executive Directors, namely Mr. LO Kai Yiu, Anthony, Mr. James Christopher KRALIK, Mr. Peter TAN and Professor Chen LIN.*