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TESSON HOLDINGS LIMITED

天臣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

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

This announcement is made by Tesson 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 “**Listing Rules**”).

On 1 January 2022, the Listing Rules were amended to introduce, among others, a uniform set of 14 core standards for shareholder protection as set out in Appendix 3 to the Listing Rules, which are applicable to issuers regardless of their place of incorporation. The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing bye-laws of the Company (the “**Existing Bye-laws**”) by way of adoption of an amended and restated bye-laws of the Company (the “**New Bye-laws**”) to (i) bring its bye-laws to be in line with the relevant requirements of the applicable laws of the Bermuda and the Listing Rules; (ii) enable the Company to convene and hold electronic or hybrid general meetings of the shareholders of the Company (the “**Shareholders**”) and provide flexibility to the Company in relation to the conduct of general meetings; and (iii) make other miscellaneous and housekeeping changes to update or clarify the provisions of the Existing Bye-laws, including consequential amendments in line with the above amendments to the Existing Bye-laws, where it is considered desirable or to better align the wordings with the Listing Rules and the applicable laws of Bermuda.

The proposed adoption of the New Bye-laws shall be subject to the passing of a special resolution by the Shareholders at the forthcoming annual general meeting (the “AGM”) of the Company. A circular containing, among others, details of the New Bye-laws and a notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board
Tesson Holdings Limited
Tin Kong
Chairman

Hong Kong, 30 March 2023

As at the date of this announcement, the Board comprises Mr. Tin Kong, Mr. Chan Wei, Ms. Cheng Hung Mui and Ms. Liu Liu as executive Directors; and Dr. Ng Ka Wing, Mr. See Tak Wah and Mr. Wang Jinlin, as independent non-executive Directors.