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GREENHEART GROUP LIMITED

綠心集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 94)

PROPOSED ADOPTION OF NEW BYE-LAWS

This announcement is made by Greenheart 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**”).

The board of directors of the Company (the “**Board**” or the “**Director(s)**”) proposes that certain amendments (the “**Proposed Amendments**”) be made to the existing bye-laws of the Company (the “**Existing Bye-laws**”) to, among other things, (i) bring the Existing Bye-laws in alignment with the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules; (ii) allow the Company to conduct general meetings in the form of electronic or hybrid meetings; and (iii) allow electronic voting and proxy submission. Accordingly, the Board proposes to adopt a new set of bye-laws of the Company (the “**New Bye-laws**”) incorporating the Proposed Amendments in substitution for, and to the exclusion of, the Existing Bye-laws.

The proposed adoption of the New Bye-laws shall be subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”), and, if approved, will become effective upon such approval. A circular containing, among other things, details of the Proposed Amendments and the full text of the proposed New Bye-laws (with proposed amendments marked-up against the Existing Bye-laws), together with a notice convening the AGM, will be despatched to the Shareholders in due course.

By Order of the Board
Greenheart Group Limited
Ding Wai Chuen

Executive Director and Chief Executive Officer

Hong Kong, 24 April 2023

As at the date hereof, the Board comprises one executive Director, namely Mr. Ding Wai Chuen, four non-executive Directors, namely Messrs. Cheng Chi-Him, Conrad, Kenneth Lau, Lie Ken Jie Remy Anthony Ket Heng and Simon Murray, and three independent non-executive Directors, namely Messrs. Wong Man Chung, Francis, Cheung Pak To, Patrick and To Chun Wai.

Website: <http://www.greenheartgroup.com>