

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

BaWang International (Group) Holding Limited

霸王國際(集團)控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01338)

PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of BaWang International (Group) Holding Limited (the “**Company**”) proposes to amend the existing memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) to, *inter alia*, (i) keep up with technological developments allowing general meetings to be held as an electronic meeting (also referred to as a virtual general meeting) or as a hybrid meeting; and (ii) bring the Memorandum and the Articles of Association to be in line with the latest legal and regulatory requirements, including the amendments made to Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules which took effect on 1 January 2022. In view of the number of amendments proposed, the Board proposes to make the above amendments to the Memorandum and Articles of Association (the “**Proposed Amendments**”) by way of adoption of a new set of second amended and restated memorandum and articles of association (the “**Second Amended and Restated Memorandum and Articles of Association**”) in substitution for and to the exclusion of the existing Memorandum and Articles of Association.

The Proposed Amendments to the Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company expected to be held on Friday, 2 June 2023 (the “**Annual General Meeting**”), and will become effective upon the approval by the Shareholders at the Annual General Meeting.

A circular containing, among other things, the details of the proposed adoption of the Second Amended and Restated Memorandum and Articles of Association together with a notice of convening the Annual General Meeting will be despatched to the Shareholders as soon as practicable.

By order of the Board

BaWang International (Group) Holding Limited

CHEN Qiyuan

Chairman and Executive Director

Hong Kong, 27 April 2023

As at the date of this announcement, the Board comprises three executive directors, namely Mr. CHEN Qiyuan, Mr. CHEN Zheng He and Mr. WONG Sin Yung, and three independent non-executive directors, namely Mr. CHEUNG Kin Wing, Dr. WANG Qi and Dr. LIU Jing.

* *for identification purpose only*