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**CENTURY GINWA RETAIL HOLDINGS LIMITED**

**世紀金花商業控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 162)**

**PROPOSED AMENDMENTS TO THE BYE-LAWS  
AND  
PROPOSED ADOPTION OF THE SECOND AMENDED AND  
RESTATED BYE-LAWS**

This announcement is made by Century Ginwa Retail Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed companies to adopt a uniform set of core standards for shareholder protections set out in Appendix 3 to the Listing Rules (the “**Core Standards**”).

In light of the above, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to seek the approval of the shareholders of the Company (the “**Shareholders**”) for the proposed amendments (the “**Proposed Amendments**”) to the existing Bye-laws of the Company (the “**Existing Bye-laws**”), and the adoption of the second amended and restated Bye-laws of the Company (the “**New Bye-laws**”) in substitution for, and to the exclusion of, the Existing Bye-Laws. Through the Proposed Amendments and the proposed adoption of the New Bye-Laws, the Company will bring its Bye-Laws in line with the amendments made to the Listing Rules in relation to the Core Standards and the applicable laws of Bermuda. At the same time, the Board will also propose to make certain housekeeping amendments to the Existing Bye-laws, for the purpose of making consequential amendments in line with the Proposed Amendments.

The Proposed Amendments and the proposed adoption of the New Bye-Laws shall be subject to the approval of the Shareholders by passing a special resolution at the forthcoming annual general meeting of the Company to be held on or before 30 June 2023 (the “AGM”). A circular containing, among others, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Shareholders in due course.

By order of the Board  
**Century Ginwa Retail Holdings Limited**  
**Yao Jiangang**  
*Chairman*

Hong Kong, 22 May 2023

*As at the date of this announcement, the Board comprises three executive Directors, being Mr. Yao Jiangang, Mr. Qin Chuan and Ms. Wan Qing; two non-executive Directors, being Mr. Huang Zhihua and Mr. Chen Shuai, and three independent non-executive Directors, being Mr. Tsang Kwok Wai, Mr. Ruan Xiaofeng and Ms. Song Hong.*