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WINDMILL GROUP LIMITED

(海鑫集團有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1850)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION

This announcement is made by WINDMILL 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**”) in relation to the proposed amendments to the amended and restated articles of association of the Company currently in force (the “**Articles of Association**”).

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core shareholder protection standards as set out in Appendix 3 to the Listing Rules. The board of directors of the Company (the “**Board**”) proposes to make certain amendments to the Articles of Association to conform to the said core standards for shareholder protection and to make other updates and housekeeping changes (collectively, the “**Proposed Amendments**”). The Board also proposes to adopt the second amended and restated articles of association (the “**Amended and Restated Articles of Association**”) incorporating and consolidating the Proposed Amendments.

The Proposed Amendments and the adoption of the Amended and Restated Articles of Association are subject to the consideration and approval by the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting to be convened by the Company (the “**AGM**”).

A circular containing, among other things, particulars relating to the Proposed Amendments and the adoption of the Amended and Restated Articles of Association together with a notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board
WINDMILL Group Limited
Li Junheng
Chairman

Hong Kong, 24 August 2023

As at the date of this announcement, the executive Directors are Mr. Li Junheng, Mr. Li Shing Kuen Alexander and Ms. Wang Ya; and the independent non-executive Directors are Mr. Li Ka Chun Gordon, Mr. Xian Gonghua and Ms. Mak Suet Man.