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Cheerwin Group Limited
朝雲集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6601)

PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

This announcement is made by Cheerwin Group Limited (the "**Company**") pursuant to Rule 13.51(1) of the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") in relation to the proposed amendments to the existing second amended and restated articles of association of the Company (the "**Articles of Association**").

The board (the "**Board**") of directors (the "**Director**(s)") of the Company hereby proposes to amend the Articles of Association for the purposes of, amongst others, (i) allowing a general meeting to be held as an electronic meeting or a hybrid meeting and providing electronic voting; (ii) bringing the Articles of Association in line with amendments (and where applicable, proposed amendments) made to the Listing Rules and the applicable laws of the Cayman Islands, including (a) the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers, (b) the proposed uncertificated securities market regime, (c) the amendments to the Listing Rules relating to treasury shares; and (iii) making certain housekeeping and consequential amendments to the Articles of Association (collectively, the "**Proposed Amendments**"). The Board proposes to adopt the third amended and restated articles of association of the Company (the "**New Articles of Association**"), incorporating all the Proposed Amendments, in substitution for, and to the exclusion of, the Articles of Association.

At the upcoming annual general meeting of the Company (the "**AGM**"), a special resolution will be proposed for the shareholders of the Company (the "**Shareholders**") to consider and, if thought fit, approve the Proposed Amendments and adoption of the New Articles of Association. The Proposed Amendments and adoption of the New Articles of Association will become effective upon such approval.

A circular containing, amongst other things, details of the Proposed Amendments and adoption of the New Articles of Association, together with the notice convening the AGM and the proxy form will be despatched to the Shareholders upon their request and published on the respective websites of the Stock Exchange and the Company in due course.

By order of the Board
Cheerwin Group Limited
Chen Danxia
Executive Director, Chairman and Chief Executive Officer

Hong Kong, 25 March 2026

As at the date of this announcement, the Board comprises Ms. Chen Danxia, Ms. Wang Dong, Mr. Zhong Xuyi and Mr. Lv Yongji as executive Directors; Mr. Chen Zexing as non-executive Director; and Dr. Yu Rong, Mr. Guo Sheng and Mr. Chan Wan Tsun Adrian Alan as independent non-executive Directors.