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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1146)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by China Outfitters Holdings 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 memorandum and articles of association of Company (the “**Memorandum and Articles of Association**”).

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation 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 Memorandum and Articles of Association (a) to conform to the said core standards for shareholder protections; (b) to permit general meetings to be held either as hybrid or electronic meetings where shareholders of the Company may attend by electronic means in addition to physical meetings requiring attendance in person to keep up with technological advancements and to provide flexibility over the conduct of general meetings; and (c) to incorporate certain housekeeping changes. The Board also proposes to adopt the new 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 and Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on 19 May 2023 (the “**AGM**”). A circular containing, among others, details of the proposed amendments to the Memorandum and Articles of Association and a notice convening the AGM will be despatched to the Company’s shareholders as soon as practicable.

By Order of the Board
China Outfitters Holdings Limited
Zhang Yongli
Chairman

Hong Kong, 18 April 2023

As at the date of this announcement, the executive directors of the Company are Mr. Zhang Yongli, Mr. Sun David Lee and Ms. Huang Xiaoyun; the non-executive director is Mr. Wang Wei; and the independent non-executive directors are Mr. Kwong Wilson Wai Sun, Mr. Cui Yi and Mr. Yeung Chi Wai.