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## **Hang Chi Holdings Limited**

**恒智控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8405)**

### **(1) PROPOSED AMENDMENTS TO EXISTING ARTICLES OF ASSOCIATION AND ADOPTION OF NEW ARTICLES OF ASSOCIATION; AND (2) CLOSURE OF REGISTER OF MEMBERS FOR EXTRAORDINARY GENERAL MEETING**

This announcement is made by Hang Chi Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) and Rule 17.78(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

#### **(1) PROPOSED AMENDMENTS TO EXISTING ARTICLES OF ASSOCIATION AND ADOPTION OF NEW ARTICLES OF ASSOCIATION**

In order to keep up with the latest legal and regulatory requirements under the applicable laws of the Cayman Islands and the GEM Listing Rules (including the amendments made to Appendix 3 to the GEM Listing Rules in relation to the adoption of a uniform set of core shareholder protection standards with effect from 1 January 2022), and to provide flexibility to the Company for conducting general meetings, the board (“**Board**”) of directors (“**Directors**”) of the Company proposes that the Company amends the existing Articles of Association of the Company (the “**Existing Articles**”) and adopt the new Articles of Association (the “**New Articles**”). Major changes brought about by the proposed amendments to the Existing Articles (the “**Proposed Amendments**”) are set out as follows:

1. to update the definition of “**Law**” to bring it in line with the Companies Act, Cap. 22 of the Cayman Islands (the “**Act**”);

2. to include and replace certain defined terms to align with the applicable laws of the Cayman Islands, the GEM Listing Rules and the relevant provision in the Existing Articles, including but not limited to, “electronic communication”, “hybrid meeting” and “Listing Rules” and to update relevant provisions in the Existing Articles in this regard;
3. to delete the provision in relation to the Company’s purchases of redeemable shares not made through the market or by tender;
4. to provide that the period of thirty (30) days of the suspension for the registration of transfers of shares in any year may be extended with the approval of the shareholders of the Company (the “**Shareholders**”) by ordinary resolution in that year provided that such period shall not be further extended beyond thirty (30) days in any year;
5. to allow general meetings to be held as a physical meeting in any part of the world and at one or more locations, or as an electronic meeting or as a hybrid meeting;
6. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six (6) months after the end of the Company’s financial year;
7. to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one (21) clear days, while all other general meetings must be called by notice of not less than fourteen (14) clear days but if permitted by the GEM Listing Rules, a general meeting may be called by shorter notice, subject to the Act if it is so agreed under the circumstances set out in the New Articles;
8. to provide that all Shareholders shall have the right to (a) speak at a general meeting of the Company; and (b) vote at a general meeting of the Company, except where a Shareholder is required, by the GEM Listing Rules, to abstain from voting to approve the matter under consideration;
9. to provide that the Shareholders may approve the removal of the auditor of the Company at any time before the expiration of his term of office by way of an ordinary resolution; and
10. to provide that the financial year of the Company shall end on the 31st day of December in each year, unless otherwise determined by the Directors.

Other house-keeping amendments to the Existing Articles are made to better align with the wordings in the applicable laws of the Cayman Islands and the GEM Listing Rules and the Proposed Amendments. The Board proposes that the Company adopts the New Articles in substitution for, and to the exclusion of, the Existing Articles.

The Proposed Amendments are prepared in the English language. The Chinese translation of the Proposed Amendments is for reference only. In case there are any inconsistencies between the English version and the Chinese version of the Proposed Amendments, the English version shall prevail. The Proposed Amendments and the adoption of the New Articles are subject to the approval of the Shareholders by way of a special resolution at the extraordinary general meeting of the Company (the “EGM”) to be held and shall take effect on the date the relevant special resolution is approved at the EGM.

**(2) CLOSURE OF REGISTER OF MEMBERS FOR EXTRAORDINARY GENERAL MEETING**

The EGM is expected to be held on Friday, 2 December 2022 to consider and, if thought fit, approve the Proposed Amendments and the proposed adoption of the New Articles. For the purposes of determining the Shareholders’ eligibility to attend and vote at the EGM, the transfer books and register of members of the Company will be closed from Tuesday, 29 November 2022 to Friday, 2 December 2022, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Monday, 28 November 2022.

A circular containing, among other things, further details of the Proposed Amendments and a notice of the EGM is expected to be despatched to the Shareholders on or before 15 November 2022.

By order of the Board  
**Hang Chi Holdings Limited**  
**Yik Tak Chi**  
*Chairman*

Hong Kong, 4 November 2022

*As at the date of this announcement, the executive Directors are Mr. YIK Tak Chi, Mr. LUI Chi Tat, Mr. CHUNG Kin Man and Ms. CHUNG Wai Man, the non-executive Director is Mr. LAU Joseph Wan Pui and the independent non-executive Directors are Mr. WONG Wai Ho, Mr. LAU Tai Chim and Mr. CHAN Ching Sum Sam.*

*This announcement, for which all the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and will also be published on the Company’s website at [www.shuionnc.com](http://www.shuionnc.com).*