

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Icicle Group Holdings Limited

冰雪集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8429)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

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

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing memorandum and articles of association (the “**Memorandum and Articles of Association**”) of the Company (the “**Proposed Amendments**”) in order to (i) bring the Memorandum and Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands and the GEM Listing Rules; and (ii) make some other housekeeping improvements.

Major changes brought about by the Proposed Amendments are set out below:

1. to update the address of the registered office of the Company;
2. to update the definition of “Companies Law” to bring it in line with the latest Companies Act (2021 Revision) of the Cayman Islands (“**Companies Act**”), and making corresponding changes to the relevant provisions;
3. to insert the definition of “Connected Transaction”, and making corresponding changes to the relevant provisions;
4. to update the full name of the GEM Listing Rules which has been changed from “Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited” to “Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited”;

5. to clarify that the register of members of the Company may be closed for a period of thirty days in respect of any year and the period of thirty days may be extended for a period in respect of any year if approved by the shareholders of the Company (“**Shareholders**”) by way of an ordinary resolution in that year provided that such further period or periods shall not be extended beyond thirty days in the whole in any year;
6. to provide that the Company must hold an annual general meeting in each financial year, rather than each calendar year;
7. to provide that all Shareholders shall have the right to speak and vote at a general meeting of the Company except a Shareholder is required, by the GEM Listing Rules to abstain from voting to approve the matter under consideration;
8. to clarify that (i) extraordinary general meetings of the Company shall be convened on the requisition of one or more Shareholders holding not more than 10% of the voting rights in the share capital of the Company, rather than holding not less than 10% of the paid up capital of the Company; and (ii) any Shareholder who is entitled to requisition an extraordinary general meeting of the Company pursuant to its articles of association is also entitled to add resolutions to the agenda for any general meeting of the Company by giving a notice in writing to the Board or the secretary;
9. to provide for a Shareholder, who is a clearing house, to appoint representative(s) to attend any general meeting of the Company or any meeting of creditors of the Company (as the case may be), and such representative(s) so appointed shall be entitled to exercise the same rights and powers on behalf of the clearing house, including the right to vote and the right to speak;
10. to provide that any director appointed by the Board, whether to fill a casual vacancy or as an addition to the existing Board, shall hold office only until the first annual general meeting of the Company after his/her appointment and he/she shall be subject to re-election at such annual general meeting;
11. to clarify that the appointment and remuneration of the auditors of the Company must be approved by a majority of the Shareholders, and no Director or officer of the Company, or any employee of a Director or officer of the Company shall not be appointed as the auditors of the Company;
12. to clarify that the Shareholders may remove the auditor of the Company by way of an ordinary resolution, rather than a special resolution, at any time before the expiration of the term of office; and
13. to allow all general meetings of the Company to be held by as a physical meeting, a hybrid meeting or an electronic meeting.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”), and will be effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

By order of the Board
Icicle Group Holdings Limited
Woo Chan Tak Chi Bonnie
Chairperson and Chief Executive Officer

Hong Kong, 23 March 2022

As at the date of this announcement, the Board comprises Ms. Woo Chan Tak Chi Bonnie as executive Director, Mr. Chow Sai Yiu Evan as non-executive Director and Mr. Ip Arnold Tin Chee, Mr. Hung Alan Hing Lun and Mr. Man Ka Ho Donald as independent non-executive Directors.

This announcement, for which the directors of the Company 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 “Latest Listed Company Information” page of the GEM website at <https://www.hkgem.com> for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at <https://www.iciclegroup.com>.