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NICHE-TECH GROUP LIMITED

駿碼科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8490)

(1) PROPOSED CHANGE OF COMPANY NAME

AND

**(2) PROPOSED ADOPTION OF THE NEW MEMORANDUM
AND ARTICLES OF ASSOCIATION**

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Niche-Tech Group Limited” to “Niche-Tech Semiconductor Materials Limited” and the dual foreign name in Chinese of the Company from “駿碼科技集團有限公司” to “駿碼半導體材料有限公司”.

The Proposed Change of Company Name is subject to the approval by the Shareholders at the upcoming EGM by way of a special resolution and the approval of the Registrar of Companies in the Cayman Islands by issuing a certificate of incorporation on change of name.

PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to amend the Existing Memorandum and Articles of Association by way of adoption of the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association, for the purposes of, among others, (i) reflect the Proposed Change of Company Name; and (ii) comply with other relevant changes to the applicable laws of the Cayman Islands. Such amendments and adoption are subject to the approval of the Shareholders at the upcoming EGM by way of a special resolution and the passing of the special resolution approving the Proposed Change of Company Name by the Shareholders at the EGM.

The special resolutions to approve (i) the Proposed Change of Company Name and (ii) the proposed amendments to the Existing Memorandum and Articles of Association and the proposed adoption of New Memorandum and Articles of Association will be proposed for the Shareholders at the EGM. A circular containing, among others, information in relation to the details of the Proposed Change of Company Name and the proposed amendments to the Existing Memorandum and Articles of Association and the proposed adoption of New Memorandum and Articles of Association together with a notice convening the EGM and related proxy form will be despatched to the Shareholders in due course.

PROPOSED CHANGE OF COMPANY NAME

The board (the “**Board**”) of directors (the “**Directors**”) of Niche-Tech Group Limited (the “**Company**”) proposes to change the English name of the Company from “Niche-Tech Group Limited” to “Niche-Tech Semiconductor Materials Limited” and change the dual foreign name in Chinese of the Company from “駿碼科技集團有限公司” to “駿碼半導體材料有限公司” (the “**Proposed Change of Company Name**”):

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the fulfillment of the following conditions:

- (a) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at an extraordinary general meeting (the “**EGM**”) of the Company to be convened to consider, and if thought fit, approve the Proposed Change of Company Name; and
- (b) the Registrar of Companies in the Cayman Islands having approved the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company in place of the current English name and the dual foreign name in Chinese of the Company on the register of companies and issues a certificate of incorporation on change of name. The Company will then carry out the necessary filing procedures with the Registrar of Companies in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Reasons for the Proposed Change of Company Name

The Board considers that the proposed new names of the Company will better reflect the Company's strategic business plan to seek business opportunities in different business segments in the future and its direction of future development. The Board is of the opinion that the proposed new names of the Company can provide the Company with a more appropriate corporate image and identity which will benefit the Company's future business development, and is thus in the best interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company's daily business operation and its financial position.

All existing share certificates in issue bearing the Company's existing names shall continue to be evidence of legal title to the shares of the Company and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new names of the Company. Once the Proposed Change of Company Name becomes effective, share certificates of the Company will be issued in the new names of the Company and the shares of the Company will be traded on the GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") under the new names.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the shares on the GEM of the Stock Exchange will also be changed upon the Proposed Change of Company Name becoming effective.

PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to amend the existing Memorandum and Articles of Association of the Company (the "**Existing Memorandum and Articles of Association**") and to adopt a new set of Memorandum and Articles of Association (the "**New Memorandum and Articles of Association**") in substitution for and to the exclusion of the Existing Memorandum and Articles of Association in order to, among others, (i) reflect the Proposed Change of Company Name; and (ii) comply with other relevant changes to the applicable laws of the Cayman Islands. Such amendments and adoption are subject to the approval of the Shareholders at the upcoming EGM by way of a special resolution and the passing of the special resolution approving the Proposed Change of Company Name by the Shareholders at the EGM. A summary of the major amendments will be included in the circular relating to the EGM which will be despatched to the shareholders of the Company in due course.

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The EGM will be convened and held for the Shareholders to consider and, if thought fit, to approve the Proposed Change of Company Name and the proposed amendments of the Existing Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association.

A circular containing, among other matters, details of the Proposed Change of Company Name and the proposed amendments of the Existing Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association and a notice convening the EGM to approve the foregoing, and related proxy form will be despatched to the Shareholders as soon as practicable.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the resolutions to approve the Proposed Change of Company Name and the proposed amendments of the Existing Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association.

The Company will make further announcement(s) to inform the Shareholders of the results of the EGM, the effective date of the Proposed Change of Company Name and the new stock short names of the Company for trading of its shares on the GEM of the Stock Exchange and other relevant information as and when appropriate.

By Order of the Board
Niche-Tech Group Limited
Chow Bok Hin Felix
Executive Chairman and Executive Director

Hong Kong, 9 August 2022

As at the date of this announcement, the executive Directors are Mr. Chow Bok Hin Felix, Professor Chow Chun Kay Stephen and Mr. Shi Yiwu, the non-executive Director is Mr. Li Chiu Fan, and the independent non-executive Directors are Professor Ng Wang Wai Charles, Mr. Tai Chun Kit and Mr. Poon Lai Yin Michael.

This announcement, for which 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 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 website of the Stock Exchange at www.hkexnews.hk for a minimum period of seven days from the date of its publication. This announcement will also be published on the Company’s website at www.nichetech.com.hk.