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**Astrum Financial Holdings Limited**

**阿仕特朗金融控股有限公司**

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

**(Stock code: 8333)**

## **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Astrum Financial Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) 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 “**Proposed Amendments**”) the existing amended and restated memorandum and articles of association (the “**Existing Memorandum and Articles of Association**”) of the Company to be in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022. In view of the proposed changes, the Board proposes to adopt a second amended and restated 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.

The major areas of the Proposed Amendments are set out below:

1. to include relevant definitions to align the relevant provisions in the New Memorandum and Articles of Association with the applicable laws of the Cayman Islands and the GEM Listing Rules, and making corresponding changes to the relevant references;
2. to delete the provision in relation to the Company’s purchases of redeemable shares not made through the market or by tender;
3. to provide that the respective period of (i) the closure of the register(s) of members for inspection; and (ii) the suspension for the registration of transfers of shares in any year may, on giving notice by advertisement in newspapers or in such manners in accordance with the GEM Listing Rules, be extended with the approval of the shareholders of the Company (the “**Shareholder(s)**”) by ordinary resolution in that year provided that such period shall not be extended beyond sixty days (or such other period as may be prescribed under applicable law) in any year;

4. 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 months after the end of the Company's financial year;
5. to provide that the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice including, without limitation, where a tropical cyclone warning signal number 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the general meeting on the day of the general meeting, and make corresponding changes to the relevant articles;
6. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the GEM Listing Rules or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration;
7. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
8. to clarify that (i) the appointment of the auditor of the Company shall be by way of an ordinary resolution; and (ii) the remuneration of the auditor of the Company shall be fixed by ordinary resolution;
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 update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

The Proposed Amendments are subject to (i) the approval of the Shareholders by way of a special resolution at the forthcoming extraordinary general meeting of the Company (“EGM”); and (ii) the proposed share consolidation of the Company as referred to in the circular of the Company dated 23 November 2022 becoming effective, which is currently expected to be on 21 December 2022. Subject to the fulfilment of the aforementioned conditions, the Proposed Amendments will become effective.

A circular containing, among other matters, details of the EGM and particulars relating to the Proposed Amendments, together with a notice of the EGM, will be despatched to the Shareholders in due course.

By order of the Board  
**ASTRUM FINANCIAL HOLDINGS LIMITED**  
**Pan Chik**  
*Chairman and Chief Executive Officer*

Hong Kong, 29 November 2022

*As at the date of this announcement, the Directors are:*

***Executive Directors***

*Mr. Pan Chik (Chairman and chief executive officer)*

*Mr. Kwan Chun Yee Hidulf*

*Ms. Yu Hoi Ling*

***Independent Non-executive Directors***

*Mr. Sum Loong*

*Mr. Lau Hon Kee*

*Ms. Yue Chung Sze Joyce*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 ([www.hkexnews.hk](http://www.hkexnews.hk)) for at least 7 days from the date of its publication and on the website of the Company ([www.astrum-capital.com](http://www.astrum-capital.com)).*