

*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.*



**FUTURE DATA**

**FUTURE DATA GROUP LIMITED**

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

**(Stock Code: 8229)**

**(1) PROPOSED ADOPTION OF THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;  
AND  
(2) PROPOSED ADOPTION OF CHINESE NAME**

**PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Future Data Group Limited (the “**Company**”, together with its subsidiaries, 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 announces that it has resolved to propose the adoption of the second amended and restated memorandum and articles of association (the “**Amended Memorandum and Articles**”) of the Company in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company. The proposed adoption of the Amended Memorandum and Articles are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”).

The major proposed amendments to the existing amended and restated memorandum and articles of association of the Company are summarised as follows:

1. 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;
2. to amend the notice period for a general meeting to follow the requirement of the GEM Listing Rules;

3. to provide that any shareholder(s) holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings, on a one vote per share basis, may make a requisition to convene an extraordinary general meeting and to specify resolutions to be passed at the meeting;
4. to provide that any director appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting of the Company after his appointment and shall be subject to re-election;
5. to expressly state that shareholders shall have the right to speak and vote at a general meeting except where a shareholder is required by the GEM Listing Rules to abstain from voting to approve the matter under consideration;
6. to change the requirement for a special resolution to remove an auditor to an ordinary resolution;
7. update references to the existing name of the Company to include “未來數據集團有限公司” to reflect the new dual foreign name in Chinese of the Company subsequent to the Proposed Adoption of Chinese Name; and
8. other amendments to better align with the wordings in the GEM Listing Rules and the applicable laws of the Cayman Islands.

The main reasons for the adoption of the Amended Memorandum and Articles are to: (i) reflect certain amendments in the applicable laws of the Cayman Islands and the GEM Listing Rules; (ii) update references to the existing name of the Company to include “未來數據集團有限公司” to reflect the new dual foreign name in Chinese of the Company subsequent to the Proposed Adoption of Chinese Name (please see below for details); and (iii) make other consequential and housekeeping changes.

The Board considers that the proposed adoption of the Amended Memorandum and Articles are in the interests of the Company and the Shareholders as a whole.

#### **PROPOSED ADOPTION OF CHINESE NAME**

The Board proposes to adopt “未來數據集團有限公司” as the dual foreign name in Chinese of the Company (the “**Proposed Adoption of Chinese Name**”).

## **Reasons for the Proposed Adoption of Chinese Name**

With further development and expansion of the business scope of the Group, the Board considers that the Proposed Adoption of Chinese Name will provide the Company with a more appropriate corporate identity and strategic direction. As such, the Board considers that the Proposed Adoption of the Chinese Name will better reflect and highlight the Company's future strategic business plan, and provide the Company with a fresh corporate image and identity which will benefit the Company's future development. Therefore, the Board considers that the Proposed Adoption of Chinese Name is in the best interests of the Company and the Shareholders as a whole.

## **Conditions of the Proposed Adoption of Chinese Name**

The Proposed Adoption of Chinese Name is subject to following conditions:

- (a) the passing of a special resolution by the Shareholders at the AGM approving the Proposed Adoption of Chinese Name; and
- (b) the Registrar of Companies in the Cayman Islands granting approval for the Proposed Adoption of Chinese Name by way of issuing a Certificate of Incorporation on Change of Name.

Subject to the satisfaction of the conditions set out above, the Proposed Adoption of Chinese Name will take effect upon the date on which the Registrar of Companies in the Cayman Islands issues a Certificate of Incorporation on Change of Name confirming that the new Chinese name has been registered. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

## **Effect of the Proposed Adoption of Chinese Name**

The Proposed Adoption of Chinese Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company's existing name shall continue to be evidence of legal title 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 existing English name and the new dual foreign name in Chinese of the Company. Once the Proposed Adoption of Chinese Name becomes effective, share certificates of the Company will be issued under the existing English name and the new dual foreign name in Chinese of the Company. In addition, subject to the confirmation of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the shares of the Company will be traded on the Stock Exchange in the new stock short name of the Company after the Proposed Adoption of Chinese Name becomes effective. The stock code of the Company will remain to be "8229".

## GENERAL

The AGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, (i) the proposed adoption of the Amended Memorandum and Articles; and (ii) the Proposed Adoption of Chinese Name.

A circular containing, among other matters, details of the proposed adoption of the Amended Memorandum and Articles and the Proposed Adoption of Chinese Name, together with a notice convening the AGM will be despatched to the Shareholders in due course.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the AGM, the effective date of the Proposed Adoption of Chinese Name, the new Chinese stock short names of the Company for trading on the Stock Exchange and any new logo of the Company (if any) as and when appropriate.

By order of the Board  
**Future Data Group Limited**  
**Tao Hongxia**  
*Chairlady and Executive Director*

Hong Kong, 3 April 2023

*As at the date of this announcement, the executive directors of the Company are Ms. Tao Hongxia, Mr. Lee Seung Han and Mr. Tao Guolin, and the independent non-executive directors of the Company are Mr. Chan Kin Ming, Mr. Lam Chi Cheung Albert and Mr. Yu Wing Chung.*

*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 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](http://www.hkexnews.hk) for a minimum period of 7 days from the date of its publication and on the website of the Company at [www.futuredatagroup.com](http://www.futuredatagroup.com).*