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BOSA TECHNOLOGY HOLDINGS LIMITED

人和科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8140)

PROPOSED AMENDMENTS TO THE EXISTING SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by BOSA Technology 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 make certain amendments to the existing second amended and restated memorandum and articles of association of Company (the “**Existing Second Amended and Restated Memorandum and Articles**”) to (i) comply with and align with the requirements under Appendix 3 to the GEM Listing Rules which became effective on 1 January 2022; (ii) incorporate provisions to allow and facilitate hybrid and electronic meetings; and (iii) update and clarify provisions where it is considered desirable as well as certain housekeeping changes (such proposed amendments to the Existing Second Amended and Restated Memorandum and Articles are collectively referred to as the “**Proposed Amendments**”). The Board also proposes to adopt the third amended and restated memorandum and articles of association which consolidates the Proposed Amendments in substitution for, and to the exclusion of, the Existing Second Amended and Restated Memorandum and Articles in their entirety (the “**Third Amended and Restated Memorandum and Articles**”).

The key Proposed Amendments are briefly summarised below:

- (a) to bring the Existing Second Amended and Restated Memorandum and Articles in line with the recent amendments to the GEM Listing Rules and the applicable laws of the Cayman Islands;
- (b) to allow general meetings to be held physically and/or electronically (i.e. physical meeting, hybrid meeting and electronic meeting);
- (c) to add provisions to allow and facilitate hybrid and electronic meetings;
- (d) to allow the Board to postpone a meeting where notice of a general meeting has been sent but before the meeting is held;
- (e) to clarify that voting can be cast by electronic means.

The Proposed Amendments as well as the proposed adoption of the Third Amended and Restated Memorandum and Articles shall be subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company (the “**AGM**”). A supplemental circular containing, among other matters, details of the Proposed Amendments as well as the proposed adoption of the Third Amended and Restated Memorandum and Articles and a supplemental notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board
BOSA Technology Holdings Limited
Lim Su I
Chief Executive Officer and Executive Director

Hong Kong, 1 November 2023

As at the date of this announcement, the executive Directors are Mr. Lim Su I, Mr. Paulino Lim and Mr. Yang Tien-Lee; the non-executive Director is Mr. Kwan Tek Sian; and the independent non-executive Directors are Mr. Law Sung Ching Gavin, Ms. Chu Wei Ning and Mr. Ng Ming Hon.

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 the 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 Announcements” page on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the Company’s website at www.hklistco.com/8140.