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CNC HOLDINGS LIMITED
中國新華電視控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8356)

**(1) PROPOSED AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND
ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(2) PROPOSED CHANGE OF COMPANY NAME**

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES
OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

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

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to amend the existing memorandum of association (the “**Memorandum of Association**”) and articles of association (the “**Articles of Association**”) of the Company at an extraordinary general meeting (the “**EGM**”) to be convened for the purposes of bringing the existing Memorandum of Association and Articles of Association in line with, among other things, (i) the latest legal and regulatory requirements including the amendments made to Appendix A1 (previously known as Appendix 3) to the GEM Listing Rules regarding the core shareholder protection standards which came into effect on 1 January 2022; (ii) the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers which came into effect on 31 December 2023; (iii) the Change of Company Name (as defined below) and (iv) the applicable laws of the Cayman Islands and to incorporate certain housekeeping amendments (the “**Proposed Amendments**”).

The Board proposes to make the Proposed Amendments by way of adoption of a new amended and restated memorandum of association (the “**Amended and Restated Memorandum**”) and amended and restated articles of association (the “**Amended and Restated Articles**”, together with the Amended and Restated Memorandum, the “**Amended and Restated Memorandum and Articles of Association**”). The proposed adoption of the Amended and Restated Memorandum and Articles of Association is subject to the approval of the shareholders (the “**Shareholders**”) of the Company by way of special resolution at the EGM, and will become effective upon the approval by the Shareholders at the EGM and issuance of a certificate of incorporation on change of name with respect to the Change of Company Name.

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to put forward a proposal to the Shareholders to approve the change of the English name and dual foreign name in Chinese of the Company from “CNC Holdings Limited 中國新華電視控股有限公司” to “Tsun Yip Holdings Limited 進業控股有限公司” (the “**Change of Company Name**”).

Conditions for the Change of Company Name

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

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (ii) the issuance by the Registrar of Companies in the Cayman Islands of a certificate of incorporation on change of name with respect to the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong and the Registrar of Companies in the Cayman Islands.

Reasons for the Change of Company Name

Following the change in control of the Company on 15 April 2024, the Board considers the Change of Company Name will provide the Company with a more defined corporate image and identity which will benefit the Company’s future business development. The Board believes that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders and the trading of the shares (the “**Shares**”) of the Company on the Stock Exchange. After the Change of Company Name has become effective, any new issue of share certificates of the Company will be issued in the new English name and dual foreign name in Chinese of the Company. All existing share certificates of the Company in issue bearing the existing English name and dual foreign name in Chinese of the Company will, after the Change of Company Name has become effective, continue to be valid evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new English name and dual foreign name in Chinese of the Company. Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed after the Change of Company Name has become effective.

The Company will make further announcement(s) to inform the Shareholders of the poll results of the EGM, the effective date of the Change of Company Name, the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange and other relevant changes as and when appropriate.

GENERAL

A circular containing, among others, details of (i) the Proposed Amendments brought about by the adoption of the Amended and Restated Memorandum and Articles of Association; and (ii) the proposed Change of Company Name, together with a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

By order of the Board
CNC Holdings Limited
Kan Kwok Cheung
Chairman and Executive Director

Hong Kong, 16 April 2024

As at the date of this announcement, the Directors are Mr. Kan Kwok Cheung¹ (Chairman), Mr. Hui Ka Tsun¹, Mr. Kan Chun Ting Max¹, Mr. Law Cheuk Hung², Mr. Chin Chi Ho Stanley³, Mr. Kwok Man To Paul³, Mr. Wong Chung Yip Kenneth³ and Mr. Lai Ah Ming Leon³.

¹ Executive Director

² Non-executive Director

³ Independent non-executive Director

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 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 website of the Stock Exchange at <http://www.hkexnews.hk> for at least 7 days from the date of its publication and on the website of the Company at <http://www.cnctv.hk>.