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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Cheshi Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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## **Cheshi Holdings Limited**

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

**(Stock Code: 1490)**

### **(1) PROPOSED CHANGE OF COMPANY NAME**

### **(2) PROPOSED ADOPTION OF THE FOURTH AMENDED AND**

### **RESTATED MEMORANDUM AND**

### **ARTICLES OF ASSOCIATION**

### **AND**

### **(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an extraordinary general meeting (“EGM”) of Cheshi Holdings Limited to be held at Room B108, 1/F, Block B, Shuguang Tower, No. 5 Jingshun Road, Chaoyang District, Beijing, the PRC on Monday, August 16, 2021 at 10:00 a.m. is set out on pages 7 to 9 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cheshi.com](http://www.cheshi.com)). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting if they so wish.

July 29, 2021

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Cheshi Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on November 22, 2018, the Shares of which are listed on the Main Board of the Stock Exchange
“Change of Company Name”	the change of the English name of the Company from “Cheshi Holdings Limited” to “Cheshi Technology Inc.” and the adoption of the Chinese name of “車市科技有限公司” as the new dual foreign name of the Company
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Room B108, 1/F, Block B, Shuguang Tower, No. 5 Jingshun Road, Chaoyang District, Beijing, the PRC on Monday, August 16, 2021 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 7 to 9 of this circular
“Group”	the Company, its subsidiaries and its consolidated affiliated entities, or, where the context so requires, in respect of the period prior to the Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of the Company at the relevant time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Memorandum and Articles of Association”	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time, and the Articles of Association

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## DEFINITIONS

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“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal or par value of US\$0.0001 each
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	the United States of America dollars, the lawful currency of the United States of America

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LETTER FROM THE BOARD

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**Cheshi Holdings Limited**

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

(Stock Code: 1490)

***Executive Directors:***

Mr. Xu Chong (*Chairman*)

Mr. Liu Lei

Mr. Zhu Boyang

Mr. Lin Yuqi

***Independent Non-executive Directors:***

Mr. Xu Xiangyang

Mr. Li Ming

Mr. Ng Jack Ho Wan

***Registered office:***

Sertus Chambers, Governors Square

Suite 5-204, 23 Lime Tree Bay Avenue

P.O. Box 2547

Grand Cayman, KY1-1104

Cayman Islands

***Head office and principal place of  
business in the PRC:***

Room B108, 1/F

Block B, Shuguang Tower

No. 5 Jingshun Road

Chaoyang District

Beijing

the PRC

***Principal place of business in Hong Kong:***

31/F, Tower Two, Times Square

1 Matheson Street, Causeway Bay

Hong Kong

July 29, 2021

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME**

**(2) PROPOSED ADOPTION OF THE FOURTH AMENDED AND**

**RESTATED MEMORANDUM AND**

**ARTICLES OF ASSOCIATION**

**AND**

**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The Board refers to the announcement made by the Company on July 6, 2021 relating to the proposed Change of Company Name.

The purpose of this circular is to provide you with (i) the notice of Extraordinary General Meeting; and (ii) further information to enable you to make an informed decision on whether to vote for or against the resolutions in relation to the proposed Change of Company Name, as well as the consequential adoption of the fourth amended and restated Memorandum and Articles of Association.

### 2. PROPOSED CHANGE OF COMPANY NAME

#### Conditions Precedents

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

- (i) the passing of a special resolution by the Shareholders at the Extraordinary General Meeting to approve the proposed Change of Company name; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the proposed Change of Company Name.

The relevant filings with the Registrar of Companies in the Cayman Islands will be made after the passing of a special resolution at the Extraordinary General Meeting. Subject to the satisfaction of the above conditions, the proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters new English name of the Company in place of the existing English name of the Company and enters the Company's dual foreign name in Chinese on the register of companies maintained by the Registrar of Companies in the Cayman Islands, and issues a certificate of incorporation on change of name. The Company will then carry out the necessary registration and/or filing procedures with the Companies Registry in Hong Kong.

#### Reasons for the Proposed Change of Company Name

In light of the Company's strong in-house technological capabilities, the Board considers that the proposed Change of Company Name will better reflect the current status of the Group's business development and its direction of future development. The Board believes that the new Company English name and the adoption of Chinese name as its dual foreign name can provide the Company with a more appropriate corporate image and identity which will benefit the Group's business development and is 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 rights of the Shareholders or the Company's ordinary business operation as well as its financial position. After the proposed Change of Company Name has come into force, all existing share certificates issued and bearing the Company's existing name will continue to serve as sufficient evidence of legal title to such shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. When the proposed Change of Company Name is in effect, the Company's new share certificates to be issued will be printed with its new English name and its adopted dual foreign Chinese name.

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## LETTER FROM THE BOARD

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There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing its new English name and its adopted dual foreign Chinese name. With the proposed Change of Company Name taking effect, the shares of the Company will be traded on the Stock Exchange under the Company's new English name and dual foreign name in Chinese of the Company. Subject to the confirmation of the Stock Exchange, the Board intends to and will apply for adopting the Chinese stock short name of the Company after the proposed Change of Company Name becomes effective and the filing procedures with the Registrar of Companies in Hong Kong have been completed.

### **3. PROPOSED ADOPTION OF THE FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

In view of the proposed Change of Company Name, the Company proposes to adopt the fourth amended and restated Memorandum and Articles of Association of the Company to reflect the Change of Company Name by replacing all references to "Cheshi Holdings Limited", being the existing name of the Company, therein with "Cheshi Technology Inc. 車市科技有限公司" and all references therein to "Companies Law" with "Companies Act". The Board proposes to seek approval of the Shareholders by way of special resolution at the Extraordinary General Meeting for the adoption of the fourth amended and restated Memorandum and Articles of Association, with such adoption to take effect upon the proposed Change of Company Name becoming effective.

### **4. NOTICE OF EXTRAORDINARY GENERAL MEETING**

Set out on pages 7 to 9 of this circular is the notice of the Extraordinary General Meeting at which, inter alia, special resolutions will be proposed to the Shareholders to consider and approve the proposed Change of Company Name and the proposed adoption of the fourth amended and restated Memorandum and Articles of Association.

### **5. CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Wednesday, August 11, 2021 to Monday, August 16, 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, August 10, 2021.

### **6. FORM OF PROXY**

A form of proxy is enclosed for use at the Extraordinary General Meeting. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cheshi.com](http://www.cheshi.com)). Whether or not you intend to be present at the Extraordinary General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Extraordinary General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Extraordinary General Meeting if they so wish and in such event, the relevant form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### 7. VOTING BY POLL

Pursuant to Article 72 of the Articles of Association and Rule 13.39(4) of the Listing Rules, a resolution put to the vote of the meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the Extraordinary General Meeting will demand a poll for the resolutions to be put forward at the Extraordinary General Meeting.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for every fully paid share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

Further announcement(s) will be made by the Company as and when appropriate to inform the Shareholders of, among other things, the poll results of the Extraordinary General Meeting, the effective date of the proposed Change of Company Name and the new Chinese stock short name of the Company for trading of the Shares on the Stock Exchange.

### 8. RECOMMENDATIONS

The Directors are of the view that the proposed Change of Company Name and proposed adoption of the fourth amended and restated Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the special resolutions to be proposed at the Extraordinary General Meeting to approve the proposed Change of Company Name and proposed adoption of the fourth amended and restated Memorandum and Articles of Association.

### 9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect 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 circular 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 circular misleading.

Yours faithfully,  
By order of the Board  
**Cheshi Holdings Limited**  
**Xu Chong**

*Chairman, Chief Executive Office and Executive Director*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Cheshi Holdings Limited

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

(Stock Code: 1490)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of Cheshi Holdings Limited (the “**Company**”) will be held at Room B108, 1/F, Block B, Shuguang Tower, No. 5 Jingshun Road, Chaoyang District, Beijing, the PRC on Monday, August 16, 2021 at 10:00 a.m. to consider and, if thought fit, to pass, with or without modification, the following resolutions as special resolutions of the Company:

### SPECIAL RESOLUTIONS

1. “**THAT** (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Cheshi Holdings Limited” to “Cheshi Technology Inc.”, and the Chinese name of “車市科技有限公司” be adopted as the dual foreign name of the Company (the “**Change of Company Name**”); and  
  
(b) any one director of the Company (the “**Director**”) be and is hereby authorized to do all such acts and things and execute and deliver all such documents, and (where required) under seal of the Company, which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the foregoing and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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2. **“THAT** (a) subject to the proposed Change of Company Name becoming effective and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, the Memorandum and Articles of Association be amended by replacing all references therein to “Cheshi Holdings Limited” with “Cheshi Technology Inc. 車市科技有限公司” (the **“Change of Name Amendments”**) and replacing all references to “Companies Law” with “Companies Act” (the **“Companies Act Amendments”**), and the adoption of the fourth amended and restated Memorandum and Articles of Association of the Company (incorporating the Change of Name Amendments and the Companies Act Amendments, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification) in substitution for the existing Memorandum and Articles of Association of the Company be and is hereby approved; and
- (b) any one Director be and is hereby authorised for and on behalf of the Company to execute and deliver all such documents and do all such acts and things as he may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.”

By order of the Board  
**Cheshi Holdings Limited**  
**Xu Chong**

*Chairman, Chief Executive Officer and Executive Director*

Beijing, the PRC, July 29, 2021

***Registered office:***

Sertus Chambers, Governors Square  
Suite 5-204, 23 Lime Tree Bay Avenue  
P.O. Box 2547  
Grand Cayman, KY1-1104  
Cayman Islands

***Head office and principal place of  
business in the PRC:***

Room B108, 1/F  
Block B, Shuguang Tower  
No. 5 Jingshun Road  
Chaoyang District  
Beijing  
the PRC

***Principal place of business in Hong Kong:***

31/F, Tower Two, Times Square  
1 Matheson Street, Causeway Bay  
Hong Kong

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

- (i) Special resolution numbered 2 will be proposed to the shareholders of the Company (the “**Shareholders**”) for approval provided that special resolution numbered 1 are passed by the Shareholders.
- (ii) A Shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a Shareholder of the Company.
- (iii) In the case of joint holders of any share of the Company (the “**Share**”), the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Company’s Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude the Shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and in such event the relevant form of proxy shall be deemed to be revoked.
- (v) The register of members of the Company will be closed from Wednesday, August 11, 2021 to Monday, August 16, 2021, both days inclusive, in order to determine the entitlement of the Shareholders to attend and vote at the above meeting, during which period no transfer of Shares will be registered. All transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, August 10, 2021.