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DA YU FINANCIAL HOLDINGS LIMITED
大禹金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1073)

**PROPOSED ADOPTION OF
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of Da Yu Financial Holdings Limited (the “**Company**”) proposes to amend the existing amended and restated memorandum of association and articles of association of the Company (the “**Existing Memorandum and Articles**”) and to adopt a second amended and restated memorandum of association and articles of association of the Company (the “**New Memorandum and Articles**”) in order to (i) conform to the core shareholder protection standards set out in Appendix 3 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and (ii) make some other housekeeping amendments.

A summary of the major changes brought about by the adoption of the New Memorandum and Articles are set out below:

1. to amend all references to “Companies Law” to “Companies Act”, being the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands;
2. to remove the article which provides that where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all shareholders of the Company (the “**Shareholders**”) alike, which is no longer required under Appendix 3 of the Listing Rules;
3. to provide that an annual general meeting of the Company shall be held in each financial year and within six (6) months after the end of the Company’s financial year;
4. any requisition made by Shareholder(s) holding not less than one-tenth of the voting rights, on a one vote per share basis, of the Company having the right of voting at general meetings, to convene an extraordinary general meeting of the Company may specify the resolution to be considered at such meeting in such requisition;

5. to expressly provide that all Shareholders (whether present in person or by proxies or in the case of the Shareholders being corporations, their authorised representatives) have the right to speak at a general meeting; and
6. to provide that the Shareholders may by ordinary resolution remove the Company's auditors before the expiration of the term of office.

The proposed amendments to the Existing Memorandum and Articles and the adoption of the New Memorandum and Articles are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 27th May, 2022 (the "AGM"). A circular containing, among other things, particulars relating to the proposed amendments to the Existing Memorandum and Articles brought about by the adoption of the New Memorandum and Articles together with a notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board
DA YU FINANCIAL HOLDINGS LIMITED
Lee Wa Lun, Warren
Managing Director

Hong Kong, 25th March, 2022

As at the date of this announcement, the Non-Executive Director is Mr. Kuo Jen-Hao (Chairman), the Executive Directors are Mr. Lee Wa Lun, Warren (Managing Director), Mr. Lam Chi Shing and Ms. Li Ming, and the Independent Non-Executive Directors are Mr. Chan Sze Chung, Mr. Sum Wai Kei, Wilfred and Mr. Suen Chi Wai.