

*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.*



途屹控股

**TU YI HOLDING COMPANY LIMITED**

**途屹控股有限公司**

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

**(Stock code: 1701)**

**PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION OF THE COMPANY**

This announcement is made by Tu Yi Holding Company Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing articles of association (the “**Articles**”) of the Company (the “**Proposed Amendments**”) and to adopt a second amended and restated articles of association of the Company in order to (i) bring the Articles in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules (in particular, Appendix 3 to the Listing Rules) and (ii) make other housekeeping improvements.

The Proposed Amendments are set out below:–

- (1) deleting the words “Law” wherever they may appear and replacing them with the word “Act”;
- (2) deleting the words “rules of the Designated Stock Exchange” wherever they may appear and replacing them with the words “Listing Rules”;

## **Article 2(1)**

- (3) adding the following definition at the beginning of Article 2(1):

““Act”                               the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.”;

- (4) replacing the definition of “close associate” with the following:

““close associate”       in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.”;

- (5) adding the following definition immediately after the definition of “head office”:

““Listing Rules”       rules of the Designated Stock Exchange.”;

- (6) deleting the definition “Law” in its entirety;

## **Article 9**

- (7) deleting Article 9 in its entirety and replacing it with the words “INTENTIONALLY DELETED”;

## **Article 16**

- (8) adding the words “or imprinted” immediately after the words “be affixed” in the second sentence of Article 16;

## **Article 51**

- (9) deleting Article 51 in its entirety and replacing it with the following:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange or by electronic means or other means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”;

## **Article 56**

(10) deleting Article 56 in its entirety and replacing it with the following:

“56. An annual general meeting of the Company shall be held in each financial year other than the financial year of the Company’s adoption of these Articles and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the Listing Rules, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.”;

## **Article 58**

(11) deleting Article 58 in its entirety and replacing it with the following:

“58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.”;

## **Article 59**

(12) deleting Article 59(1) its entirety and replacing it with the following:

“59. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice, subject to the Act, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and

- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent. (95%) of the total voting rights at the meeting of all the Members.”;

### **Article 61**

- (13) deleting the second sentence of Article 61(2) in its entirety and replacing it with the following:

“61. (2) Two (2) Members entitled to vote and present in person (in the case of a Member being a corporation) by its duly authorised representative or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorized representative or proxy shall form a quorum for all purposes.”;

### **Article 73**

- (14) renumbering Article 73(2) as 73(3) and adding the following as Article 73(2):

“73. (2) All members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.”;

### **Article 83**

- (15) deleting the second sentence of Article 83(3) and replacing it with the following:

“Any Director so appointed shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.”;

### **Article 100**

- (16) deleting Article 100(1) in its entirety and replacing it with the following:

“100. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) the giving of any security or indemnity either:
  - (a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

- (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
  - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
  - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;
- (iv) any contract or arrangement in which the Director or his close associate(s) is/ are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”;

## **Article 152**

(17) deleting Article 152(2) in its entirety and replacing it with the following:

“152. (2) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.”;

## **Article 155**

(18) deleting Article 155 in its entirety and replacing it with the following:

“155. The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.”;

## **Article 161**

(19) adding the following sentence at the end of Article 161:

“The signature to any notice or document to be given by the Company may be written, printed or made electronically.”;

## **Article 162**

(20) deleting Article 162(1) in its entirety and replacing it with the following:

“162. (1) Subject to Article 162(2), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.”;

## **Article 165**

(21) adding the following new Article as Article 165 after Article 164(2):

### “FINANCIAL YEAR

165. Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of December in each year.”; and

## Articles 166 and 167

(22) renumbering the existing Article 165 as Article 166 and the existing Article 166 as Article 167.

The Proposed Amendments 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**”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

By order of the Board  
**Tu Yi Holding Company Limited**  
**Yu Dingxin**  
*Chairman and executive Director*

The PRC, 28 March 2022

*As at the date of this announcement, the Board comprises four executive Directors: Mr. Yu Dingxin, Mr. Pan Wei, Mr. Xu Jiong and Mr. An Jiajin and four independent non-executive Directors: Mr. Zhao Jianbo, Ms. Zhou Li, Mr. Zheng Cheng and Mr. Ying Luming.*

*In this announcement, if there is any inconsistency between the Chinese names of certain items and their English translations, the Chinese names shall prevail.*