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UJU HOLDING LIMITED

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 1948)

(1) PROPOSED ADOPTION OF CHINESE NAME; AND (2) PROPOSED ADOPTION OF NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made 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 UJU HOLDING LIMITED (the “**Company**”, together with its subsidiaries referred to as the “**Group**”) proposes to adopt the Chinese name of “**优矩控股有限公司**” as the dual foreign name of the Company (the “**Proposed Adoption of Chinese Name**”).

CONDITIONS OF THE PROPOSED ADOPTION OF CHINESE NAME

The Proposed Adoption of Chinese Name is subject to the following conditions:

1. the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) approving the Proposed Adoption of Chinese Name at the forthcoming annual general meeting of the Company to be held on Tuesday, May 31, 2022 (the “**AGM**”); and
2. the Registrar of Companies in the Cayman Islands granting approval for the Proposed Adoption of Chinese Name by issuing a certificate of incorporation on adoption of dual foreign name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the AGM. Subject to the satisfaction of the conditions set out above, the Proposed Adoption of Chinese Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands. The Registrar of Companies in the Cayman Islands will issue a certificate of incorporation on adoption of dual foreign name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

REASONS FOR THE PROPOSED ADOPTION OF CHINESE NAME

The Board considers that the Proposed Adoption of Chinese Name is in line with the Group's strategic and business development direction to further strengthen its presence in the Greater China market and to enhance its corporate image and identity. Accordingly, the Board considers that the Proposed Adoption of Chinese Name will benefit the Group's future business development and is in the best interests of the Company and its Shareholders as a whole.

EFFECT OF THE PROPOSED ADOPTION OF CHINESE NAME

The Proposed Adoption of Chinese Name will not affect any rights of the Shareholders, the daily business operation of the Company and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Adoption of Chinese Name becoming effective, continue to be valid evidence of legal title to the shares of the Company 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 for new certificates bearing the English name and the dual foreign name of the Company. Upon the Proposed Adoption of Chinese Name becoming effective, all new share certificates will bear both the existing English name and the dual foreign name of the Company.

In addition, subject to the confirmation by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the Company will adopt a Chinese stock short name for trading in the securities on the Stock Exchange upon the Proposed Adoption of Chinese Name becoming effective.

PROPOSED ADOPTION OF NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from January 1, 2022 which requires, among others, listed issuers to adopt a uniform set of core shareholder protection standards. As such, the Board also proposes to amend and restate the memorandum of association and the articles of association of the Company (the "**Memorandum and Articles of Association**") for the purposes of, among others, (i) bringing the Memorandum and Articles of Association in line with amendments made to the Listing Rules and applicable laws and procedures of the Cayman Islands; (ii) reflecting the Proposed Adoption of Chinese Name; and (iii) making certain minor housekeeping amendments to the Memorandum and Articles of Association for the purpose of clarifying existing practice and making consequential amendments in line with the proposed amendments, and to take effect upon the issuance of the certificate of incorporation on adoption of dual foreign name of the Company.

The Board proposes to put forward to the Shareholders for approval at the AGM a special resolution to adopt a new set of Memorandum and Articles of Association (the “**New Amended and Restated Memorandum and Articles of Association**”). The proposed adoption of the New Amended and Restated Memorandum and Articles of Association (the “**Proposed Adoption of New Amended and Restated Memorandum and Articles of Association**”) is subject to the passing of a special resolution.

DETAILS OF THE AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The major details of the amendments to the Memorandum and Articles of Association are as follows:

- (i) to reflect the Proposed Adoption of Chinese Name by adding the Chinese name of the Company “**优矩控股有限公司**” to its existing Company name “**UJU HOLDING LIMITED**”;
- (ii) to replace all references to “**Cayman Islands Companies Act**” in the existing Memorandum and Articles of Association with “**Cayman Islands Companies Act (as revised)**”;
- (iii) to delete the provision in relation to the Company’s purchases of redeemable shares not made through the market or by tender;
- (iv) to provide that the Company must hold an annual general meeting in each financial year other than the financial year of the Company’s adoption of the New Amended and Restated Memorandum and Articles of Association;
- (v) to provide that the Shareholders shall have the right to (a) speak at a general meeting of the Company; and (b) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
- (vi) to provide that a recognized clearing house which is a Shareholder may authorise such person or persons as its representative or representatives at any meeting of the Company, or at any meeting of any class of Shareholders, or at any creditors’ meetings of the Company and such person so authorised shall be entitled to exercise the same rights and powers on behalf of the clearing house which he represents as that clearing house could exercise as if such person were an individual Shareholder, including the right to speak;
- (vii) to provide that any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
- (viii) to provide that the Shareholders may approve the removal of any Director (including a managing Director or other executive Director) before the expiration of his term of office by way of an ordinary resolution;

- (ix) to provide that the Shareholders may appoint and/or remove auditors by way of an ordinary resolution; and
- (x) to provide that the Shareholders may fix the remuneration of auditors in general meeting by way of an ordinary resolution or in such manner as the Shareholders may determine.

IMPLICATION OF THE PROPOSED ADOPTION OF NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The amendments to the Memorandum and Articles of Association will not affect any rights of the existing Shareholders. All existing rights and obligations of the Shareholders shall, after the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association becoming effective, continue to have the same rights and obligations.

GENERAL

A circular containing, among other things, details of the Proposed Adoption of Chinese Name and the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association, together with a notice convening the AGM will be despatched to the Shareholders as soon as practicable. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the AGM in relation to the Proposed Adoption of Chinese Name and the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association. Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the effective dates of each of the Proposed Adoption of Chinese Name, the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association and the adoption of Chinese stock short name of the Company as and when appropriate.

By Order of the Board
UJU HOLDING LIMITED
Ma Xiaohui

Chairman of the Board and Executive Director

Beijing, April 21, 2022

As at the date of this announcement, the board of Directors of the Company comprises Mr. Ma Xiaohui, Mr. Peng Liang and Ms. Luo Xiaomei as executive Directors, and Mr. Zhang Peiao, Ms. Lin Ting, Mr. Wang Wenping as independent non-executive Directors.