

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.



國美金融科技有限公司
Gome Finance Technology Co., Ltd.

(Incorporated in Bermuda with limited liability)

(Stock Code: 628)

ANNOUNCEMENT
PROPOSED ADOPTION OF AMENDED AND RESTATED
BYE-LAWS

This announcement is made by Gome Finance Technology Co., Ltd. (the “**Company**”) 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 announces that in order to, among other things, (i) bring the existing bye-laws of the Company (the “**Existing Bye-laws**”) in line with the amendments to the Listing Rules in relation to the enhanced listing regime for overseas issuers which took effect on 1 January 2022; and (ii) make some other consequential and housekeeping amendments, the Board proposes to make certain amendments to the Existing Bye-laws and to adopt a new set of bye-laws (the “**Amended and Restated Bye-laws**”) in substitution for, and to the exclusion of, the Existing Bye-laws.

A summary of the major changes to be brought about by the adoption of the Amended and Restated Bye-Laws are set out below:

1. to provide that an annual general meeting of the Company shall be held in each financial year within six months after the end of the Company’s financial year;
2. to remove the notice requirement of not less than 20 clear business days applicable to an annual general meeting of the Company so that an annual general meeting may be called by notice of not less than 21 clear days, to remove the notice requirement of not less than 21 clear days and not less than 10 clear business days applicable to a special general meeting of the Company at which the passing of a special resolution is to be considered, and to provide that all general meetings (other than an annual general meeting) of the Company must be called by notice of not less than 14 clear days;

3. to provide that all shareholders of the Company (the “**Shareholders**”) have the right to speak at a general meeting and vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
4. to provide that no Director shall be required to vacate office or be ineligible for re-election or re-appointment as a Director, and no person shall be ineligible for appointment as a Directors, by reason only of his having attained any particular age;
5. to delete that the Directors shall elect amongst the Directors a president and a vice-president or a chairman and a deputy chairman;
6. to provide that notwithstanding any provisions in the Amended and Restated Bye-laws, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees of the Company and/or its affiliates upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Shareholders at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Shareholders at a general meeting;
7. to require a resolution passed by a simple majority of the votes cast at a general meeting of the Company for removal of a Director and a resolution passed by a majority of not less than two-thirds of the votes cast at a general meeting of the Company for removal of the Company’s auditor, at any time before the expiration of his term of office; and
8. to provide that an auditor appointed by the Directors to fill the vacancy shall hold office until the next following annual general meeting and shall then be subject to appointment by the Shareholders and the remuneration of the auditor shall be fixed by the Company in general meeting or in such manner as the Shareholders may determine.

The proposed adoption of the Amended and Restated Bye-laws is 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 Tuesday, 28th June 2022 (the “**Annual General Meeting**”) and, if approved, will become effective upon such approval. Prior to the passing of the relevant special resolution at the Annual General Meeting, the Existing Bye-laws shall remain valid.

A circular containing, among other matters, details of the proposed amendments to the Existing Bye-Laws and the adoption of the Amended and Restated Bye-laws, together with the notice convening the Annual General Meeting will be despatched to the Shareholders in due course.

By order of the Board
Gome Finance Technology Co., Ltd.
Zhou Yafei
Executive Director

Hong Kong, 23 May 2022

As at the date of this announcement, the Company’s executive Director is Mr. Zhou Yafei; the non-executive Director is Ms. Wei Qiuli; and the independent non-executive Directors are Mr. Lee Puay Khng, Mr. Li Liangwen, Mr. Hung Ka Hai Clement and Ms. Wang Wanjun.