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ARTA TECHFIN CORPORATION LIMITED

裕承科金有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

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

This announcement is made by Arta TechFin Corporation Limited (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 of directors (the “**Directors**” and each a “**Director**”) of the Company (the “**Board**”) proposed that certain amendments (the “**Proposed Amendments**”) be made to the existing memorandum and articles of association of the Company (the “**Existing Articles of Association**”) to, among other things, bring the Existing Articles of Association in alignment with the Core Shareholder Protection Standards set out in Appendix 3 of the Listing Rules (“**Appendix 3**”) and make corresponding changes to the Existing Articles of Association. In addition, amendments are proposed to be made to the Existing Articles of Association to provide for hybrid or electronic meetings and to reflect certain updates in relation to the applicable laws of Cayman Islands. Accordingly, the Board proposes to adopt an amended and restated memorandum and articles of association of the Company (the “**Amended and Restated Articles of Association**”) in substitution for, and to the exclusion of, the Existing Articles of Association.

The major areas of the Proposed Amendments that will be incorporated in the Amended and Restated Articles of Association are summarized below:

1. to provide that the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election in alignment with Paragraph 4(2) of Appendix 3;

2. to provide that the Company may by ordinary resolution remove any Director (including a managing or other executive Director, but without prejudice to any claim for damages that may thereby arise) before the expiration of his period of office in alignment with Paragraph 4(3) of Appendix 3;
3. to provide that an annual general meeting of the Company shall be held for each financial year and such annual general meeting must be held within six months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules or is otherwise permitted by the Stock Exchange, if any) in alignment with Paragraph 14(1) of Appendix 3;
4. to provide that an annual general meeting must be called by notice of not less than twenty-one clear days. All other general meetings must be called by notice of not less than fourteen clear days but if permitted by the Listing Rules or the Stock Exchange, a general meeting may be called by shorter notice, subject to the Companies Act (2022 Revision), Cap 22 of the Cayman Islands (the "**Companies Act**"), if it is so agreed in alignment with Paragraph 14(2) of Appendix 3;
5. to provide that all 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 in alignment with Paragraph 14(3) of Appendix 3;
6. to provide that the Board may whenever it thinks fit call extraordinary general meetings. Any one or more shareholders(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, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the company 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 in alignment with Paragraph 14(5) of Appendix 3;
7. to provide that subject to the Companies Act and without prejudice to the Amended and Restated Articles of Association, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class in alignment with Paragraph 15 of Appendix 3;

8. to provide that the Shareholders may, at any general meeting convened and held in accordance with the Amended and Restated Articles of Association, 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 in alignment with Paragraph 17 of Appendix 3;
9. to provide that the remuneration of the auditor (except for any auditor appointed by the Directors to fill casual vacancy in the office of auditor, the remuneration of such Auditor for the period until the next following annual general meeting of the Company may be fixed by the Directors) shall be fixed by the Company by ordinary resolution in general meeting or in such manner as the shareholders may determine or by other body that is independent of the Board in alignment with Paragraph 17 of Appendix 3;
10. to provide that any representatives authorised by a clearing house to attend any meeting of the Company shall have the right to vote and speak at the meeting, in alignment with Paragraph 19 of Appendix 3;
11. to provide that a resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution in alignment with Paragraph 21 of Appendix 3;
12. to allow all general meetings (including an annual general meeting, any adjourned or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in the Amended and Restated Articles of Association, or as a hybrid meeting or an electronic meeting as may be determined by the Board in its absolute discretion;
13. to insert the definitions of “electronic meeting”, “hybrid meeting”, “Meeting Location”, “physical meeting” and “Principal Meeting Place”, and make corresponding changes to the relevant provisions of the Existing Articles of Association; and
14. to make other housekeeping amendments in line with the Proposed Amendments; to better align with the wordings in the applicable laws of the Cayman Islands and the Listing Rules and to reflect certain updates in relation to the applicable laws of Cayman Islands and the Listing Rules.

The Proposed Amendments and adoption of Amended and Restated Articles of Association 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 (“**AGM**”) of the Company and, if approved, will become effective upon such approval.

A circular containing, among other things, (i) details of the Proposed Amendments; and (ii) a notice convening the AGM, will be despatched to the Shareholders in due course.

By Order of the Board
Arta TechFin Corporation Limited
Lau Fu Wing, Eddie
Chief Executive Officer

Hong Kong, 15 July 2022

As at the date of this announcement, the Board of the Company comprises Dr. Cheng Chi-Kong, Adrian JP (Chairman) and Mr. Han Kam Leung, Michael as Non-executive Directors, Mr. Lau Fu Wing, Eddie (Chief Executive Officer), Ms. Li Chuchu, Tracy and Ms. Yeung Shuet Fan Pamela as Executive Directors, and Ms. Ling Kit Sum Imma, Mr. Lo Chun Yu Toby and Dr. Tam Lai Fan Gloria as Independent Non-executive Directors.