

*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.*



## **YUE KAN HOLDINGS LIMITED**

**裕勤控股有限公司**

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

**(Stock Code: 2110)**

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

This announcement is made by Yue Kan Holdings 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 current memorandum of association and articles of association of the Company (the “**Current Memorandum and Articles**”) to, among other things, bring the Current Memorandum and Articles in alignment with the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules (“**Appendix 3**”) and to reflect certain updates in relation to the applicable laws of the Cayman Islands. Accordingly, the Board proposes to adopt an amended and restated memorandum of association and articles of association of the Company (the “**Amended and Restated Memorandum and Articles**”) in substitution for, and to the exclusion of, the Current Memorandum and Articles.

The major areas of the Proposed Amendments incorporated in the Amended and Restated Memorandum and Articles 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 of Hong Kong Limited (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) of the Cayman Islands, 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, and any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted in alignment with Paragraphs 14(3) and 14(4) 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 Articles, 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 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 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 in alignment with Paragraph 17 of Appendix 3;
10. to provide that any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person to act as its representative and to exercise the same rights and powers on behalf of the corporation at any meeting of the Company in alignment with Paragraph 18 of Appendix 3;
11. to provide that any representatives or proxy appointed 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;
12. to provide that register of members in Hong Kong shall be open for inspection by the Shareholders during business hours without charge but the issuer is permitted to close the register on terms comply with section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) in alignment with Paragraph 20 of Appendix 3;
13. to provide that a special resolution is required to approve voluntary winding up of the Company in alignment with Paragraph 21 of Appendix 3;
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 the Cayman Islands and the Listing Rules.

The Proposed Amendments and adoption of Amended and Restated Memorandum and Articles 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  
**Yue Kan Holdings Limited**  
**Heung Che Kan**  
*Chairman and Executive Director*

Hong Kong, 8 September 2022

*As at the date of this announcement, the executive Directors of the Company are Mr. Heung Che Kan (Chairman), Mr. Heung Yue Wing, Ms. Lee Ming Chu Jade, Mr. Ouyang Jianwen, Mr. Luo Hao and Mr. Wong Yuk; and the independent non-executive Directors of the Company are Mr. Chiu Tai Shing, Mr. Fung Hoi Fung and Mr. Wan Wai Wing.*