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## **CENTRAL HOLDING GROUP CO. LTD.**

**中環控股集團有限公司**

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

**(Stock Code: 1735)**

### **PROPOSED CHANGE OF COMPANY NAME AND PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

#### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Central Holding Group Co. Ltd.” to “Central New Energy Holding Group Limited”, and to adopt the Chinese name “中環新能源控股集團有限公司” as the new dual foreign name of the Company in place of its existing Chinese name “中環控股集團有限公司”.

#### **PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to amend the Existing Memorandum and Articles by way of adoption of the New Memorandum and Articles to, among other things, (i) reflect the Change of Company Name; (ii) reflect the amendments to Appendix 3 to the Listing Rules regarding the Core Shareholder Protection Standards, which became effective on 1 January 2022, and to conform to the Core Shareholder Protection Standards; (iii) enable the Company to convene and hold electronic or hybrid general meetings of the Shareholders and provide flexibility to the Company in relation to the conduct of general meetings; and (iv) make other miscellaneous and housekeeping changes to update or clarify the provisions of the Existing Memorandum and Articles, including consequential amendments in line with the above amendments to the Existing Memorandum and Articles, where it is considered desirable or to better align the wordings with the Listing Rules and the applicable laws of the Cayman Islands.

#### **GENERAL**

The EGM will be held for the Shareholders to consider and, if thought fit, pass the special resolutions to approve (i) the Change of Company Name; and (ii) the proposed amendments to the Existing Memorandum and Articles and the proposed adoption of the New Memorandum and Articles. A circular containing, among others, details regarding the Change of Company Name, the amendments to the Existing Memorandum and Articles and the adoption of the New Memorandum and Articles and a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

## **PROPOSED CHANGE OF COMPANY NAME**

The board (the “**Board**”) of directors (the “**Directors**”) of Central Holding Group Co. Ltd. (the “**Company**”) proposes to change the English name of the Company from “Central Holding Group Co. Ltd.” to “Central New Energy Holding Group Limited” and to adopt the Chinese name “中環新能源控股集團有限公司” as the new dual foreign name of the Company in place of its existing Chinese name “中環控股集團有限公司” (the “**Change of Company Name**”).

## **CONDITIONS OF THE CHANGE OF COMPANY NAME**

The Change of Company Name is subject to the following conditions:

- (1) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) to approve the Change of Company Name at an extraordinary general meeting of the Company (the “**EGM**”); and
- (2) approval being granted by the Registrar of Companies in the Cayman Islands for the Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

## **REASONS FOR THE CHANGE OF COMPANY NAME**

As highlighted in the interim report of the Company published on 29 September 2022, the Group has begun to seek for new green energy business opportunities in order to obtain higher returns for the Shareholders since the third quarter of 2022. The Group purchased two fully automatic production lines for photovoltaic modules in September 2022 and commenced in manufacturing and sale of photovoltaic components since December 2022 and the Group plans to expand into manufacturing and sale of photovoltaic battery in 2023.

In order to showcase the Company’s transformation into the field of new energy business instead of focusing on construction business, the Board considers that the Change of Company Name will better reflect the current status of the Group’s business development and its direction of future development. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and Shareholders as a whole.

## **EFFECT OF THE CHANGE OF COMPANY NAME**

The Change of Company Name will not affect the rights of any Shareholder or the Company's daily business operation and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be valid evidence of legal title to the shares of the Company (the "**Shares**") and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new certificates bearing the new name of the Company. Should the Change of Company Name become effective, any issue of share certificates thereafter will bear the new name of the Company and the securities of the Company will be traded on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") under the new name. The Board intends to change the English and Chinese stock short names accordingly after the Change of Company Name becomes effective, subject to the confirmation of the Stock Exchange.

## **PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to amend its existing amended and restated memorandum and articles of association of the Company (the "**Existing Memorandum and Articles**") by way of adoption of a second amended and restated memorandum and articles of association of the Company (the "**New Memorandum and Articles**") to, among other things, (i) reflect the Change of Company Name; (ii) reflect the amendments to Appendix 3 to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") regarding the core shareholder protection standards (the "**Core Shareholder Protection Standards**"), which became effective on 1 January 2022, and to conform to the Core Shareholder Protection Standards; (iii) enable the Company to convene and hold electronic or hybrid general meetings of the Shareholders and provide flexibility to the Company in relation to the conduct of general meetings; and (iv) make other miscellaneous and housekeeping changes to update or clarify the provisions of the Existing Memorandum and Articles, including consequential amendments in line with the above amendments to the Existing Memorandum and Articles, where it is considered desirable or to better align the wordings with the Listing Rules and the applicable laws of the Cayman Islands.

The proposed amendments to the Existing Memorandum and Articles and the proposed adoption of the New Memorandum and Articles shall be subject to (i) the passing of a special resolution by the Shareholders to approve the same at the EGM; and (ii) the Change of Company Name becoming effective.

## **GENERAL**

The EGM will be held for the Shareholders to consider and, if thought fit, pass the special resolutions to approve (i) the Change of Company Name; and (ii) the proposed amendments to the Existing Memorandum and Articles and the proposed adoption of the New Memorandum and Articles. A circular containing, among others, details regarding the Change of Company Name, the amendments to the Existing Memorandum and Articles and the adoption of the New Memorandum and Articles and a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

As no Shareholders have a material interest in the Change of Company Name, the amendments to the Existing Memorandum and Articles and the adoption of the New Memorandum and Articles, no Shareholders will be required to abstain from voting on such special resolutions.

Further announcement(s) will be made by the Company as and when appropriate to inform the Shareholders of, among other things, the results of the EGM, the effective date of the Change of Company Name, the amendments to the Existing Memorandum and Articles and the adoption of the New Memorandum and Articles, the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange.

By order of the Board  
**Central Holding Group Co. Ltd.**  
**Yu Zhuyun**  
*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 13 March 2023

*As at the date of this announcement, the executive Directors are Mr. Yu Zhuyun (Chairman and Chief Executive Officer) and Mr. Li Menglin; the non-executive Directors are Mr. Qiao Xiaoge and Ms. Zhu Yujuan; and the independent non-executive Directors are Dr. Li David Xianglin, Mr. Wang Wenxing and Dr. Zhou Chunsheng.*