

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.



奧園健康生活集團有限公司

AOYUAN HEALTHY LIFE GROUP COMPANY LIMITED


(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3662)

PROPOSED CHANGE OF COMPANY NAME AND PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Aoyuan Healthy Life Group Company Limited” to “Starjoy Wellness and Travel Company Limited” and to change the dual foreign name in Chinese of the Company from “奧園健康生活集團有限公司” to “星悦康旅股份有限公司”.

After the Proposed Change of Company Name becoming effective, (i) the logo of the Company will be changed to “星悦康旅”; (ii) the website of the Company will be changed; and (iii) subject to the confirmation by the Stock Exchange, the Company’s English and Chinese stock short names for trading in the Shares on the Stock Exchange will also be changed.


PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In order to reflect the Proposed Change of Company Name, the Board also proposes to amend the Memorandum and Articles of Association. The proposed amendments to the Memorandum and Articles of Association and the adoption of the New Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM and the amendments shall become effective when the Proposed Change of Company Name takes effect.

An EGM will be held to consider and, if thought fit, to approve, among others, the Proposed Change of Company Name and the proposed amendments to the Memorandum and Articles of Association. A circular containing, among other things, further details of the Proposed Change of Company Name and the proposed amendments to the Memorandum and Articles of Association, together with a notice convening the EGM and the proxy form will be despatched to the Shareholders as soon as practicable.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Aoyuan Healthy Life Group Company Limited” to “Starjoy Wellness and Travel Company Limited” and to change the dual foreign name in Chinese of the Company from “奧園健康生活集團有限公司” to “星悦康旅股份有限公司”.

After the Proposed Change of Company Name becoming effective, (i) the logo of the Company will be changed to “星悦康旅”; (ii) the website of the Company will be changed; and (iii) subject to the confirmation by the Stock Exchange, the Company’s English and Chinese stock short names for trading in the Shares on the Stock Exchange will also be changed.

Conditions of the Proposed Change of Company Name

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

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the current English name and the current dual foreign name in Chinese of the Company. The Registrar of Companies in the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. Upon the Proposed Change of Company Name becoming effective, the Company will then comply with the necessary registration and/or filing procedures with Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Group is a renowned property management and commercial operational services provider in the People's Republic of China, providing diversified property management services for residential and non-residential properties as well as comprehensive commercial operational services for commercial integrated projects. Since its listing, the Group has always been adhering to provision of property management and commercial operational services as its fundamental businesses, and continuously expanding and exploring new opportunities. In the meantime, the Group has been providing healthcare project planning and consultation services and relevant healthcare services to property owners and elderly in the communities under management. The Group is also considering to expand the general health and wellness services segment, and actively exploring development opportunities in several segments, such as the general health and wellness, as well as sojourn and cultural tourism for elderly. With the constant changes in economic situations, policies, and industrial development opportunities, the Company plans to actively explore the industries of general health and wellness, as well as sojourn and cultural tourism for elderly with long-term development opportunities and potential by taking service, pleasure, and harmony as the keynote for development, to move towards a better development path and seek more benefits for the Shareholders while adhering to the premise of maintaining the core businesses with a new corporate image.


The Proposed Change of Company Name, together with the new logo, will enable the Group to better reflect its business strategies and directions of its future development and identify the development opportunities with a more appropriate corporate image and identity. Therefore, the Board believes that the Proposed Change of Company Name will benefit the Company's brand building and its future business development and is in the best interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Company's daily operations or its financial position.

All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be valid evidence of title to the Shares and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new English name and new dual foreign name in Chinese of the Company.

Upon the Proposed Change of Company Name becoming effective, any new share certificates of the Company issued thereafter will bear under the new English name and new dual foreign name in Chinese of the Company. In addition, the Shares will be traded on the Stock Exchange under the new names.

In addition, after the Proposed Change of Company Name becoming effective, (i) the logo of the Company will be changed to “星悦康旅”; (ii) the website of the Company will be changed; and (iii) subject to the confirmation by the Stock Exchange, the Company’s English and Chinese stock short names for trading in the Shares on the Stock Exchange will also be changed.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In order to reflect the Proposed Change of Company Name, the Board also proposes to amend the Memorandum and Articles of Association. The proposed amendments to the Memorandum and Articles of Association and the adoption of the New Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM and the amendments shall become effective when the Proposed Change of Company Name takes effect.

GENERAL

The Proposed Change of Company Name and the proposed amendments to the Memorandum and Articles of Association are subject to the approval of the Shareholders by way of special resolutions at the EGM.

An EGM will be held to consider and, if thought fit, to approve, among others, the Proposed Change of Company Name and the proposed amendments to the Memorandum and Articles of Association. A circular containing, among other things, further details of the Proposed Change of Company Name and the proposed amendments to the Memorandum and Articles of Association, together with a notice convening the EGM and the proxy form will be despatched to the Shareholders as soon as practicable.

As no Shareholder has any material interest in the Proposed Change of Company Name and the proposed amendments to the Memorandum and Articles of Association, no Shareholder will be required to abstain from voting on the resolutions to approve the foregoing matters.

The Company will make further announcement(s) to inform the Shareholders, among others, the poll results of the EGM, the effective date of the Proposed Change of Company Name, the details of the proposed amendments of the Memorandum and Articles of Association, the new English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange and the details of the new website of the Company as and when appropriate.

DEFINITIONS

In this announcement, unless the context specifies otherwise, the following defined expressions have the following meanings:

“Board”	the board of Directors
“Company”	Aoyuan Healthy Life Group Company Limited 奧園健康生活集團有限公司, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3662)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, to approve, among others, the Proposed Change of Company Name and the proposed amendments to the Memorandum and Articles of Association
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Memorandum and Articles of Association”	the existing amended and restated memorandum of association and third amended and restated articles of association of the Company
“New Memorandum and Articles of Association”	the second amended and restated memorandum of association and fourth amended and restated articles of association of the Company
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Aoyuan Healthy Life Group Company Limited” to “Starjoy Wellness and Travel Company Limited” and the proposed change of the dual foreign name in Chinese of the Company from “奧園健康生活集團有限公司” to “星悦康旅股份有限公司”

“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By the order of the Board
Aoyuan Healthy Life Group Company Limited
Li Huiqiang
Chairman

Hong Kong, 8 November 2023

As at the date of this announcement, the executive Director is Mr. Cheng Siu Fai; the non-executive Directors are Mr. Li Huiqiang, Mr. Ruan Yongxi, Mr. Zhu Yunfan and Ms. Jiang Nan; and the independent non-executive Directors are Mr. Hung Ka Hai Clement, Dr. Li Zijun and Mr. Wang Shao.