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**UNQ HOLDINGS LIMITED**

**优趣汇控股有限公司**

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

**(Stock code: 2177)**

**PROPOSED AMENDMENTS TO  
THE EXISTING MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

This announcement is made 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 UNQ Holdings Limited (the “**Company**”) proposes to amend the existing second amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) by adopting a third amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), for the purpose of, among others, (a) bringing the Existing Memorandum and Articles of Association in line with the relevant amendments made to the Listing Rules in respect of the electronic dissemination of corporate communications by listed issuers (effective from December 31, 2023); and (b) making other consequential and housekeeping amendments (collectively the “**Proposed Amendments**”).

Please refer to the Appendix to this announcement for details of the Proposed Amendments.

The Board considers that the Proposed Amendments are in the interests of the Company and its shareholders (the “**Shareholders**”) as a whole. The proposed adoption of the New Memorandum and Articles of Association reflecting the Proposed Amendments is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”), and will become effective upon the approval of the Shareholders at the AGM.

A circular of the AGM containing, among other matters, details of the Proposed Amendments as well as the adoption of the New Memorandum and Articles of Association, together with a notice of the AGM, will be despatched to the Shareholders in due course.

By order of the Board

**UNQ HOLDINGS LIMITED**  
**WANG Yong**  
*Chairman*

Hong Kong, March 28, 2024

*As of the date of this announcement, the executive Directors are Mr. WANG Yong, Mr. SHEN Yu and Ms. CHEN Weiwei; the non-executive Director is Mr. NAKAYAMA Kokkei; and the independent non-executive Directors are Mr. NG Kam Wah Webster, Mr. WEI Hang and Ms. XIN Honghua.*

## APPENDIX

Details of the Proposed Amendments are as follows:

Memorandum and Articles of Association currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 2.2	<p>In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p><u>WORD</u>                      <u>MEANING</u>            ...                              ...            “Company’s Website” shall mean the website of the Company, the address or domain name of which has been notified to members.            ...                              ...</p>	Article 2.2	<p>In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p><u>WORD</u>                      <u>MEANING</u>            ...                              ...            “Company’s Website” shall mean the website of the Company, the address or domain name of which has been notified to members.            ...                              ...            “Corporate Communications” has the same meaning as in the Listing Rules.            ...                              ...</p>
Article 28.4	<p>The Board shall cause to be prepared and to be laid before the members at every annual general meeting a profit and loss account for the period, in the case of the first account, since the incorporation of the Company and, in any other case, since the preceding account, together with a balance sheet as at the date to which the profit and loss account is made up and a Directors’ report with respect to the profit or loss of the Company for the period covered by the profit and loss account and the state of the Company’s affairs as at the end of such period, an Auditors’ report on such accounts prepared pursuant to Article 29.1 and such other reports and accounts as may be required by law.</p>	Article 28.4	<p>The Board shall cause to be prepared and to be laid before the members at every annual general meeting a profit and loss account for the period, <del>in the case of the first account, since the incorporation of the Company and, in any other case,</del> since the preceding account, together with a balance sheet as at the date to which the profit and loss account is made up and a Directors’ report with respect to the profit or loss of the Company for the period covered by the profit and loss account and the state of the Company’s affairs as at the end of such period, an Auditors’ report on such accounts prepared pursuant to Article 29.1 and such other reports and accounts as may be required by law.</p>

Memorandum and Articles of Association currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 28.5	Copies of those documents to be laid before the members at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.	Article 28.5	Copies of those documents to be laid before the members at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein <u>and not prohibited by the Companies Act (including by electronic means including transmitting it to any electronic number or address or other contact details or website supplied by such person to the Company or by publishing it on the Company's Website or the website of the Exchange)</u> to every member and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

Memorandum and Articles of Association currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 28.6	To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.	Article 28.6	To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, <del>and to obtaining all necessary consents, if any, required thereunder,</del> the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act ( <u>including by electronic means including transmitting any document to any electronic number or address or other contact details or website supplied by such person to the Company or by publishing any document on the Company's Website or the website of the Exchange</u> ), a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete <del>printed</del> copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.

Memorandum and Articles of Association currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 29.2	<p>(a) The members shall at every annual general meeting by way of ordinary resolutions appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the members by way of ordinary resolutions at the annual general meeting at which they are appointed, provided that in respect of any particular year and unless prohibited by the Listing Rules, the Company in general meeting may by way of ordinary resolutions delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p> <p>(b) The appointment, removal and remuneration of the Auditors must be approved by a simple majority of the members in a general meeting or by other body that is independent of the Board.</p>	Article 29.2	<p>(a) The members shall at every annual general meeting by way of ordinary resolutions appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the members by way of ordinary resolutions at the annual general meeting at which they are appointed, provided that in respect of any particular year and unless prohibited by the Listing Rules, the Company in general meeting may by way of ordinary resolutions delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. <del>The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors.</del> The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p> <p>(b) The appointment, removal and remuneration of the Auditors must be approved by a simple majority of the members in a general meeting or by other body that is independent of the Board.</p>

Memorandum and Articles of Association currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 30.1	<p>Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	Article 30.1	<p>Except as otherwise provided in these Articles, any notice or document (<u>including any Corporate Communications</u>) may be served <del>by the Company and any notices may be served by the Board</del> on or delivered to any member by <u>the Company</u> either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means <del>by including</del> <u>including</u> transmitting it to any electronic number or address <u>or other contact details</u> or website supplied by the member to the Company or by placing it on the Company's Website <u>or the website of the Exchange</u> <del>provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under in the Listing Rules.</del> In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>

Memorandum and Articles of Association currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 30.4	<p>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>	Article 30.4	<p><del>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</del></p> <p>[Intentionally deleted]</p>



Memorandum and Articles of Association currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 30.5	Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.	Article 30.5	<p>Any notice or document <u>(including any Corporate Communications)</u>;</p> <p>(a) <u>if sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</u></p> <p>(b) <u>if delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p> <p>(c) <u>if served by way of advertisement, shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates);</u></p> <p>(d) <u>if served by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations; and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient; and</u></p> <p>(e) <u>if served by being placed on the Company's Website and the Exchange's website, shall be deemed to have been served or delivered on the day it was so placed on such website, or at such time as may be prescribed by the Listing Rules.</u></p>

Memorandum and Articles of Association currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 30.6	Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.	Article 30.6	<del>Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</del> [Intentionally deleted]
Article 30.7	Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).	Article 30.7	<del>Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</del> [Intentionally deleted]
Article 30.8	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.	Article 30.8	<del>Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.</del> [Intentionally deleted]
Article 30.9	A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.	Article 30.9	A notice or document (including any <u>Corporate Communications</u> ) may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or <del>(until such an address has been so supplied)</del> <u>by electronic means to such contact details supplied by such person</u> or by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

Memorandum and Articles of Association currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 30.11	Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.	Article 30.11	Any notice or document ( <u>including any Corporate Communications</u> ) delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.

*Notes:*

1. The Third Amended and Restated Memorandum and Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.
2. As provisions are added or deleted, serial numbers of certain provisions in these Articles of Association have been adjusted accordingly, and are not set forth separately in this table.