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火岩控股
FIRE ROCK HOLDINGS

火岩控股有限公司
FIRE ROCK HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1909)

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION OF THE COMPANY**

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$5,000,000 divided into 500,000,000 Shares of par value HK\$0.01 each, of which 320,000,000 Shares were in issue as at the date of this announcement.

In order to accommodate future expansion and growth of the Company and to provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary, the Directors propose the Increase in Authorised Share Capital. The new Shares shall rank *pari passu* with each other and with the existing Shares in all respects upon issue. The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM.

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

The Board of the Company hereby announces that, for the purpose of complying with the Main Board Listing Rules and the relevant laws and regulations in the Cayman Islands following the successful Transfer of Listing, special resolutions will be proposed at the EGM for the Shareholders to approve the Memorandum Amendments and the Articles Amendments.

The Articles Amendments will have the effect of complying with the requirements of the Main Board Listing Rules and the relevant laws of the Cayman Islands. Set out below are the details of the amendments to be incorporated in the Memorandum and the Articles:

- (i) reference to any provisions of the GEM Listing Rules in the Articles will be replaced by the corresponding provisions of the Main Board Listing Rules as far as applicable; and
- (ii) reference to the authorised share capital of the Company in the Memorandum and the Articles will be revised to reflect the authorised share capital of the Company after the Increase of Authorised Share Capital is in effect.

A circular containing, among other matters, further details in relation to the Increase in Authorised Share Capital, the Memorandum Amendments and the Articles Amendments, together with notices convening the EGM, will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, the following expressions shall have the respective meanings set out below unless the context requires otherwise:

“Articles”	the articles of association of the Company, as amended from time to time
“Articles Amendments”	the proposed amendments to the Articles subject to the approval of the Shareholders by way of a special resolution at the EGM
“Board”	the board of Directors
“Company”	Fire Rock Holdings Limited 火岩控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board (Stock code: 1909)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the purpose to approve, among other things, the Increase in Authorised Share Capital, the Memorandum Amendments and the Articles Amendments
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time

“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$5,000,000 divided into 500,000,000 Shares to HK\$20,000,000 divided into 2,000,000,000 Shares, by the creation of an additional 1,500,000,000 Shares
“Main Board”	the Main Board of the Stock Exchange
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum”	the memorandum of association of the Company, as amended from time to time
“Memorandum Amendments”	the proposed amendments to the Memorandum subject to the approval of the Shareholders by way of a special resolution at the EGM
“Share(s)”	ordinary share(s) with a nominal or par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the transfer of listing of the Company from the GEM to the Main Board on 27 June 2019

By order of the Board of
Fire Rock Holdings Limited
Huang Yong
Executive Director and CEO

Hong Kong, 9 July 2019

As at the date of this announcement, the executive Directors are Mr. Huang Yong, Mr. Wu Zhe and Mr. Rao Zhenwu; the non-executive Directors are Mr. Zhang Yan and Ms. Yang Kan; and the independent non-executive Directors are Mr. Chan King Fai, Mr. He Yunpeng and Mr. Chen Di.