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## **NOMAD TECHNOLOGIES HOLDINGS LIMITED**

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

(Stock Code: 8645)

**(i) PROPOSED CHANGE OF COMPANY NAME;  
(ii) PROPOSED ADOPTION OF THE NEW  
AMENDED AND RESTATED MEMORANDUM  
AND ARTICLES OF ASSOCIATION OF THE COMPANY;  
AND  
(iii) DATE OF EXTRAORDINARY GENERAL MEETING  
AND BOOK CLOSURE PERIOD**

This announcement is made by Nomad Technologies Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

The board (the “**Board**”) of directors of the Company (the “**Directors**”) proposes to (i) change the English name of the Company from “Nomad Technologies Holdings Limited” to “Michong Metaverse (China) Holdings Group Limited” and adopt the Chinese name of “米虫元宇宙(中國)控股集團有限公司” as the dual foreign name of the Company (the “**Proposed Change of Company Name**”); and (ii) adopt a new set of amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”).

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

The Board proposes to change the existing English name of the Company from “Nomad Technologies Holdings Limited” to “Michong Metaverse (China) Holdings Group Limited” and adopt the Chinese name of “米虫元宇宙(中國)控股集團有限公司” as the dual foreign name of the Company.

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

The Proposed Change of Company Name will be subject to the following conditions being fulfilled:

- (a) approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at an extraordinary general meeting to be convened by the Company (the “**EGM**”) to approve the Proposed Change of Company Name; and

- (b) the Registrar of Companies in the Cayman Islands issuing a certificate of incorporation on change of 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 name in place of the former English name of the Company and the dual foreign name in Chinese of the Company on the register of companies and issues a certificate of incorporation on change of name. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

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

The Company is an investment holding company and the Group is principally engaged in rendering of: (i) network support services mainly encompassing network infrastructure design and hardware installation, network management and security services; (ii) network connectivity services that focus on providing intranet and internet connectivity solutions and value-added services; and (iii) electronic commerce (“**E-Commerce**”).

As mentioned in the Company’s third quarterly report for the nine months ended 31 March 2022 dated 13 May 2022, the Group will allocate more resources in the markets in the People’s Republic of China (the “**PRC**”), explore various opportunities and expand its existing business in the PRC, including but not limited to the network connectivity services and E-Commerce. Accordingly, the Board considers that the Proposed Change of Company Name will better reflect the current status of the Company’s strategic business plan 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 business development. As such, the Board considers that the Proposed Change of Company Name 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 of the rights of the Shareholders or the Company’s daily business operation and financial position.

All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be effective and as documents of title to the shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, new share certificates of the Company will be issued under the new name of the Company.

The Board intends to change the English stock short name and adopt the Chinese stock short name of the Company accordingly after the Proposed Change of Company Name becomes effective, subject to the confirmation of the Stock Exchange.

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

The Board proposes to amend the Existing Memorandum and Articles of Association and to adopt the New Memorandum and Articles of Association in substitution for and to the exclusion of the Existing Memorandum and Articles of Association in order to, amongst others, (i) reflect the Proposed Change of Company Name; (ii) comply with the Core Shareholder Protection Standards as set out in Appendix 3 to the GEM Listing Rules; and (iii) comply with other relevant changes to the applicable laws of the Cayman Islands and the GEM Listing Rules.

The major areas of proposed amendments to the Existing Memorandum and Articles of Association that will be incorporated in the New Memorandum and Articles of Association are summarised below:

- (a) to change the English name of the Company from “Nomad Technologies Holdings Limited” to “Michong Metaverse (China) Holdings Group Limited” and to add “米虫元宇宙(中國)控股集團有限公司” as the dual foreign name of the Company;
- (b) to update the definition of “Companies Law” to “Companies Act”;
- (c) to update the address of the registered office of the Company;
- (d) to include or modify certain defined terms such as “associate(s)” and “connected transaction” in order to align with the applicable laws of the Cayman Islands and the GEM Listing Rules;
- (e) to specify the requirements to vary or to abrogate all or any of the special rights attached to any class of shares and the necessary quorum required for the separate general meeting;
- (f) to remove certain requirements in relation to purchases for redemption of redeemable shares;
- (g) to provide that the Directors may accept the surrender for no consideration of any fully paid share;
- (h) to clarify the situations in which the Company may close the register of shareholders of the Company maintained in Hong Kong;

- (i) to provide that the Company shall in each financial year hold a general meeting as its annual general meeting and such annual general meeting shall be held within six months after the end of the Company's financial year (or any longer period authorised by the Stock Exchange);
- (j) to clarify that an extraordinary general meeting shall be convened on the written requisition of one or more Shareholder(s) holding, as at the date of deposit of the requisition, a minority stake in the total number of issued shares, and the minimum stake required to do this shall not be higher than 10% of the voting shares (on a one vote per share basis) in the issued share capital of the Company, and that such Shareholder(s) shall be entitled to add resolutions to the agenda of the extraordinary general meeting concerned;
- (k) to clarify that the appointment, removal and remuneration of the auditors shall be deemed as an ordinary business that is transacted at a general meeting;
- (l) to provide that the chairman of a general meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands instead of by poll;
- (m) to allow every Shareholder to have the right to speak and to vote at a general meeting, except where a Shareholder is required by the GEM Listing Rules to abstain from voting to approve the matter under consideration;
- (n) to provide that a Shareholder which is a clearing house (or its nominee(s)) may appoint proxies or representatives to attend any general meeting of the Company, any meeting of any class of Shareholders or any meeting of creditors, and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders;
- (o) to clarify that any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that annual general meeting;
- (p) to clarify that the Shareholders may by ordinary resolution remove any Director (including a managing Director or other executive Directors) at any time before the expiration of his term of office;
- (q) to clarify that the Shareholders shall by ordinary resolution appoint the auditors;
- (r) to clarify that the remuneration of the auditors shall be fixed by the Shareholders by ordinary resolution in such manner as the Shareholders may determine or by a body that is independent of the Directors;
- (s) to change the requirement for removal of the auditors by the Shareholders from special resolution to ordinary resolution;

- (t) to provide that the financial year of the Company shall be determined by the Directors and may be changed from time to time, and unless otherwise determined by the Directors, the financial year of the Company shall end on 30 June in each year; and
- (u) to make other corresponding and ancillary amendments to the Existing Memorandum and Articles of Association as deemed necessary.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the EGM and the passing of the special resolution approving the Proposed Change of Company Name by the Shareholders at the EGM. If the Proposed Change of Company Name and the proposed adoption of the New Memorandum and Articles of Association are approved, the New Memorandum and Articles of Association will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name in place of the former English name of the Company and the dual foreign name in Chinese of the Company on the register of companies and issues a certificate of incorporation on change of name.

#### **DATE OF EXTRAORDINARY GENERAL MEETING AND BOOK CLOSURE PERIOD**

The EGM is scheduled to be held on Friday, 17 June 2022. A circular containing, among other things, the notice of the EGM and particulars of the Proposed Change of Company Name and the proposed amendments to be incorporated in the New Memorandum and Articles of Association will be despatched to the Shareholders in due course.

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 14 June 2022 (Hong Kong time) to Friday, 17 June 2022 (Hong Kong time), both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM or any adjournment thereof, all transfers documents by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 13 June 2022.

By Order of the Board  
**Nomad Technologies Holdings Limited**  
**Mr. Yu Decai**

*Executive Director, Chairman and Chief Executive Officer*

Hong Kong, 27 May 2022

*As at the date of this announcement, the Board comprises Mr. Hu Mingdai and Mr. Yu Decai as Executive Directors and Mr. Chen Youchun, Mr. Ng Der Sian and Ms. Zheng Li Ping as Independent Non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Listed Company Information” page for at least seven days from the date of its publication. This announcement will also be published on the Company’s website at [www.nomad-holdings.com](http://www.nomad-holdings.com).*