

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 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.

DCB Holdings Limited

DCB控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8040)

PROPOSED CHANGE OF COMPANY NAME AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by DCB 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**”).

PROPOSED CHANGE OF COMPANY NAME

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to change the existing English name of the Company from “DCB Holdings Limited” to “Coolpoint Innonism Holding Limited” and change the existing dual foreign name in Chinese of the Company from “DCB控股有限公司” to “快意智能股份有限公司” (the “**Proposed Change of Company Name**”).

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 by way of a special resolution at the forthcoming annual general meeting (the “**AGM**”) 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 Board considers that the Proposed Change of Company Name will better reflect the current status of the Group's diverse business development and its direction of future development and therefore the Proposed Change of Company Name can provide the Company with enhanced corporate image and clearer identity. The Board is of the opinion that the Proposed Change of Company Name will benefit the Company's future business development and is in the best interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Group's daily business operation or its financial position. All existing certificates of securities in issue bearing the present name of the Company shall, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes.

There will not be any arrangement for exchange of the existing certificates of securities for new share certificates bearing the new name of the Company (in both English and Chinese). Once the Proposed Change of Company Name becomes effective, certificates of securities will only be issued in the new name of the Company. Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed after the new name becomes effective.

PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to amend the existing Memorandum and Articles of Association of the Company (the “**Existing Memorandum and Articles of Association**”) and to adopt a new set of Memorandum and Articles of Association (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, among 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. A summary of the major amendments will be included in the circular relating to the AGM which will be despatched to the shareholders of the Company in due course.

GENERAL

The AGM is scheduled to be held on 1 August 2022. Special resolutions to approve the Proposed Change of Company Name, the proposed adoption of the New Memorandum and Articles of Association will be proposed at the AGM. A circular containing, among others, information in relation to the Proposed Change of Company Name and the proposed adoption of the New Memorandum and Articles of Association together with a notice convening the AGM will be despatched to the Shareholders in due course.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 27 July 2022 to 1 August 2022 (both days inclusive), for the purpose of ascertaining shareholders’ entitlement to attend and vote at the AGM. In order to be entitled to attend and vote at the AGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. (Hong Kong time) on 26 July 2022.

By order of the Board
DCB Holdings Limited
Cheng Tsang Fu Dennis
Chairman and Chief Executive Officer

Hong Kong, 27 June 2022

As at the date of this announcement, the executive directors of the Company are Mr. Cheng Tsang Fu Dennis, Ms. Liu Lee Lily and Mr. Chui Kai Tai; the non-executive directors of the Company are Professor Leung Yiu Cheong and Professor Leung Kwok Hi Michael; and the independent non-executive directors of the Company are Mr. Cheung Kwok Keung, Mr. Chow Kwok Kee and Ms. Lin Xiaoling.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 in the “Latest Company Announcements” page of the GEM website at www.hkexnews.hk for at least seven days from the date of its posting and on the website of the Company at www.dcb.com.hk.