
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all of your shares in **Huobi Technology Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



HUOBI TECHNOLOGY HOLDINGS LIMITED

火币科技控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1611)

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED AMENDMENTS TO THE ARTICLES;
(3) PROPOSED RE-ELECTION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(4) NOTICE OF EGM**

Capitalised terms used in this cover page shall have the same meaning as those defined in this circular.

A letter from the Board is set out on page 4 to 13 of this circular. A notice convening the EGM of the Company to be convened and held at 6/F, 100 Queen's Road Central, Central, Hong Kong at 10:00 a.m. on Thursday, 13 October 2022 is set out on pages 14 to 16 of this circular.

A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the authority of your proxy will be deemed to be revoked.

To safeguard the health and safety of the Shareholders (as defined herein) and to prevent the spreading of the coronavirus disease 2019 ("COVID-19") pandemic, the following precautionary measures will be implemented at the EGM, without limitation:

- compulsory body temperature screening/checks;
- mandatory wearing of surgical face masks;
- appropriate distancing and spacing will be maintained and as such, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding;
- no refreshment or souvenirs will be provided at the EGM; and
- any person who does not comply with the precautionary measures to be taken at the EGM may be denied entry into the meeting venue.

For the health and safety of the Shareholders, the Company encourages the Shareholders NOT to attend the EGM in person and advises the Shareholders to appoint the chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

21 September 2022

CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE EGM	1
DEFINITIONS	2
LETTER FROM THE BOARD	4
NOTICE OF EGM	14

PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing development of COVID-19 and recent requirements for prevention and control of its spread by the Hong Kong Government, the Company strongly encourages the Shareholders not to attend the EGM in person and the Company strongly recommends the Shareholders to exercise their voting rights by appointing the chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM as an alternative to attending the EGM in person. The Shareholders are reminded that physical attendance at the EGM is not necessary for the purpose of exercising the voting rights. The Shareholders who choose to do so should take action as soon as possible to ensure the proxy instructions reach our share registrar not less than 48 hours before the time fixed for holding the EGM.

Taking into consideration the guidelines issued by the Government of the Hong Kong Special Administrative Region and the Joint Statement dated 1 April 2020 made by The Securities and Futures Commission and The Stock Exchange of Hong Kong Limited in relation to General Meetings in light of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation, the Company will implement the following preventive measures at the EGM to protect the attending Shareholders from the risk of infection:

- compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue and anyone with abnormal body temperature may be denied entry into the venue;
- the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding and maintain appropriate distance and space;
- every Shareholder or proxy is mandatorily required to use surgical face masks during their attendance of the EGM; and
- no corporate gifts will be distributed and no refreshments will be served.

The Shareholders are in any event asked (a) to consider carefully the risk of attending the EGM, which will be held in an enclosed environment; (b) to follow any requirements or guidelines of the Hong Kong Government relating to COVID-19 in deciding whether or not to attend the EGM; and (c) not to attend the EGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Articles”	the memorandum of association and articles of association of the Company as amended and restated from time to time
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Change of Company Name”	the proposed change of English name of the Company from “Huobi Technology Holdings Limited” to “New Huo Technology Holdings Limited” and the dual foreign name in Chinese of the Company from “火币科技控股有限公司” to “新火科技控股有限公司”
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan
“Company”	Huobi Technology Holdings Limited, a company incorporated in the British Virgin Islands with limited liability whose securities are listed on the main board of the Stock Exchange (Stock Code: 1611)
“Director(s)”	director(s) of the Company for the time being
“EGM”	the extraordinary general meeting of the Company to be convened and held at 6/F, 100 Queen’s Road Central, Central, Hong Kong at 10:00 a.m. on Thursday, 13 October 2022 or any adjournment thereof
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of China
“Latest Practicable Date”	19 September 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Mr. Yu”	Mr. Yu Chun Kit
“Participant(s)”	(a) any full-time or part-time employee of any member of the Group; (b) any consultant or adviser of any member of the Group; (c) any director and chief executive officers (including executive, non-executive or independent non-executive directors) of any member of the Group; (d) any Substantial Shareholder of any member of the Group; (e) any distributor, contractor, supplier, agent, customer, business partner or service provider of any member of the Group; and (f) any company wholly owned by one or more persons belonging to any Participants of classes (a) to (e) to be determined absolutely by the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



HUOBI TECHNOLOGY HOLDINGS LIMITED

火币科技控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1611)

Non-executive Director:

Mr. Li Lin

Executive Directors:

Mr. Wu Shupeng (*Chief Executive Officer*)

Ms. Zhang Li (*Chief Financial Officer*)

Independent Non-Executive Directors:

Mr. Yu Chun Kit

Mr. Yip Wai Ming

Mr. Ngai Matthew Cheuk Yin

Head Office and Principal Place of

Business in Hong Kong:

6/F & Unit 702-3, 7/F

100 Queen's Road Central

Central

Hong Kong

Registered Office:

3rd Floor

J&C Building

PO Box 362

Road Town, Tortola

BVI VG 1110

21 September 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED AMENDMENTS TO THE ARTICLES;
(3) PROPOSED RE-ELECTION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(4) NOTICE OF EGM**

1. INTRODUCTION

References are made to (1) the announcement of the Company dated 13 September 2022 in relation to, among other things, the proposed Change of Company Name; (2) the announcement of the Company dated 20 May 2022 in relation to the proposed amendments to the Articles; and (3) the announcement of the Company dated 1 April 2022 in relation to, among other things, the appointment of Mr. Yu as an independent non-executive Director.

LETTER FROM THE BOARD

The proposed Change of Company Name, the proposed amendments to the Articles and the proposed re-election of Mr. Yu as an independent non-executive Director are subject to, among other things, the approval by the Shareholders, by way of poll, at the EGM.

The purpose of this circular is to provide you with information about, among other things, (1) the proposed Change of Company Name; (2) the proposed amendments to the Articles; (3) the proposed re-election of Mr. Yu as an independent non-executive Director; and (4) a notice convening the EGM.

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Huobi Technology Holdings Limited” to “New Huo Technology Holdings Limited” and the dual foreign name in Chinese of the Company from “火币科技控股有限公司” to “新火科技控股有限公司”.

Conditions of the Change of Company Name

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

- (i) the passing of the necessary special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (ii) the Registrar of Corporate Affairs in the British Virgin Islands approving the Change of Company Name and entering the new names of the Company on the register.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the date of the issuance by the Registrar of Corporate Affairs in the British Virgin Islands of a certificate of the change of name of the Company. The Company will then carry out all necessary registration and/or filing procedures with the Registrar of Corporate Affairs in the British Virgin Islands and the Companies Registry in Hong Kong.

Reason for the Change of Company Name

The Board believes that the proposed Change of Company Name will provide the Company with a fresh corporate image and identity which will benefit the Group’s future business development and is in the interests of the Company and the Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name, upon becoming effective, will not in any way affect any of the rights of the Shareholders. All the existing share certificates of the Company in issue including the existing share certificates bearing the present name of the Company will, after the Change of Company Name becomes effective, continue to be effective as evidence of title to the Shares and will remain valid for trading, settlement, registration and delivery purposes.

LETTER FROM THE BOARD

Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company in issue bearing the old name of the Company for new share certificates bearing the new name of the Company. Once the change of name becomes effective, any issue of new share certificates will be under the new name and the dual foreign name in Chinese of the Company.

Thereafter, the existing share certificates for the existing Shares in the existing name of the Company will continue to be good evidence of legal title, and may be exchanged for new share certificates issued in the new name of the Company at any time at the expense of the Shareholders. Each share certificate for exchange will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new share certificate or each share certificate submitted for cancellation, whichever the number of certificates issued or cancelled is higher. It is expected that the new share certificates printed in the Company's new name will be available for collection within 10 Business Days from the date of submission of the existing share certificates to the share registrar for exchange.

In addition, subject to the confirmation of the Stock Exchange, the Company intends to change the stock short name of the Company for trading of the Shares on the Stock Exchange after the Change of Company Name becomes effective.

The Company will make further announcement(s) to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name, the new stock short name of the Company under which the Shares will be traded on the Stock Exchange and the new website address and logo of the Company in due course.

3. PROPOSED AMENDMENTS TO THE ARTICLES

To reflect the proposed Change of Company Name and to conform to the current requirements of the Listing Rules, including but not limited to the Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules, the Board proposes to make certain amendments to the Articles and seek the approval of the Shareholders by way of a special resolution for the proposed amendments to the Articles at the EGM.

The Company's legal advisers have confirmed that the proposed amendments to the Articles are in compliance with the requirements of the Listing Rules and the laws of the British Virgin Islands. The Company also confirmed that there is nothing unusual about the proposed amendments to the Articles for a company listed in Hong Kong.

LETTER FROM THE BOARD

In accordance with Article 16 of the existing memorandum of association of the Company and Article 33 of the existing articles of association of the Company, the proposed amendments to the Articles shall be subject to the approval by the Shareholders by way of a special resolution.

Proposed Amendments to the Memorandum of Association of the Company

The existing memorandum of association of the Company shall be amended by deleting the name “Huobi Technology Holdings Limited 火币科技控股有限公司” on the cover page, on the heading of page 2, and in Article 1 thereof, and substituting therefor “New Huo Technology Holdings Limited 新火科技控股有限公司”.

Proposed Amendments to the Articles of Association of the Company

The existing articles of association of the Company shall be amended by deleting the name “Huobi Technology Holdings Limited 火币科技控股有限公司” on the heading of page 6, and in the definition of “Company” in Article 1.2 thereof, and substituting therefor “New Huo Technology Holdings Limited 新火科技控股有限公司”.

Other Specific Amendments

Article	Currently in force	Proposed to be amended as
10.1	The Company shall hold a general meeting as its annual general meeting in each year other than the year of the Company’s adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise). The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.	The Company shall hold a general meeting as its annual general meeting in each <u>financial</u> year other than the year of the Company’s adoption of these Articles, within six months after the end of the Company’s financial year <u>a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise).</u> The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.

LETTER FROM THE BOARD

Article	Currently in force	Proposed to be amended as
10.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the number of issued shares in the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the number of issued shares in the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened <u>or resolutions shall be added to the agenda of a general meeting</u> on the written requisition of any one<u>two</u> or more member(s) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office <u>of the Company</u> specifying the objects of the meeting and signed by the requisitionist(s), provided that such requisitionist(s) held as at the date of deposit of the requisition <u>in aggregate shares representing</u> not less than one-tenth of the number of issued shares voting rights, on a one vote<u>per share basis</u> in the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the number of issued shares in the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>

LETTER FROM THE BOARD

Article	Currently in force	Proposed to be amended as
12.1	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p>	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting (a) <u>every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak;</u> (b) where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) <u>or by proxy</u> shall have one vote; and (c) on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p>
12.15	<p>If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>	<p>If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its <u>proxy(ies) or</u> representative(s) at any general meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, <u>the right to speak and vote, and</u> where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>

LETTER FROM THE BOARD

Article	Currently in force	Proposed to be amended as
14.2	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following <u>first annual</u> general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting.
14.3	The Company may from time to time by Resolution of Members increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Act, the Company may by Resolution of Members elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re- election.	The Company may from time to time by Resolution of Members increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Act, the Company may by Resolution of Members elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re- election.
27.2	The Company shall at every annual general meeting 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 a Resolution of Members. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company may by Resolution of Members 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 a Resolution of Members in which case the members may appoint Auditors by a Resolution of Members. 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.	The Company shall at every annual general meeting by <u>Resolution of Members</u> 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 a Resolution of Members. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed <u>by Resolution of Members</u> provided that in respect of any particular year the Company may by Resolution of Members 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 a Resolution of Members in which case the members may appoint Auditors by a Resolution of Members. 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.

LETTER FROM THE BOARD

Article	Currently in force	Proposed to be amended as
33	Subject to the Act, the Company may at any time and from time to time by Special Resolution of Members alter or amend the Memorandum and these Articles in whole or in part, except the members may from time to time amend the Memorandum or the Articles to increase the maximum number of shares the Company is authorised to issue by Resolution of Members. The Directors shall not have the power to amend the Memorandum or the Articles.	Subject to the Act, the Company may at any time and from time to time by Special Resolution of Members alter or amend the Memorandum and these Articles in whole or in part, except the members may from time to time amend the Memorandum or the Articles to increase the maximum number of shares the Company is authorised to issue by Resolution of Members. The Directors shall not have the power to amend the Memorandum or the Articles.

Subject to and forthwith upon the Change of Company Name taking effect, the amended and restated Articles which consolidate all of the proposed amendments to the Articles will be approved, adopted and become effective as the new Articles in substitution for and to the exclusion of the existing Articles of the Company, and that any one director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as he/she may in his/her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the adoption of the amended and restated Articles and to attend to any necessary registration and/or filing for and on behalf of the Company.

Shareholders are advised that the Articles are available only in English and the Chinese translation of the amendments to the Articles provided in the notice of EGM in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

4. PROPOSED RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

In accordance with Article 14.2 of the existing articles of association of the Company, Mr. Yu will retire from office as an independent non-executive Director at the EGM, and, being eligible, will offer himself for re-election as an independent non-executive Director at the EGM. In accordance with Article 14.18 of the existing articles of association of the Company, Mr. Yu will not be subject to retirement by rotation and re-election at the next annual general meeting of the Company. Mr. Yu's directorship of the Company will be subject to the provisions on retirement by rotation and re-election pursuant to the Articles.

Biographical Details of Mr. Yu

Mr. Yu, aged 32, is the financial controller and company secretary of Boltek Holdings Limited, a company listed on the Stock Exchange (stock code: 8601) since 2018. Mr. Yu obtained a Bachelor of Business Administration (Hons) in Accounting & Finance from the Hong Kong Polytechnic University in October 2011. Mr. Yu has been admitted as a member of the Hong Kong Institute of Certified Public Accountants since July 2015. Since September 2019, Mr. Yu has been appointed as a company secretary of Global Dining Holdings Limited (formerly known as Singapore Food Holdings Limited), a company listed on the Stock Exchange (stock code: 8496).

LETTER FROM THE BOARD

Mr. Yu has entered into a letter of appointment with the Company for a term of three years with effect from 1 April 2022 which shall be terminable by either party giving to the other at least two months' prior notice in writing or shall expire at the closure of the following general meeting of the Company, whichever is earlier.

Pursuant to the letter of appointment, Mr. Yu is entitled to HK\$240,000 per annum as Director's fee, and discretionary bonus which may be determined by the Board after considering a range of factors including the performance of Mr. Yu as an independent non-executive Director, and the operating results of the Group in respect of the relevant financial year of the Company. In accordance with the Articles of the Company and the Listing Rules, Mr. Yu's directorship is subject to retirement by rotation and re-election at the Company's general meetings. The Director's fee of Mr. Yu will be reviewed annually by the Board with reference to his duties and responsibilities with the Company and the Company's remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu (i) does not hold any other positions with the Company or other members of the Group; (ii) did not hold any directorships in other public companies the securities of which are listed on any securities market in the Hong Kong Special Administrative Region of the People's Republic of China or overseas in the three years immediately preceding the Latest Practicable Date; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). Mr. Yu has confirmed that he has met the independence criteria as set out in Rule 3.13 of the Listing Rules.

5. EGM

The EGM will be convened and held at 6/F, 100 Queen's Road Central, Central, Hong Kong at 10:00 a.m. on Thursday, 13 October 2022 for the Shareholders to consider, and if thought fit, to approve (1) the proposed Change of Company Name by a special resolution, (2) the proposed amendments to the Articles by a special resolution, and (3) the proposed re-election of Mr. Yu as an independent non-executive Director by an ordinary resolution, by way of poll. The notice convening the EGM is set out on pages 14 to 16 of this circular.

A form of proxy for the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.com.hk) and the Company (www.huobitech.com). Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you so wish, and in such event, the authority of your proxy shall be deemed to be revoked.

6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed for registration of transfer of shares from Monday, 10 October 2022 to Thursday, 13 October 2022, both days inclusive, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 7 October 2022.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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: (1) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein misleading.

9. GENERAL

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM and on the Change of Company Name.

10. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that each of (1) the proposed Change of Company Name; (2) the proposed amendments to the Articles; and (3) the proposed re-election of Mr. Yu as an independent non-executive Director are in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors (including the independent non-executive Directors) recommend the Shareholders to vote in favour of the special resolutions to approve the proposed Change of Company Name and the proposed amendments to the Articles, and the ordinary resolution to approve the proposed re-election of Mr. Yu as an independent non-executive Director at the EGM as set out in the notice of EGM.

By order of the Board
HUOBI TECHNOLOGY HOLDINGS LIMITED
Wu Shupeng
Executive Director

NOTICE OF EGM



HUOBI TECHNOLOGY HOLDINGS LIMITED 火币科技控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1611)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Huobi Technology Holdings Limited (the “Company”) will be convened and held at 6/F, 100 Queen’s Road Central, Central, Hong Kong at 10:00 a.m. on Thursday, 13 October 2022 for considering and, if thought fit, passing and approving the following resolutions of the Company:

SPECIAL RESOLUTIONS

1. **“THAT** subject to and conditional upon the approval of the Registrar of Corporate Affairs in the British Virgin Islands having been obtained and the entry of the new names of the Company on the register, the English name of the Company be and is hereby changed from “Huobi Technology Holdings Limited” to “New Huo Technology Holdings Limited” and the dual foreign name in Chinese of the Company be and is hereby changed from “火币科技控股有限公司” to “新火科技控股有限公司” (the “**Change of Company Name**”) and any one director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as he or she may in his or her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”
2. **“THAT** subject to the proposed Change of Company Name becoming effective and a certificate of incorporation on change of name being issued by the Registrar of Companies in the British Virgin Islands, the proposed amendments to the Memorandum and the Articles of Association of the Company as set out in the circular of the Company dated 21 September 2022 be and are hereby approved and adopted. Any one of the directors of the Company or the company secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as he/she may in his/her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the adoption of the amended and restated Articles and to attend to any necessary registration and/or filing for and on behalf of the Company.”

NOTICE OF EGM

ORDINARY RESOLUTION

“THAT

3. to re-elect Mr. Yu Chun Kit as an independent non-executive Director.”

By order of the Board
HUOBI TECHNOLOGY HOLDINGS LIMITED
Wu Shupeng
Executive Director

Hong Kong, 21 September 2022

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the authority of your proxy shall be deemed to be revoked.
4. In case of joint holders of any share, any one of such joint holders may vote, whether in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. The resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
6. For determining the entitlement to attend and vote at the EGM, the register of members will be closed from Monday, 10 October 2022 to Thursday, 13 October 2022, both days inclusive. During this period, no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 7 October 2022.
7. If Typhoon Signal No. 8 or above, or “black” rainstorm warning is in effect any time after 8:00 a.m. and before the above time of EGM, the EGM will be postponed. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.huobitech.com) to notify shareholders of the date, time and place of the rescheduled meeting.

NOTICE OF EGM

8. To safeguard the health and safety of the Shareholders and to prevent the spreading of the coronavirus disease 2019 (“COVID-19”) pandemic, the following precautionary measures will be implemented at the EGM, without limitation:

- compulsory body temperature screening/checks;
- mandatory wearing of surgical face masks;
- appropriate distancing and spacing will be maintained and as such, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding;
- no refreshment or souvenirs will be provided at the EGM; and
- any person who does not comply with the precautionary measures to be taken at the EGM may be denied entry into the meeting venue.

For the health and safety of the Shareholders, the Company encourages the Shareholders NOT to attend the EGM in person, and advises the Shareholders to appoint the chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

As at the date of this circular, the Board comprises (1) Mr. Li Lin as a non-executive Director; (2) Mr. Wu Shupeng and Ms. Zhang Li as executive Directors; and (3) Mr. Yu Chun Kit, Mr. Yip Wai Ming and Mr. Ngai Matthew Cheuk Yin as independent non-executive Directors.