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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **YUE KAN HOLDINGS LIMITED** (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**YUE KAN HOLDINGS LIMITED****裕勤控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 2110)**

**PROPOSED CHANGE OF COMPANY NAME;  
ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (“**EGM**”) of the Company to be held at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Thursday, 8 December 2022 at 10:00 a.m. or any adjournment or postponement thereof is set out on pages 8 to 9 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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 or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment or postponement thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

**PRECAUTIONARY MEASURES FOR THE EGM**

In view of the ongoing outbreak of novel coronavirus (COVID-19), mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of our Shareholders, staff and stakeholders, the Company encourages Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM, instead of attending the EGM in person, by completing and returning the form of proxy in accordance with the instructions printed thereon.

Shareholders and other persons attending the EGM should note that, consistent with the government guidelines for the prevention and control of COVID-19, the Company will implement precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the EGM, including:

- (a) compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue;
- (b) every Shareholder or proxy is required to wear a surgical face mask throughout the meeting;
- (c) no corporate gifts will be distributed;
- (d) no refreshments or drinks will be served;
- (e) all attendees are requested to register their name and contact details at the entrance of the EGM venue. Names and contact details collected will be destroyed 31 days after the EGM; and
- (f) other safe distancing measures as appropriate.

For the safety of the attendees at the EGM, the Company reserves the right to deny entry to any person or require any person to leave the EGM venue if such person:

- (a) is having a body temperature of over 37.4 degrees Celsius;
- (b) refuses to comply with any of the above precautionary measures;
- (c) is subject to any Hong Kong Government’s prescribed quarantine; or
- (d) has any flu-like symptoms.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of spreading COVID-19.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Company”	Yue Kan Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Thursday, 8 December 2022 at 10:00 a.m. or any adjournment thereof, to consider and to approve the resolution(s) contained in the Notice of EGM which is set out on pages 8 to 9 of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	10 November 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Notice of EGM”	the notice convening the EGM set out on pages 8 to 9 of this circular
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Yue Kan Holdings Limited” to “Tian Cheng Holdings Limited” and adoption of the Chinese name of “天成控股有限公司” as its new dual foreign name to replace its existing Chinese name of “裕勤控股有限公司”
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company

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## DEFINITIONS

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“Shareholder(s)”

the holder(s) of the Share(s)

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**YUE KAN HOLDINGS LIMITED**

**裕勤控股有限公司**

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

**(Stock Code: 2110)**

*Executive Directors:*

Mr. Heung Che Kan (*Chairman*)  
Ms. Lee Ming Chu Jade  
Mr. Heung Yue Wing  
Mr. Ouyang Jianwen  
Mr. Luo Hao  
Mr. Wong Yuk

*Independent non-executive Directors:*

Mr. Chiu Tai Shing  
Mr. Wan San Fai Vincent  
Mr. Wan Wai Wing

*Registered office:*

PO Box 1350  
Windward 3  
Regatta Office Park  
Grand Cayman KY1-1108  
Cayman Islands

*Headquarters and principal place of  
business in Hong Kong:*

Rooms 2901-02, 29/F  
Saxon Tower  
7 Cheung Shun Street  
Cheung Sha Wan  
Kowloon  
Hong Kong

17 November 2022

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME;  
ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the Proposed Change of Company Name and adoption of the amended and restated memorandum and articles of association of the Company and to give you the Notice of EGM.

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## LETTER FROM THE BOARD

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

The Board of the Company proposes to change the English name of the Company from “Yue Kan Holdings Limited” to “Tian Cheng Holdings Limited” and adoption of the Chinese name of “天成控股有限公司” as its new dual foreign name to replace its existing Chinese name of “裕勤控股有限公司”.

### **Conditions of the Proposed Change of Company Name**

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

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company 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 and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands and issues a certificate of incorporation on change of name. The Company will then carry out the necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

### **Reasons for the Proposed Change of Company Name**

The Group is principally a Hong Kong-based marine construction works subcontractor specialising in reclamation works and supplemented by vessel chartering services and other civil engineering works. The outbreak of COVID-19 and the corresponding containment measures implemented by the Hong Kong Government have adversely affected the market sentiment and local economy in general as well as the Group’s business operations to a certain extent.

Going forward, the Group will continue to implement its business strategies and explore suitable business opportunities. While the Group continues to develop its existing business, it is also committed to exploring new business opportunities in other sectors in China.

The Board considers that the Proposed Change of Company Name can promote and strengthen the Company’s corporate image and enable the Group to better identify and obtain business opportunities for its future development. As such, the Board believes that the Proposed Change of Company Name is in the 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 Shareholders and the Company’s daily operations and financial position. Once the Proposed Change of Company Name becomes effective, any issue of share certificates of the Company thereafter will be in the new name of the Company and the Shares will be traded on the Stock Exchange in the new name of the Company.

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## **LETTER FROM THE BOARD**

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All existing share certificates of the Company in issue bearing the present name of the Company shall, after the Proposed Change of Company Name having become effective, continue to be evidence of title to such Shares 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.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

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

The Board proposes that amendments be made to the amended and restated memorandum and articles of association of the Company to reflect the English name of the Company being changed from “Yue Kan Holdings Limited” to “Tian Cheng Holdings Limited” and the Chinese name of “天成控股有限公司” be adopted as the Company’s new dual foreign name to replace the existing Chinese name of “裕勤控股有限公司”. Accordingly, the Board proposes to adopt new amended and restated memorandum and articles of association. Details of the Proposed Amendments are set out in Appendix I to this circular.

### **EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT**

The Notice of EGM is set out on pages 8 to 9 of this circular.

As at the Latest Practicable Date, as no Shareholders had a material interest in the Proposed Change of Company Name, no Shareholders will be required to abstain from voting on the resolution to approve the Proposed Change of Company Name.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll save that the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it 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 or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the EGM or any adjournment thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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Further announcement(s) will be made by the Company as and when appropriate to inform the Shareholders of, among other things, the poll results of the EGM, the effective date of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange.

### **RECOMMENDATIONS**

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

### **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 the information contained in this circular 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 circular misleading.

By order of the Board  
**Yue Kan Holdings Limited**  
**Heung Che Kan**  
*Chairman and Executive Director*

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**APPENDIX I                      PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

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*The following are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred herein are clauses, paragraphs and article numbers of the Amended and Restated Memorandum and Articles of Association.*

A summary of the Proposed Amendments are as follows:

*Note:* The 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 inconsistency, the English version shall prevail.

<b>Article</b>	<b>Existing Memorandum and Articles of Association</b>	<b>Amended and Restated Memorandum and Articles of Association</b>
Headings	Yue Kan Holdings Limited 裕勤控股有限公司 (as adopted by a Special Resolution passed on 12 October 2022)	Tian Cheng Holdings Limited 天成控股有限公司 (as adopted by a Special Resolution passed on 6 December 2022)
1	The name of the Company is Yue Kan Holdings Limited 裕勤控股有限公司.	The name of the Company is Tian Cheng Holdings Limited 天成控股有限公司.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### YUE KAN HOLDINGS LIMITED

### 裕勤控股有限公司

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

**(Stock Code: 2110)**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**Meeting**”) of shareholders of Yue Kan Holdings Limited (the “**Company**”) will be held at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Thursday, 8 December 2022 at 10:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

#### **SPECIAL RESOLUTIONS**

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Yue Kan Holdings Limited” to “Tian Cheng Holdings Limited”, and the Chinese name of “天成控股有限公司” be adopted and registered as the dual foreign name of the Company in place of its existing Chinese name of “裕勤控股有限公司” with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and that any one directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the change of the name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”
2. “**THAT** the amended and restated memorandum of association and amended and restated articles of association be and are hereby adopted.”

By order of the Board  
**Yue Kan Holdings Limited**  
**Heung Che Kan**  
*Chairman and Executive Director*

Hong Kong, 17 November 2022

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A member 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 at the Meeting. A proxy need not be a member of the Company.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her/its attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any Shares, any one of such persons may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The transfer books and Register of Members of the Company will be closed from Monday, 5 December 2022 to Thursday, 8 December 2022, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all 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 at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 2 December 2022.
7. A form of proxy for use by shareholders at the Meeting is enclosed.

*As at the date of this announcement, the executive Directors of the Company are Mr. Heung Che Kan (Chairman), Mr. Heung Yue Wing, Ms. Lee Ming Chu Jade, Mr. Ouyang Jianwen, Mr. Luo Hao and Mr. Wong Yuk; and the independent non-executive Directors of the Company are Mr. Chiu Tai Shing, Mr. Wan San Fai Vincent and Mr. Wan Wai Wing.*