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BRAINHOLE
TECHNOLOGY
BRAINHOLE TECHNOLOGY LIMITED
脑洞科技有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2203)

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

This announcement is made by Brainhole Technology Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 1 January 2022, the Listing Rules were amended by, among other things, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 of the Listing Rules. The board of directors (the “**Board**”) of the Company proposes to recommend that the shareholders of the Company (the “**Shareholders**”) make certain amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles**”) to (i) conform to the said core standards for shareholder protections; (ii) allow a general meeting to be held as an electronic meeting or a hybrid meeting and to provide provisions to govern the proceedings of such meeting; (iii) bring the Existing Memorandum and Articles in line with certain corporate governance requirements of the Listing Rules and the applicable law in the Cayman Islands; and (iv) incorporate various consequential and housekeeping changes (the “**Proposed Amendments**”). The Board also proposes that the Existing Memorandum and Articles as amended by the Proposed Amendments be adopted as the second amended and restated memorandum and articles of association in substitution for, and to the exclusion of, the Existing Memorandum and Articles in their entirety respectively (the “**New Memorandum and Articles**”).

The Proposed Amendments, and the adoption of the New Memorandum and Articles, shall be subject to the passing of a special resolution by the Shareholders at the forthcoming annual general meeting of the Company to be held on Wednesday, 31 May 2023 (the “AGM”). A circular containing, among other things, details of the Proposed Amendments and the proposed adoption of the New Memorandum and Articles, together with a notice convening the AGM, will be despatched to the Shareholders in due course.

By order of the Board
Brainhole Technology Limited
Zhang Liang Johnson
Chairman and Executive Director

Hong Kong, 6 April 2023

As at the date of this announcement, the Board comprises Mr. Zhang Liang Johnson and Ms. Wan Duo as executive directors and Mr. Xu Liang, Mr. Chen Johnson Xi and Ms. Zhang Yibo as independent non-executive directors.