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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker 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 **Qi-House Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Qi-House Holdings Limited **齊家控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8395)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the “**EGM**”) of Qi-House Holdings Limited (the “**Company**”) to be held at 28/F, Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong on Thursday, 22 August 2024 at 10:00 a.m. (or immediately after the annual general meeting (the “**AGM**”) of the Company to be held at 28/F, Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong on Thursday, 22 August 2024 at 9:30 a.m., whichever is later) is set out on pages 9 to 11 of this circular.

A form of proxy is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, 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 holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for a minimum period of 7 days from the date of its publication. The circular will also be published on the website of the Company at <https://qihouseholdings.com/>.

6 August 2024

CHARACTERISTICS OF GEM OF STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 28/F, Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong on Thursday, 22 August 2024 at 09:30 a.m.
“Board”	the board of Directors
“Company”	Qi-House Holdings Limited (Stock Code: 8395), an exempted company incorporated in the Cayman Islands with limited liability on 9 March 2016, the issued Shares of which are listed on GEM of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 28/F, Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong on Thursday, 22 August 2024 at 10:00 a.m. (or immediately after the AGM, whichever is later)
“Existing Memorandum and Articles of Association”	the existing amended and restated memorandum and articles of association of the Company adopted by the Company on 22 August 2023
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association set out in Appendix I to this circular

DEFINITIONS

“Proposed Change of Name”	the proposed change of English name of the Company from “Qi-House Holdings Limited” to “ZXZN Qi-House Holdings Limited” and the proposed change of Chinese name of the Company from “齊家控股有限公司” to “中顯智能齊家控股有限公司”
“Share(s)”	the ordinary share(s) of the Company with nominal value of HK\$0.01 each
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



Qi-House Holdings Limited
齊家控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8395)

Executive Directors:

Mr. Tong Tang Joseph (*Chairman*)
Mr. Tsui Wing Tak
Ms. Mary Kathleen Babington
Mr. Bian Dahai
Mr. Jiao Dejun

Independent non-Executive Directors:

Mr. Yeung Man Chung Charles
Mr. Tsang Wai Yin
Mr. Sit Hoi Wah Kenneth

Registered Office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman, KY1-1108
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

28/F, Horizon Plaza
2 Lee Wing Street
Ap Lei Chau
Hong Kong

6 August 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information on the Proposed Change of Name and the notice of extraordinary general meeting.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF NAME

The Board proposes to change the English name of the Company from “Qi-House Holdings Limited” to “ZXZN Qi-House Holdings Limited”, and change the Chinese name of the Company from “齊家控股有限公司” to “中顯智能齊家控股有限公司”, subject to the conditions of the Proposed Change of Name set out below being fulfilled.

3. REASONS FOR THE PROPOSED CHANGE OF NAME

The Group is principally engaged in the sale, distribution and rental of furniture and home accessories, distribution and licencing of intellectual property rights, the provision of styling, consulting and furniture agency services, the operation of a café. The Group continues to strategically diversify the Group’s business by setting up Hefei Qijia Supply Chain Technology Co., Ltd. (合肥齊家供應鏈技術有限公司) in the PRC in January 2024, which is principally engaged in the provision of software and information technology services. In March 2024, Hefei Qijia acquired Hefei Human Vision Technology Co., Ltd, which is principally engaged in the provision of software and information technology services, which is expected to be one of the core businesses of the Group. Hefei Human Vision Technology Co., Ltd is providing software and information technology services to Anhui Zhongxian Intelligent Robot Co., Ltd.* (安徽中顯智能機器人有限公司). Following the completion of the acquisition of 15% equity interest of Anhui Zhongxian Intelligent Robot Co., Ltd. in July 2024, the Group has been able to broaden the scope of investment and further develop the Group’s business of provision of software and information technology services. The aforementioned acquisition benefits the Group by expanding the customer base of the Group’s software and information technology services through leveraging on the business connection and experience of Anhui Zhongxian Intelligent Robot Co., Ltd. in the automation solution industry in the PRC.

With such further development and expansion of the business scope of the Group, the Board considers that adopting the new name will bring the Company a fresh corporate image and identity, ultimately benefiting the future business development of the Group, which is in the best interest of the Company and its Shareholders as a whole.

4. CONDITIONS OF THE PROPOSED CHANGE OF NAME

The Proposed Change of Name is subject to:

- (i) the passing of a special resolution by the Shareholders at the EGM approving the Proposed Change of Name; and

LETTER FROM THE BOARD

- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the above conditions, the Proposed Change of Name will become effective from the date of the issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

5. EFFECTS OF THE PROPOSED CHANGE OF NAME

The Proposed Change of Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position. All existing certificates of securities in issue bearing the present name of the Company shall, upon the Proposed Change of 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. Subject to the confirmation of 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 Name becomes effective. Once the Proposed Change of Name becomes effective, new share certificates will be issued in the new name of the Company.

Further announcement(s) will be made by the Company in relation to the effective date of the Proposed Change of Name and details about the English and Chinese stock short names of the Company as and when appropriate.

6. PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to amend and restate the Existing Memorandum and Articles of Association to reflect the Proposed Change of Name, with effect from the same time as the Proposed Change of Name takes effect.

Details of the Proposed Amendments are set out in Appendix I to this circular.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER

The register of members of the Company will be closed from Monday, 19 August 2024 to Thursday, 22 August 2024 (both days inclusive), for the purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM. In order to be entitled to attend and vote at the EGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Friday, 16 August 2024.

8. EGM AND PROXY ARRANGEMENT

The notice convening the EGM to be held at 28/F, Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong on Thursday, 22 August 2024 at 10:00 a.m. (or immediately after the AGM, whichever is later) is set out on pages 9 to 11 of this circular. The special resolution will be proposed at the EGM for the purpose of considering and if thought fit, approving, inter alia, the Proposed Change of Name.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar, 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 holding the EGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

9. VOTING AT THE EGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where 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. Accordingly, the special resolution to be considered and, if thought fit, approved at the EGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the EGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules, on the results of the EGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the special resolution to be proposed at the EGM.

LETTER FROM THE BOARD

10. RESPONSIBILITY STATEMENT

This circular, 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 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.

11. RECOMMENDATION

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

Yours faithfully,

By order of the Board

Qi-House Holdings Limited

Tong Tang Joseph

Chairman and Chief Executive Officer

APPENDIX I**PROPOSED AMENDMENTS TO THE
EXISTING MEMORANDUM AND ARTICLES**

The following are the Proposed Amendments to the Existing Memorandum and Articles of Association:

Existing provision	Proposed amendments
COVER	
AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION	<u>THIRD</u> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
QI-HOUSE HOLDINGS LIMITED 齊家控股有限公司	<u>ZXZN</u> QI-HOUSE HOLDINGS LIMITED <u>中顯智能齊家控股有限公司</u>
(Amended by Special Resolutions passed on 22 August 2023)	(Amended by Special Resolutions passed on 22 August 2023 <u>22 August 2024</u>)
AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF THE COMPANY	
AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF QI-HOUSE HOLDINGS LIMITED 齊家控股有限公司 (the “ Company ”)	<u>THIRD</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF <u>ZXZN</u> QI-HOUSE HOLDINGS LIMITED <u>中顯智能齊家控股有限公司</u> (the “ Company ”)
(Amended by Special Resolutions passed on 22 August 2023)	(Amended by Special Resolutions passed on 22 August 2023 <u>22 August 2024</u>)
1. The name of the Company is Qi-House Holdings Limited 齊家控股有限公司.	1. The name of the Company is <u>ZXZN</u> Qi-House Holdings Limited <u>中顯智能齊家控股有限公司</u> .
AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY	
AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF QI-HOUSE HOLDINGS LIMITED 齊家控股有限公司 (the “ Company ”)	<u>THIRD</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF <u>ZXZN</u> QI-HOUSE HOLDINGS LIMITED <u>中顯智能齊家控股有限公司</u> (the “ Company ”)
(Amended by Special Resolutions passed on 22 August 2023)	(Amended by Special Resolutions passed on 22 August 2023 <u>22 August 2024</u>)

NOTICE OF EXTRAORDINARY GENERAL MEETING



Qi-House Holdings Limited 齊家控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8395)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Qi-House Holdings Limited (the “**Company**”) will be held at 28/F, Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong on Thursday, 22 August 2024 at 10:00 a.m. (or immediately after the annual general meeting of the Company to be held at 28/F, Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong on Thursday, 22 August 2024 at 9:30 a.m., whichever is later) for the purposes of considering and, if thought fit, passing, with or without amendments, the following special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained by way of issue of a certificate of incorporation on change of name, (i) the English name of the Company be changed from “Qi-House Holdings Limited” to “ZXZN Qi-House Holdings Limited” and the Chinese name of the Company be changed from “齊家控股有限公司” to “中顯智能齊家控股有限公司” (the “**Proposed Change of Company Name**”), with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands; (ii) the existing amended and restated memorandum and articles of association of the Company (the “**Second Amended and Restated Memorandum and Articles of Association**”) be amended in the manner as set out in Appendix I to the circular of the Company dated 6 August 2024 (the “**Proposed Amendments**”); and (iii) the third amended and restated memorandum and articles of association of the Company (the “**Third Amended and Restated Memorandum and Articles of Association**”) incorporating and consolidating all the Proposed Amendments (copy of which has been produced to the meeting marked “**A**” and signed by chairman of the meeting for identification purpose) be approved and adopted in substitution for and to the exclusion of the Second Amended and Restated Memorandum and Articles of Association with effect from the same time as the Proposed Change

NOTICE OF EXTRAORDINARY GENERAL MEETING

of Company Name takes effect; and that the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the above proposed change of company name and the adoption of the Third Amended and Restated Memorandum and Articles of Association and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
Qi-House Holdings Limited
Tong Tang Joseph
Chairman and Chief Executive Officer

Hong Kong, 6 August 2024

Notes:

- (a) A member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and voting in person should he/she so wish. In such event, his/her form of proxy will be deemed to be revoked.
- (b) A form of proxy for the EGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, shall be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting.
- (c) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the EGM 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.
- (d) To ascertain the members’ entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 19 August 2024 to Thursday, 22 August 2024, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to be eligible to attend and vote at the EGM, all completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 16 August 2024.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (e) Members of the Company or their proxies shall produce documents of their proof of identity when attending the EGM.
- (f) If typhoon signal number 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of Company at <https://qihouseholdings.com/> and on the website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises Mr. TONG Tang Joseph, Ms. Mary Kathleen BABINGTON, Mr. TSUI Wing Tak, Mr. BIAN Dahai and Mr. Jiao Dejun as the Executive Directors, and Mr. YEUNG Man Chung Charles, Mr. TSANG Wai Yin and Mr. SIT Hoi Wah Kenneth as the Independent Non-Executive Directors.