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**Tree Holdings Limited**  
**齊家控股有限公司**

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

**PROPOSED ADOPTION OF THE NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION OF THE COMPANY**

This announcement is made by Tree Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) in relation to the proposed adoption of the new memorandum and articles of association of Company (the “**Memorandum and Articles of Association**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by The Stock Exchange of Hong Kong Limited in November 2021, the GEM Listing Rules have been amended with effect from January 1, 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the board of directors of the Company (the “**Board**”) proposes to amend the Memorandum and Articles of Association for the purposes of, among others, (i) bringing the articles of association of the Company in line with amendments made to Appendix 3 to the GEM Listing Rules and applicable laws of the Cayman Islands; (ii) providing flexibility to the Company in relation to the conduct of general meetings; and (iii) making other consequential and housekeeping changes. The Board proposes to amend the Memorandum and Articles of Association by way of adoption of the new Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The proposed adoption of the new Memorandum and Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on 22 August 2023 (the “AGM”). A circular containing, among others, details of the proposed amendments to the Memorandum and Articles of Association and a notice convening the AGM will be despatched to the Company’s shareholders as soon as practicable.

By order of the Board  
**Tree Holdings Limited**  
**TONG Tang Joseph**  
*Chairman and Chief Executive Officer*

Hong Kong, 27 June 2023

*As at the date of this announcement, the Board comprises Mr. TONG Tang Joseph, Ms. Mary Kathleen BABINGTON, Mr. TSUI Wing Tak and Mr. BIAN Dahai 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.*

*This announcement, 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 announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the Company’s website at [www.treeholdings.com](http://www.treeholdings.com).*