
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 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 Nomad Technologies Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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NOMAD TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8645)

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED ADOPTION OF
THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting (“EGM”) of the Company to be held at Room A3, 7/F, Noble Financial Center, No.1006, Fuzhongsan Road, Futian District, Shenzhen, the PRC on Friday, 17 June 2022 at 10:30 a.m. is set out in pages 24 to 26 of this circular.

A proxy form for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or the adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you wish.

This circular together with the form of proxy will remain on the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its publication. This circular will also be published on the Company’s website at www.nomad-holdings.com.

PRECAUTIONARY MEASURES FOR THE EGM

Please see page 1 of this circular for measures being taken to prevent and control the spread of the Novel Coronavirus (COVID-19) at the EGM, including:

- compulsory body temperature check
- wearing of surgical face masks
- no provision of drinks, refreshments or souvenirs

DUE TO THE CONSTANTLY EVOLVING COVID-19 PANDEMIC SITUATION, THE COMPANY MAY BE REQUIRED TO CHANGE EGM ARRANGEMENTS AT SHORT NOTICE. SHAREHOLDERS SHOULD CHECK THE COMPANY’S WEBSITE FOR FUTURE ANNOUNCEMENTS AND UPDATES ON THE EGM ARRANGEMENTS.

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

The 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.

Given that the companies listed on the GEM are generally small and mid-sized companies, there is a risk that securities traded on the 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 the GEM.

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PRECAUTIONARY MEASURES FOR THE EGM

The holding of the EGM in order to comply with the GEM Listing Rules and the Articles of Association could potentially create a significant risk in terms of the spread of the novel coronavirus disease (the “**COVID-19**”) pandemic because of large crowds coming together.

To reduce the risk of spreading the COVID-19 pandemic and for the health and safety of the attendees of the EGM, the Company wishes to remind the Shareholders and their proxies as follows:

No attendance

Those individual Shareholders who have any symptoms of an upper respiratory system disease or are under any quarantine requirements are advised not to attend the EGM in person.

Not later than 48 hours before the time of the EGM

- (i) For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the EGM by appointing the chairman of the EGM (the “**Chairman**”) as their proxy instead of attending the EGM in person. Completion and delivery of the proxy form will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof should they subsequently so wish. Shareholders may appoint the Chairman to attend and vote on their behalf by completing and depositing the forms of proxy enclosed with this circular with the Company’s branch share registrar and transfer office in Hong Kong, whose address is stated below:

Computershare Hong Kong Investor Services Limited

17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

Website: www.computershare.com/hk/contact

HK Tel: (852) 2862 8555

Fax: (852) 2865 0990

- (ii) Shareholders may send their questions in connection with the proposed resolutions stated in the Notice by post to the Company Secretary of the Company at Unit B, 13/F, Winsan Tower, 98 Thomson Road, Wanchai, Hong Kong and by email to contact@nomad-holdings.com. If considered appropriate by the Directors at their absolute discretion, the questions will be answered firstly by the Chairman or other Directors present thereat on the floor and then answered in writing to the Shareholders concerned.

At the venue of the EGM

- (i) The Company will take the body temperature of the intended attendees and refuse entry of those with a temperature of 37.1 degree Celsius or above.
- (ii) Attendees are requested to observe good personal hygiene at all times at the EGM venue and alcohol rubs or hand sanitiser will be provided for use.

PRECAUTIONARY MEASURES FOR THE EGM

- (iii) Attendees must wear face-masks throughout the EGM and sit at a distance from other attendees and those not wearing face-masks may be denied entry to the EGM venue. Please note that no masks will be provided at the EGM venue and attendees should bring and wear their own masks.

- (iv) No drinks, refreshments or souvenirs will be provided.

- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or been found to have the symptom(s) of an upper respiratory system disease or be obeying a quarantine order may be denied entry to the EGM venue at the absolute discretion of the Company as permitted by law.

DEFINITIONS

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

“Board”	the board of Directors;
“Company”	Nomad Technologies Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (Stock Code: 8645);
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at Room A3, 7/F, Noble Financial Center, No.1006, Fuzhongsan Road, Futian District, Shenzhen, the PRC on Friday, 17 June 2022 at 10:30 a.m., or any adjournment thereof, to consider and, if thought fit, approve the Proposed Change of Company Name and the proposed adoption of the New Memorandum and Articles of Association;
“Existing Memorandum and Articles of Association”	the existing amended and restated memorandum and articles of association of the Company adopted by a special resolution passed on 11 November 2019 and effective on 9 December 2019;
“GEM”	GEM operated by the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange as amended from time to time;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“New Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company proposed to be adopted at the EGM;
“PRC”	the People’s Republic of China, excluding for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Proposed Change of Company Name”	the proposed change of English name of the Company and adoption of Chinese name of the Company as described in this circular;

DEFINITIONS

“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s) from time to time; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

LETTER FROM THE BOARD

NOMAD TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8645)

Executive Directors:

Mr. Yu Decai

(Chairman of the Board and Chief Executive Officer)

Mr. Hu Mingdai

Independent Non-executive Directors:

Mr. Chen Youchun

Mr. Ng Der Sian

Ms. Zheng Li Ping

Registered Office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Unit B, 13/F, Winsan Tower

98 Thomson Road, Wanchai

Hong Kong

*Head Office and Principal Place of
Business in Malaysia:*

No. 25, 25-1 & 25-3, Jalan MH 3

Taman Muzaffar Heights

75450 Ayer Keroh

Melaka

Malaysia

1 June 2022

To the Shareholders

Dear Sir or Madam

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED ADOPTION OF
THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the EGM relating to (i) the Proposed Change of Company Name and (ii) the proposed adoption of the New Memorandum and Articles of Association, and to give you notice of the EGM.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 27 May 2022 in relation to the Proposed Change of Company Name and the proposed adoption of the New Memorandum and Articles of Association.

The Board proposes to change the existing English name of the Company from “Nomad Technologies Holdings Limited” to “Michong Metaverse (China) Holdings Group Limited” and adopt the Chinese name of “米虫元宇宙(中國)控股集團有限公司” as the dual foreign name of the Company.

Conditions of the Proposed Change of Company name

The Proposed Change of Company Name will be subject to the following conditions being fulfilled:

- (a) approval of the Shareholders by way of a special resolution at the EGM to approve the Proposed Change of Company Name; and
- (b) the Registrar of Companies in the Cayman Islands issuing a certificate of incorporation on change of 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 name in place of the former English name of the Company and the dual foreign name in Chinese of the Company on the register of companies and issues a certificate of incorporation on change of name. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Reasons for the Proposed Change of Company Name

The Company is an investment holding company and the Group is principally engaged in rendering of: (i) network support services mainly encompassing network infrastructure design and hardware installation, network management and security services; (ii) network connectivity services that focus on providing intranet and internet connectivity solutions and value-added services; and (iii) electronic commerce (“E-Commerce”).

As mentioned in the Company’s third quarterly report for the nine months ended 31 March 2022 dated 13 May 2022, the Group will allocate more resources in the markets in the PRC, explore various opportunities and expand its existing business in the PRC, including but not limited to the network connectivity services and E-Commerce. Accordingly, the Board considers that the Proposed Change of Company Name will better reflect the current status of the Company’s strategic business plan and its direction of future development.

The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s business development. As such, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company's daily business operation and financial position.

All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be effective and as documents of title to the 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. Upon the Proposed Change of Company Name becoming effective, new share certificates of the Company will be issued under the new name of the Company.

The Board intends to change the English stock short name and adopt the Chinese stock short name of the Company accordingly after the Proposed Change of Company Name becomes effective, subject to the confirmation of the Stock Exchange.

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

Reference is made to the announcement of the Company dated 27 May 2022 in relation to the Proposed Change of Company Name and the proposed adoption of the New Memorandum and Articles of Association.

The Board proposes to amend the Existing Memorandum and Articles of Association and to adopt the New Memorandum and Articles of Association in substitution for and to the exclusion of the Existing Memorandum and Articles of Association in order to, among others, (i) reflect the Proposed Change of Company Name; (ii) comply with the Core Shareholder Protection Standards as set out in Appendix 3 to the GEM Listing Rules; and (iii) comply with other relevant changes to the applicable laws of the Cayman Islands and the GEM Listing Rules.

The major areas of proposed amendments to the Existing Memorandum and Articles of Association that will be incorporated in the New Memorandum and Articles of Association are summarised below:

- (a) to change the English name of the Company from "Nomad Technologies Holdings Limited" to "Michong Metaverse (China) Holdings Group Limited" and to add "米虫元宇宙(中國)控股集團有限公司" as the dual foreign name of the Company;
- (b) to update the definition of "Companies Law" to "Companies Act";
- (c) to update the address of the registered office of the Company;
- (d) to include or modify certain defined terms such as "associate(s)" and "connected transaction" in order to align with the applicable laws of the Cayman Islands and the GEM Listing Rules;

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- (e) to specify the requirements to vary or to abrogate all or any of the special rights attached to any class of shares and the necessary quorum required for the separate general meeting;
- (f) to remove certain requirements in relation to purchases for redemption of redeemable shares;
- (g) to provide that the Directors may accept the surrender for no consideration of any fully paid share;
- (h) to clarify the situations in which the Company may close the register of shareholders of the Company (“**Shareholders**”) maintained in Hong Kong;
- (i) to provide that the Company shall in each financial year hold a general meeting as its annual general meeting and such annual general meeting shall be held within six months after the end of the Company’s financial year (or any longer period authorised by the Stock Exchange);
- (j) to clarify that an extraordinary general meeting shall be convened on the written requisition of one or more Shareholder(s) holding, as at the date of deposit of the requisition, a minority stake in the total number of issued shares, and the minimum stake required to do this shall not be higher than 10% of the voting shares (on a one vote per share basis) in the issued share capital of the Company, and that such Shareholder(s) shall be entitled to add resolutions to the agenda of the extraordinary general meeting concerned;
- (k) to clarify that the appointment, removal and remuneration of the auditors shall be deemed as an ordinary business that is transacted at a general meeting;
- (l) to provide that the chairman of a general meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands instead of by poll;
- (m) to allow every Shareholder to have the right to speak and to vote at a general meeting, except where a Shareholder is required by the GEM Listing Rules to abstain from voting to approve the matter under consideration;
- (n) to provide that a Shareholder which is a clearing house (or its nominee(s)) may appoint proxies or representatives to attend any general meeting of the Company, any meeting of any class of Shareholders or any meeting of creditors, and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders;
- (o) to clarify that any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that annual general meeting;
- (p) to clarify that the Shareholders may by ordinary resolution remove any Director (including a managing Director or other executive Directors) at any time before the expiration of his term of office;

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- (q) to clarify that the Shareholders shall by ordinary resolution appoint the auditors;
- (r) to clarify that the remuneration of the auditors shall be fixed by the Shareholders by ordinary resolution in such manner as the Shareholders may determine or by a body that is independent of the Directors;
- (s) to change the requirement for removal of the auditors by the Shareholders from special resolution to ordinary resolution;
- (t) to provide that the financial year of the Company shall be determined by the Directors and may be changed from time to time, and unless otherwise determined by the Directors, the financial year of the Company shall end on 30 June in each year; and
- (u) to make other corresponding and ancillary amendments to the Existing Memorandum and Articles of Association as deemed necessary.

Particulars of the proposed amendments to the Existing Memorandum and Articles of Association, which will be effected by the proposed adoption of the New Memorandum and Articles of Association, are set out in Appendix I to this circular. The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the EGM and the passing of the special resolution approving the Proposed Change of Company Name by the Shareholders at the EGM. If the Proposed Change of Company Name and the proposed adoption of the New Memorandum and Articles of Association are approved, the New Memorandum and Articles of Association will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name in place of the former English name of the Company and the dual foreign name in Chinese of the Company on the register of companies and issues a certificate of incorporation on change of name.

The legal advisers to the Company as to Hong Kong law have confirmed that the New Memorandum and Articles of Association conform with the requirements of the GEM Listing Rules and the legal advisers to the Company as to Cayman Islands law have confirmed that the New Memorandum and Articles of Association conform with the laws of Cayman Islands. In addition, the Company confirms that there is nothing unusual about the proposed amendments to the Existing Memorandum and Articles of Association for a company listed in Hong Kong.

The Shareholders are advised that the New Memorandum and Articles of Association are drafted in English and that there is no official Chinese translation of them. The Chinese translation of the New Memorandum and Articles of Association is provided for reference only. In the event of any inconsistency between the English version and the Chinese version, the English version shall prevail.

4. EGM

The notice of EGM is set out on pages 24 to 26 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

LETTER FROM THE BOARD

A form of proxy for the EGM is enclosed with this circular for use at the EGM and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.nomad-holdings.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM or the adjourned meeting (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 thereof should you wish.

None of the Shareholders is required to abstain from voting to approve any of the resolutions to be proposed at the EGM.

5. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting may in good faith, allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the EGM. An announcement on the poll results will be published by the Company after the EGM.

6. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 14 June 2022 (Hong Kong time) to Friday, 17 June 2022 (Hong Kong time), both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM or any adjournment thereof, all transfers documents by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 13 June 2022.

7. RECOMMENDATION

The Board considers that the resolutions set out in the notice of EGM in respect of the Proposed Change of Company Name and the proposed adoption of the New Memorandum and Articles of Association are in the best interests of the Company and its Shareholders as a whole. Accordingly the Board recommends all Shareholders to vote in favour of such resolutions to be proposed at the EGM.

8. 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

LETTER FROM THE BOARD

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.

Yours faithfully,

By Order of the Board of

Nomad Technologies Holdings Limited

Mr. Yu Decai

Executive Director, Chairman and Chief Executive Officer

The following are the proposed amendments to the Existing Memorandum and Articles of Association brought about by the adoption of the New Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs, clause numbers and Article numbers referred to herein are clauses, paragraphs, clause numbers and Article numbers of the Existing Memorandum and Articles of Association.

- (1) Replacing all references to “Nomad Technologies Holdings Limited” wherever they may appear with “Michong Metaverse (China) Holdings Group Limited 米虫元宇宙(中國)控股集團有限公司” and replacing all references to “NOMAD TECHNOLOGIES HOLDINGS LIMITED” wherever they may appear with “MICHONG METAVERSE (CHINA) HOLDINGS GROUP LIMITED 米虫元宇宙(中國)控股集團有限公司”;
- (2) Deleting the words “Companies Law” wherever they may appear and replacing them with the words “Companies Act”;

Other amendments to the existing Memorandum of Association of the Company:

Clause number	Proposed amendments (showing changes to the original clause)
(3) Clause 2	The registered office will be situate at the offices of Esteria <u>Ocorian</u> Trust (Cayman) Limited, <u>Windward 3, Regatta Office Park, PO Box 1350, Clifton House, 75 Fort Street,</u> Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.
(4) Clause 5	If the Company is registered as an exempted company as defined in the Cayman Islands Companies Law Act (as revised) of the Cayman Islands, it shall have the power, subject to the provisions of the Cayman Islands Companies Law Act (as revised) of the Cayman Islands and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.

Other amendments to the existing Articles of Association of the Company:

Article number	Proposed amendments (showing changes to the original Article)
(5) Article 1(a)	Table “A” of the Companies Law Act (as revised) <u>of the Cayman Islands</u> shall not apply to the Company.

(6) Article 1(b)

Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:

.....

Articles: means these Articles of Association in their present form and all supplementary, amended or substituted articles for the time being in force;

associate(s): shall have the meaning given to it in the Listing Rules;

.....

Clearing House: means a clearing house recognised by the laws of the jurisdiction in which the Shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;

~~Close Associate~~**close associate(s):** shall have the meaning ~~as defined given to it~~ in the Listing Rules;

Companies Law Act: means the Companies Law Act (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, ~~the~~its Memorandum of Association and/or ~~the~~these Articles of Association;

Companies Ordinance: means the Companies Ordinance, Cap. 622 of the Laws of Hong Kong as amended from time to time;

Company: means the above named company;

connected transaction: has the meaning given to it in the Listing Rules;

.....

Register: means the principal register and any branch register of Shareholders of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;

Registered Office: means the registered office of the Company for the time being as required by the Companies ~~Law~~Act;

...

Subsidiary: has the meaning ascribed to it by Section 15 of the Companies Ordinance; and

Transfer Office: means the place where the principal register of Shareholders is located for the time being.

- (7) Article 1(d) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of Shareholders representing not less than $\frac{3}{4}$ of the ~~votes cast by~~total voting rights of such Shareholders as, being entitled so to do, vote in person or by proxy, or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives, at a general meeting held in accordance with these Articles and of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- (8) Article 2 ~~To the extent that the same is permissible under Cayman Islands law and subject to Article 13, a~~ Special Resolution shall be required to alter the Memorandum of Association of the Company, to approve any amendment of the Articles or to change the name of the Company.

- (9) Article 5(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law Act, be varied or abrogated ~~either with the consent in writing of the holders of not less than $\frac{3}{4}$ in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.~~
- (10) Article 15(c) ~~Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike. The Directors may accept the surrender for no consideration of any fully paid Share.~~
- (11) Article 17(c) During the Relevant Period (except when the Register is closed), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance. The Company may close any Register maintained in Hong Kong in a manner which complies with section 632 of the Companies Ordinance.

- (12) Article 62 At all times during the Relevant Period ~~other than the year of the Company's adoption of these Articles~~, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it; ~~and not more than 15 Months~~. Each annual general meeting shall be held within six Months after the end of the Company's financial year (or such any longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere, as may be determined by the Board, and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.
- (13) Article 64 The Board may, whenever it thinks fit, convene an extraordinary general meeting. ~~Extraordinary~~ An extraordinary general meeting shall also be convened on the requisition of one or more ~~Shareholders~~ Shareholder(s) holding, at the date of deposit of the requisition, ~~not less a minority stake in the total number of issued Shares~~, and the minimum stake required to do this shall not be higher than 10% of the voting rights (on a one tenth of the paid-up vote per Share basis) in the issued share capital of the Company having the right of voting at. Such Shareholder(s) shall also be entitled to add resolutions to the agenda for the extraordinary general meetings. Such meeting concerned. Any requisition shall referred to in the second sentence of this Article must be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If, within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.
- (14) Article 67(a) All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business:

.....

(iv) the appointment, removal and remuneration of the Auditors;

.....

(15) Article 68 ~~For~~Unless otherwise specified, for all purposes the quorum for a general meeting shall be two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.

(16) Article 72 At any general meeting a resolution put to the vote of the meeting shall be decided by poll, save that the chairman of the meeting may, ~~pursuant to the Listing Rules,~~ in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, ~~in which case every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy(ies) shall have one vote, provided that where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purposes of this Article, procedural and administrative matters are those that: (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the Shareholders; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their views.~~

.....

(17) Article 79A Each Shareholder has the right to speak and vote at a general meeting, except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration. Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.

- (18) Article 92
- (a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to vote and to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.
- (b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) appoint one or more proxies or authorise such person or persons as it thinks fit to act as its representative or representatives ~~at~~ to attend any general meeting of the Company ~~or at~~ any meeting of any class of Shareholders or any meeting of creditors, and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders, 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 representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands and the right to speak.
- (19) Article 104(b)
- Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies ~~Law~~Act, the Company shall not directly or indirectly:
- (i) make a loan to a Director or a director of any Holding Company of the Company or any of their respective ~~Close Associates~~close associates;

- (ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any Holding Company of the Company or any of their respective ~~Close Associates~~close associates; or
- (iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.

(20) Article 107

.....

- (d) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his ~~Close Associate~~close associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:
 - (i) the giving of any security or indemnity either:
 - (A) to the Director or his ~~Close Associate~~close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (B) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his ~~Close Associate~~close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his ~~Close Associate~~close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries, including:
 - (A) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his ~~Close Associate~~ close associate(s) may benefit; or
 - (B) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to ~~Directors~~ the Director, his ~~Close Associates~~ close associate(s) and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his ~~Close Associate~~ close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (iv) any contract or arrangement in which the Director or his ~~Close Associate~~ close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

.....

- (f) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his ~~Close Associates~~ close associate(s) or as to the entitlement of any Director (other than the chairman of the meeting) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his ~~Close Associates~~ close associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting or his ~~Close Associates~~ close associate(s) such question shall be decided by a resolution of the Board (for which purpose such chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman or his ~~Close Associates~~ close associate(s) as known to him has not been fairly disclosed to the Board.
- (g) Each reference to close associate(s) in paragraph (d) or (f) of this Article above shall be deemed to be a reference to associate(s) where the proposal, transaction, contract or arrangement concerned is a connected transaction.

(21) Article 112

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 additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the first ~~general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following~~ annual general meeting of the Company after his appointment and shall then be eligible for re-election at such annual general meeting. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

- (22) Article 113 No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgement of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.
- (23) Article 114 The ~~Company~~Shareholders in general meeting may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.
- (24) Article 176 (a) The ~~Company~~Shareholders shall at each annual general meeting by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. ~~A No Director, or officer of the Company, or any employee of a any such Director, or officer or employee of the Company, shall not be appointed as the Auditors of the Company.~~ The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by ~~or on the authority of, the Company~~Shareholders by Ordinary Resolution in the annual general meeting except that, in any particular year the Company in general meeting such manner as the Shareholders may delegate the fixing of such remuneration to the Board determine or by a body that is independent of the Directors, and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the ~~Board~~Directors.

- (b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by ~~Special~~ Ordinary Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.

- (25) Adding the following new Article 197 after Article 196

Article 197

FINANCIAL YEAR

The Directors shall determine the financial year of the Company and may change it from time to time. Unless they determine otherwise, the financial year of the Company shall end on 30 June in each year.

Other amendments to the Existing Memorandum and Articles of Association are also proposed, including making various corresponding and ancillary amendments for clarity and consistency and other amendments which the Company deems necessary or desirable.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOMAD TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8645)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Nomad Technologies Holdings Limited (the “**Company**”) will be held at Room A3, 7/F, Noble Financial Center, No.1006, Fuzhongsan Road, Futian District, Shenzhen, the PRC on Friday, 17 June 2022 at 10:30 a.m. for the following purposes to consider and, if thought fit, pass with or without modifications or amendments, the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

1. “**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the present English name of the Company be changed from “Nomad Technologies Holdings Limited” to “Michong Metaverse (China) Holdings Group Limited” and “米虫元宇宙(中國)控股集團有限公司” be adopted as the dual foreign name of the Company with effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands; and
- (b) any one director, the secretary of the Company be and is hereby authorised on behalf of the Company to do all such acts and things and execute and deliver all such documents which he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the foregoing and to attend to any registration and/or filing in the Cayman Islands and Hong Kong for and on behalf of the Company.”

2. “**THAT:**

- (a) subject to the passing of the special resolution no. 1 as set out in this notice and the new English name and the dual foreign name in Chinese of the Company being entered in the register of companies by the Registrar of Companies in the Cayman Islands, the new amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purposes of identification) be and are hereby approved and be adopted as the new amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English

NOTICE OF EXTRAORDINARY GENERAL MEETING

name in place of the former English name of the Company and the dual foreign name in Chinese of the Company on the register of companies and issues a certificate of incorporation on change of name; and

- (b) any one director, the secretary of the Company or the registered office provider of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/she/it may, in his/her/its absolute discretion, consider necessary, desirable or expedient to effect, or in connection with, the adoption of the New Memorandum and Articles of Association and to make each registration or filing that is required in connection with the adoption of the New Memorandum and Articles of Association under the laws of Hong Kong or the Cayman Islands.”

By Order of the Board of
Nomad Technologies Holdings Limited
Mr. Yu Decai

Executive Director, Chairman and Chief Executive Officer

Hong Kong, 1 June 2022

As at the date of this notice, the Board comprises Mr. Hu Mingdai and Mr. Yu Decai as Executive Directors and Mr. Chen Youchun, Mr. Ng Der Sian and Ms. Zheng Li Ping as Independent Non-executive Directors.

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it.
2. 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 that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the EGM or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. In the case of an appointment of corporate representative by a corporate shareholder (other than a shareholder which is a Clearing House (as defined in the Company’s articles of association) (or its nominee(s))), a copy of the resolution of its directors or other governing body of the shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the shareholder’s constitutive documents and a list of directors or members of the governing body of the shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that shareholder and notarised, must be deposited at the Company’s branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the EGM or the adjourned meeting (as the case may be).

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. For determining the entitlement to attend and vote at the EGM, the Register of Members of the Company will be closed from Tuesday, 14 June 2022 to Friday, 17 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 13 June 2022.

5. References to time and dates in this notice are to Hong Kong time and dates.