

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 licensed securities dealer, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Allurefem Holding Limited (the “Company”), you should at once hand this circular and 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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ALLUREFEM HOLDING LIMITED

淨人壹方控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8305)

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

A notice convening the extraordinary general meeting (the “EGM”) of the Company to be held at Unit 1901–1905, 19/F, Delta House, 3 On Yiu Street, Shatin, New Territories, Hong Kong on Thursday, 6 February 2025 at 3:00 p.m. (or any adjournment thereof) is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend and vote at the EGM, you are requested to complete the accompanying 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. no later than Tuesday, 4 February 2025 at 3:00 p.m. (Hong Kong time)) 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 adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

15 January 2025

CHARACTERISTICS OF GEM

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 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
CHARACTERISTICS OF GEM	i
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — PROPOSED AMENDMENTS TO CURRENT MEMORANDUM AND ARTICLES OF ASSOCIATION	I-1
NOTICE OF EGM	EGM-1

DEFINITIONS

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

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Allurefem Holding Limited” to “Sheng Tang Holdings Limited” and the proposed change of the Chinese name of the Company from “泐人壹方控股有限公司” to “聖唐控股有限公司”
“Company”	Allurefem Holding Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued shares in which are listed on GEM (stock code: 8305)
“Current Memorandum and Articles of Association”	the current and third amended and restated memorandum and articles of association of the Company
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Unit 1901–1905, 19/F, Delta House, 3 On Yiu Street, Shatin, New Territories, Hong Kong on Thursday, 6 February 2025 for the purpose of considering and, if thought fit, approving, among other things, the Change of Company Name, the Proposed Amendments and the adoption of the New Memorandum and Articles of Association
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company together with its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“New Memorandum and Articles of Association”	the new and fourth amended and restated memorandum and articles of association of the Company which incorporate the Proposed Amendments

DEFINITIONS

“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the Current Memorandum and Articles of Association described in Appendix I to this circular
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) with a par value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD

ALLUREFEM HOLDING LIMITED

淨人壹方控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8305)

Executive Director:

Mr. HEUNG Chung Sum (*Chairman*)

Non-executive Directors:

Ms. HEUNG Joe Yee

Mr. LIANG Bin

Independent non-executive Directors:

Dr. IP Wai Hung

Mr. KO, Wilson Wai Shun

Mr. CHAN Chi Hang

Registered office:

c/o Ocorian Trust (Cayman) Limited

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

Headquarters and Principal Place of

Business in Hong Kong:

Room 2502, 25/F

148 Electric Road

North Point

Hong Kong

15 January 2025

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

Reference is made to the announcement of the Company dated 6 January 2025 in relation to, among other matters, the Change of Company Name, the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the EGM for the approval of (i) the Change of Company Name; and (ii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association, and to give you notice of the EGM, at which the special resolutions set out in the notice of EGM will be proposed.

LETTER FROM THE BOARD

CHANGE OF COMPANY NAME

The Board proposes that the English name of the Company be changed from “Allurefem Holding Limited” to “Sheng Tang Holdings Limited” and that the Chinese name of the Company be changed from “泐人壹方控股有限公司” to “聖唐控股有限公司”.

Conditions of the Change of Company Name

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

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (ii) the Registrar of Companies of the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will become effective on the date on which the Registrar of Companies of the Cayman Islands registers the Change of Company Name and issues a certificate of incorporation on change of name reflecting the same. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong and the Registry of Companies of the Cayman Islands.

Reasons for the Change of Company Name

The Board considers that the proposed new English name and Chinese name of the Company will provide the Company with a new corporate image which will enable the Group to better identify itself and capture potential business opportunities for its future development. Accordingly, the Board is of the view that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders and the trading of the Shares on the Stock Exchange. After the Change of Company Name has become effective, any new share certificates of the Company will bear the new English and Chinese names of the Company. All existing share certificates of the Company which bear the current English and Chinese names of the Company will, after the Change of Company Name has become effective, continue to be valid evidence 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 any existing share certificates of the Company for new share certificates which bear the new English and Chinese names of the Company.

LETTER FROM THE BOARD

Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed after the Change of Company Name has become effective.

The Company will make further announcement(s) to inform the Shareholders of the poll results of the EGM, the effective date of the Change of Company Name, the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange and any other relevant changes as and when appropriate.

PROPOSED AMENDMENTS TO CURRENT MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated 6 January 2025, the Board proposes to seek the approval of the Shareholders at the EGM, by way of a special resolution, for the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.

Pursuant to Rule 17.50(1) of the GEM Listing Rules, the legal advisers to the Company as to the laws of Hong Kong have confirmed that the Proposed Amendments and the New Memorandum and Articles of Association comply with the requirements of the GEM Listing Rules, and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments and the New Memorandum and Articles of Association conform to the laws of the Cayman Islands. The Company has confirmed that there is nothing unusual about the Proposed Amendments.

The Proposed Amendments are described in Appendix I to this circular. The Proposed Amendments and the adoption of the New Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM. Subject to the passing of the relevant special resolution at the EGM, the New Memorandum and Articles of Association will be adopted with effect from the date on which the Change of Company Name becomes effective.

Shareholders are advised that the Chinese translation of the Proposed Amendments provided in Appendix I to this circular is for reference only. In the event of any inconsistency between the English version of the Proposed Amendments and the Chinese translation of them, the English version shall prevail.

LETTER FROM THE BOARD

EGM

A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. The EGM will be convened at Unit 1901–1905, 19/F, Delta House, 3 On Yiu Street, Shatin, New Territories, Hong Kong on Thursday, 6 February 2025 at 3:00 p.m. for the purposes of, considering and, if thought fit, approving (i) the Change of Company Name; and (ii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. no later than Tuesday, 4 February 2025 at 3:00 p.m. (Hong Kong time)) or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders are required to abstain from voting on the special resolutions 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 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 that there are no other matters the omission of which would make any statement herein or this circular misleading.

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 Monday, 3 February 2025 to Thursday, 6 February 2025, both dates inclusive, during which period no transfer of Shares will be effected and registered. In order to be eligible to attend and vote at the EGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates are lodged with 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, for registration not later than 4:30 p.m. on Tuesday, 28 January 2025.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that (i) the Change of Company Name; and (ii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders to vote in favor of the relevant resolutions to be proposed at the EGM.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular.

Yours faithfully
By order of the Board
Allurefem Holding Limited
Heung Chung Sum
Chairman and Executive Director

APPENDIX I PROPOSED AMENDMENTS TO CURRENT MEMORANDUM AND ARTICLES OF ASSOCIATION
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The adoption of the New Memorandum and Articles of Association will effect the following amendments to the Current Memorandum and Articles of Association:

- (i) the replacement of each reference to the Company's current English name ("**Allurefem Holding Limited**") with a reference to its new English name ("**Sheng Tang Holdings Limited**");
- (ii) the replacement of each reference to the Company's current Chinese name ("滙人壹方控股有限公司") with a reference to its new Chinese name ("聖唐控股有限公司"); and
- (iii) the replacement of the parenthesis "(formerly known as Tong Kee (Holding) Limited 棠記(控股)有限公司)" with the parenthesis "(formerly known as Allurefem Holding Limited 滙人壹方控股有限公司)" on each relevant page.

The Chinese translation of the above description provided in this appendix is for reference only. In the event of any inconsistency between the above description and the Chinese translation of it, the above description will prevail.

NOTICE OF EGM

ALLUREFEM HOLDING LIMITED

淨人壹方控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8305)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Allurefem Holding Limited (the “Company”) will be held at Unit 1901–1905, 19/F, Delta House, 3 On Yiu Street, Shatin, New Territories, Hong Kong on Thursday, 6 February 2025 at 3:00 p.m. (or any adjournment thereof) for the following purposes:

SPECIAL RESOLUTIONS

To consider and, if thought fit, passing, with or without amendments, the following resolutions as special resolutions:

1. “**THAT:**
 - (a) subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands, the English name of the Company be and is hereby changed from “Allurefem Holding Limited” to “Sheng Tang Holdings Limited” and the Chinese name of the Company be and is hereby changed from “淨人壹方控股有限公司” to “聖唐控股有限公司” (the “**Change of Company Name**”);
 - (b) the Company’s registered office provider be and is hereby authorised and instructed to make each filing with the Registrar of Companies of the Cayman Islands that is necessary in connection with the Change of Company Name; and
 - (c) any director or officer of the Company be and is hereby authorised to make (or cause to be made) any filing or submission which may be necessary or desirable under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in connection with this resolution and to do (or cause to be done) any other act or thing, and to execute (under hand or seal) and deliver on behalf of the Company any document, which that director or officer considers to be necessary or desirable in connection with this resolution.”

NOTICE OF EGM

2. “**THAT**, subject to and conditional upon the Change of Company Name becoming effective:
- (a) the proposed amendments to the current and third amended and restated memorandum and articles of association of the Company (the “**Current Memorandum and Articles of Association**”) described in Appendix I to the circular of the Company dated 15 January 2025 (the “**Proposed Amendments**”), be and are hereby approved;
 - (b) the proposed new and fourth amended and restated memorandum and articles of association of the Company which incorporate the Proposed Amendments, copies of which have been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purposes of identification, be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Current Memorandum and Articles of Association;
 - (c) the Company’s registered office provider be and is hereby authorised and instructed to make each filing with the Registrar of Companies of the Cayman Islands that is necessary in connection with this resolution; and
 - (d) any director or officer of the Company be and is hereby authorised to make (or cause to be made) any filing or submission which may be necessary or desirable under the GEM Listing Rules in connection with this resolution and to do (or cause to be done) any other act or thing, and to execute (under hand or seal) and deliver on behalf of the Company any document, which that director or officer considers to be necessary or desirable in connection with this resolution.”

By order of the Board
Allurefem Holding Limited
Heung Chung Sum
Chairman and Executive Director

Hong Kong, 15 January 2025

NOTICE OF EGM

Notes:

1. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to Rule 17.47(4) of the GEM Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company (the “**Shareholders**”, and each a “**Shareholder**”) entitled to attend and vote at the EGM convened by this notice is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Shareholder. A Shareholder who holds two or more shares in the Company (“**Shares**”) may appoint more than one proxy to represent him and to attend the EGM and vote at it on his behalf. If more than one proxy is so appointed, the number of Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.
3. 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 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, not less than 48 hours before the time appointed for holding the EGM (i.e. no later than Tuesday, 4 February 2025 at 3:00 p.m. (Hong Kong time)) or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. No instrument appointing a proxy shall be valid after the expiration of a period of 12 months from the date stated in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the EGM or any adjournment thereof where the EGM was originally held within a period of 12 months from such date.
5. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 3 February 2025 to Thursday, 6 February 2025, both dates inclusive, during which period no transfer of Shares will be effected and registered. In order to be eligible to attend and vote at the EGM, unregistered holders of Shares shall ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with 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 for registration not later than 4:30 p.m. on Tuesday, 28 January 2025.
6. If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 12:00 p.m. on Thursday, 6 February 2025, the EGM will be postponed and a further announcement with respect to alternative meeting arrangements will be made. The EGM will be held as scheduled if tropical cyclone warning signal no. 3 or below is hoisted or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you will attend the EGM in bad weather conditions. If you choose to do so, you are advised to exercise care and caution.