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Futong Technology Development Holdings Limited

富通科技發展控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 465)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Futong Technology Development Holdings Limited (the “**Company**”) will be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 3:00 p.m. on 16 May 2019 (Thursday), for the following purposes:

1. To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of directors and auditors for the year ended 31 December 2018.
2. To approve the recommended final dividend of HK2.2 cents per share for the year ended 31 December 2018.
3. To consider the re-election of the retiring Directors, each as separate resolution, and to authorise the board (“**Board**”) of Directors to fix the remuneration of the Directors.
4. To re-appoint BDO Limited as the Company’s auditors and authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, to pass with or without amendments the following ordinary resolutions:

ORDINARY RESOLUTIONS

5. “**THAT**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements, options and warrants which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution number 5 set out in this notice of annual general meeting (“**Resolution 5**”) shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution 5, otherwise than pursuant to, (i) a Rights Issue (as hereinafter defined), (ii) any option scheme or similar arrangement for the time being adopted for grant or issue to officers and/or employees of the Company and/ or any of its subsidiaries of the Shares or rights to acquire the Shares, or (iii) any scrip dividend or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed twenty per cent (20%) of the aggregate number of Shares in issue at the date of passing this Resolution 5, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution 5:

“**Relevant Period**” means the period from the passing of this Resolution 5 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this Resolution 5 by the passing of an ordinary resolution by the shareholders in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of the Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

6. **“THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed ten per cent (10%) of the aggregate number of Shares in issue at the date of passing this resolution number 6 set out in this notice of annual general meeting (“**Resolution 6**”) and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution 6:

“**Relevant Period**” means the period from the passing of this Resolution 6 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this Resolution 6 by the passing of an ordinary resolution by the shareholders in general meeting.”

7. “**THAT** subject to the passing of Resolution 5 and Resolution 6, the general mandate referred to in Resolution 5 above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate number of Shares repurchased by the Company pursuant to the general mandate referred to in Resolution 6 above provided that such number of Shares shall not exceed ten per cent (10%) of the number of Shares in issue at the date of passing this resolution number 7.”
8. “**THAT** with effect from the close of business of the day on which this resolution is passed, the existing share option scheme adopted by the Company on 11 November 2009 be and is hereby terminated and cease to have any further effect and the rules of the new share option scheme (“**New Share Option Scheme**”), a copy of which having been produced to the meeting marked “A” and signed by the Chairman for the purpose of identification, be and are hereby approved and adopted to be the share option scheme of the Company and that the directors of the Company be and are hereby authorised to approve any amendments to the rules of the New Share Option Scheme as may be acceptable or not objected to by the Stock Exchange, and at their absolute discretion to grant options to subscribe for shares of the Company thereunder and to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the New Share Option Scheme and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the New Share Option Scheme.”

By order of the Board
Futong Technology Development Holdings Limited
Chen Jian
Chairman

Hong Kong, 11 April 2019

Principal place of business in Hong Kong:

Rooms 2406-2412, 24th Floor

Sun Hung Kai Centre

30 Harbour Road

Wanchai

Hong Kong

Notes:

- (1) Any member of the Company entitled to attend and vote at the AGM of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to represent and vote on his/her behalf at the AGM of the Company or at a class meeting. A proxy need not be a member of the Company. On poll, votes may be given either personally or by proxy.

- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer, or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorized.
- (3) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. by 3:00 p.m. on 14 May 2019) or adjourned meeting (as the case may be).
- (4) Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the AGM convened, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) A form of proxy for use at the AGM is enclosed.
- (6) Where there are joint registered holders of any Share in the Company, any one of such holders may vote at the AGM either personally or by proxy in respect of such Shares as if he/she were solely entitled thereto; but if more than one such joint holders be present at the AGM or any adjournment thereof 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.
- (7) The voting on the above resolutions at the AGM will be conducted by way of poll.
- (8) For the purpose of determining members who are qualified for the proposed final dividend, conditional on the passing of resolution number 2 above, the register of members of the Company will be closed from Thursday, 23 May 2019 to Monday, 27 May 2019, both dates inclusive, during which no transfer of share will be effected. In order to qualify for the proposed final dividend, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong at the address started in note (3) above not later than 4:30p.m. on Wednesday, 22 May 2019 for registration.
- (9) With reference to resolution number 3 above, Mr. Chow Siu Lui, Mr. Yuan Bo and Mr. Yao Yun will retire. Mr. Chow Siu Lui and Mr. Yao Yun will retire and, being eligible, offer themselves for re-election at the AGM. Details of the above-mentioned Directors are set out in the circular of the Company dated 11 April 2019.
- (10) With reference to Resolution 5, Resolution 6 and resolution number 7 above, the Directors wish to state that they have no immediate plans to issue any new Shares or warrants or to repurchase any existing Shares pursuant to the relevant mandates.

As at the date of this announcement, the executive Directors are Mr. CHEN Jian and Ms. CHEN Jing; and the independent non-executive Directors are Mr. YUAN Bo, Mr. CHOW Sin Lui, Mr. LO Kwok Kwei David and Mr. YAO Yun.