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If you have sold or transferred all your shares in Futong Technology Development Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



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)**

GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 3:00 p.m. on 22 May 2020 (Friday) is set out on pages 13 to 17 of this circular. Whether or not you are able to attend the annual general meeting, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting (i.e. by 3:00 p.m. (Hong Kong time) on 20 May 2020) or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting (as the case may be) should you so wish.

All times and dates specified herein refer to Hong Kong local times and dates.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 18 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the Annual General Meeting, including:

- **compulsory body temperature checks and health declarations**
- **recommended wearing of a surgical face mask for each attendee**
- **no distribution of corporate gift or refreshment**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I — Explanatory Statement to the Repurchase Mandate	7
Appendix II — Details of the Directors proposed to be re-elected at the AGM	11
Notice of AGM	13
Precautionary Measures for the AGM	18

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 3:00 p.m. on 22 May 2020 (Friday), the notice of which is set out on pages 13 to 17 of this circular, and any adjournment thereof
“Annual Report”	the annual report of the Company which comprises, inter alia, the Directors’ report, the auditor’s report and the financial statements of the Company for the year ended 31 December 2019
“Articles of Association” or “Article(s)”	the articles of association of the Company, as may be amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it in the Listing Rules
“Company”	Futong Technology Development Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of Shares in issue as at the date of the AGM and to extend the general mandate to allot and issue further Shares (if any) which may have been repurchased under the Repurchase Mandate
“Latest Practicable Date”	14 April 2020, the latest practicable date prior to the printing of this circular for inclusion of certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors which would empower the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of the AGM
“SFO”	Securities and Futures Ordinance (Cap.571) of the Laws of Hong Kong
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Director:

Mr. Chen Jian (*Chairman*)

Non-executive Director:

Ms. Chen Jing

Independent Non-executive Directors:

Mr. Chow Siu Lui

Mr. Lo Kwok Kwei David

Mr. Yao Yun

Registered Office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Headquarter and principal place
of business in the PRC:*

Units B1901 on level 19 and B2001

on level 20 of Tower B

Chaowaimen Office Center

No. 26 Chaowai Street

Chaoyang District

Beijing, the PRC

*Principal place of business
in Hong Kong:*

Rooms 2406-2412, 24th Floor

Sun Hung Kai Centre

30 Harbour Road

Wanchai

Hong Kong

17 April 2020

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE NEW SHARES AND
TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This circular provides you with information relating to proposals for the grant of the Issue Mandate, Repurchase Mandate, the re-election of Directors and the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

Pursuant to the resolutions passed by the Shareholders on 16 May 2019, general mandates were granted to the Directors to exercise the power of the Company to allot and issue further Shares and to repurchase Shares. Such mandates will lapse upon the conclusion of the AGM (unless previously revoked or varied by ordinary resolutions of the Shareholders). At the AGM, ordinary resolutions will be proposed to seek the approval of the Shareholders to grant to the Directors general mandates to:

- (i) allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of Shares in issue as at the date of the AGM and to extend the general mandate to allot and issue further Shares up to the aggregate number of the Shares (if any) which may have been repurchased by the Company pursuant to the mandate referred to in (ii) below; and
- (ii) repurchase Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of the AGM.

As at the Latest Practicable Date, a total of 311,250,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 62,250,000 Shares.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

According to article 105 of the Articles of Association, not less than one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company. Any Director who retires under this article shall then be eligible for re-election as Director. Ms. Chen Jing and Mr. Lo Kwok Kwei David will retire as Directors and, being eligible, offer themselves for re-election as Directors at the AGM.

Pursuant to the Listing Rules, details of the aforesaid Directors are set out in Appendix II to this circular.

AGM

At the AGM, ordinary resolutions will be proposed for the Shareholders to consider and, if thought fit, approve, among other matters, the granting of the Issue Mandate, the Repurchase Mandate and the re-election of Directors.

The notice convening the AGM to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 3:00 p.m. on 22 May 2020 (Friday) is set out on pages 13 to 17 of this circular.

LETTER FROM THE BOARD

Whether or not you are able to attend the AGM, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. by 3:00 p.m. on 20 May 2020) or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, a resolution put to the vote of a general meeting shall be decided by poll. An announcement on the results of the poll will be published on the websites of the Company and the Stock Exchange after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

No Shareholder is required to abstain from voting with respect to each of the resolutions put to vote at the AGM.

RECOMMENDATION

The Directors believe that the proposals for the grant of the Issue Mandate, the Repurchase Mandate and the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to approve the above matters to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

The Company's register of members will be closed during the following periods:

To determine the identity of Shareholders who are entitled to attend and vote at the AGM

Latest time for lodging transfers	:	4:30 p.m. on Friday, 15 May 2020
Closure of register of members	:	Monday, 18 May 2020 to Friday, 22 May 2020 (both dates inclusive)
Record date	:	Friday, 22 May 2020
Date of the AGM	:	Friday, 22 May 2020

No transfer of Shares will be registered during the above periods when the Company's register of members is closed.

In order to be eligible for attending and voting at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than the latest time for lodging transfers as stated above.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board of
Futong Technology Development Holdings Limited
Chen Jian
Chairman

This appendix serves as an explanatory statement as required by the Listing Rules to provide the requisite information to you for your consideration of the proposal to permit the granting to the Directors of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of the issue shares of the Company was 311,250,000 Shares. Subject to the passing of the relevant ordinary resolution at the AGM and assuming that no further Shares are issued and repurchased by the Company prior to date of the AGM, the Directors will be authorised to repurchase up to 31,125,000 Shares pursuant to the Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole at the relevant time having regard to the circumstances then prevailing.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and all applicable laws. It is envisaged that the funds required for any repurchases would be derived from the distributable profits of the Company.

The Repurchase Mandate, if exercised in full, may have a material adverse effect on the working capital or gearing position of the Company as compared with the position disclosed in the Company's most recent published audited accounts. The Directors, however, do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates currently intends to sell any Shares to the Company under the Repurchase Mandate in the event that it is granted by the Shareholders at the AGM.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or that he/she/it has undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is granted by the Shareholders at the AGM.

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve calendar months immediately preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2019	0.860	0.810
May 2019	0.860	0.770
June 2019	0.850	0.800
July 2019	0.860	0.710
August 2019	0.780	0.600
September 2019	0.660	0.550
October 2019	0.720	0.550
November 2019	0.690	0.520
December 2019	0.690	0.660
January 2020	0.680	0.475
February 2020	0.630	0.445
March 2020	0.560	0.400
April 2020 (up to and including the Latest Practicable Date)	0.580	0.450

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association so far as the same may be applicable.

7. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase the Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following persons were interested in 5% or more of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the interest of such persons will be increased to approximately the percentage set out in the last column as follows:

Name	Capacity/nature of interest	Number of issued Shares held	Approximate percentage of the Company's issued share (%)	Approximate percentage of the Company's issued share if Repurchase Mandate is exercised in full (%) (Note 1)
Mr. Chen Jian (Notes 2, 3, 5, 6 and 7)	Interest in controlled corporation/ beneficial owner	215,708,000	69.30	77.00
Ms. Zhang Xin (Note 4)	Interest of spouse	215,708,000	69.30	77.00
China Group Associates Limited (Note 5)	Beneficial owner	153,947,250	49.46	54.96
Rich China Investments And Trading Ltd. (Note 6)	Beneficial owner	28,421,100	9.13	10.15
Li Xiaoyong	Beneficial owner	26,440,000	8.49	9.44
Rich World Development Ltd. (Note 7)	Beneficial owner	21,435,100	6.89	7.65

Notes:

1. Assuming no repurchase of any of the Shares held by the abovementioned Shareholders.
2. 153,947,250 of these Shares are held by China Group Associates Limited, the entire issued share capital of which is wholly and beneficially owned by Mr. Chen Jian. By virtue of the SFO, Mr. Chen Jian is deemed to be interested in the Shares held by China Group Associates Limited. 28,421,100 of these Shares are held by Rich China Investments And Trading Ltd., the entire issued share capital of which is wholly and beneficially owned by Mr. Chen Jian. By virtue of the SFO, Mr. Chen Jian is deemed to be interested in the Shares held by Rich China Investments And Trading Ltd.. 21,435,100 of these Shares are held by Rich World Development Ltd., the entire issued share capital of which is wholly and beneficially owned by Mr. Chen Jian. By virtue of the SFO, Mr. Chen Jian is deemed to be interested in the Shares held by Rich World Development Ltd.. 10,710,550 of these Shares are held by Long Joy Group Limited, the entire issued share capital of which is wholly and beneficially owned by Mr. Chen Jian. By virtue of the SFO, Mr. Chen Jian is deemed to be interested in the shares held by Long Joy Group Limited.
3. 1,194,000 shares of the Company are held by Mr. Chen Jian in his personal interest.
4. Ms. Zhang Xin is the spouse of Mr. Chen Jian. Under the SFO, Ms. Zhang Xin is taken to be interested in the same number of Shares in which Mr. Chen Jian is interested.
5. China Group Associates Limited is a company incorporated in the British Virgin Islands with limited liability which is wholly and beneficially owned by Mr. Chen Jian. Mr. Chen Jian is the sole director of China Group Associates Limited.
6. Rich China Investments And Trading Ltd. is a company incorporated in the British Virgin Islands with limited liability which is wholly and beneficially owned by Mr. Chen Jian. Mr. Chen Jian is the sole director of Rich China Investments And Trading Ltd..
7. Rich World Development Ltd. is a company incorporated in the British Virgin Islands with limited liability which is wholly and beneficially owned by Mr. Chen Jian. Mr. Chen Jian is the sole director of Rich World Development Ltd..

Based on the foregoing, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. The Directors have no present intention to exercise the power to repurchase Shares to the extent that the aggregate amount of the share capital of the Company in public hands would be reduced to less than 25%.

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

NON-EXECUTIVE DIRECTOR

Ms. Chen Jing, aged 51, joined the Group in 2005. She has been re-designed as non-executive Director of the Company with effect from 1 November 2019. She was an executive Director of the Company from April 2017 until October 2019. Ms. Chen is the director of all subsidiaries of the Company. She graduated from 北京聯合大學 (Beijing Union University) with a bachelor degree majoring in mechanical engineering.

Ms. Chen has entered into a service agreement with the Company for an initial term of one year with effect from 1 November 2019 renewable automatically for successive term of one year each commencing from the next day after the expiry of the then current term of the appointment unless terminated by not less than three months' notice in writing served by either party expiring at the end of the initial term or at any time thereafter and the appointment is subject to retirement by rotation and/or re-election in accordance with the articles of association of the Company. Ms. Chen is entitled to an annual Director's fee of HK\$288,000 which is determined by the Board with reference to her duties and responsibilities, prevailing market practice and contributions to the Company.

As at the Latest Practicable Date, Ms. Chen held, within the meaning of Part XV of the SFO, 1,238,000 Shares of the Company and 1,400,000 share options granted under the share option scheme of the Company adopted on 11 November 2009.

Ms. Chen does not hold any directorship in any other listed companies in Hong Kong or overseas in the last three years. Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Lo Kwok Kwei David, aged 60, was appointed as an independent non-executive director on 5 February 2018, is a partner of a law firm in Hong Kong and has been practising as a solicitor in Hong Kong for over 30 years. Mr. Lo holds the degrees of Bachelor of Laws and Bachelor of Jurisprudence from the University of New South Wales, Australia. He was admitted as a solicitor of the Supreme Court of New South Wales, Australia in 1984. Mr. Lo has been a member of The Law Society of Hong Kong since 1987. Mr. Lo is currently an independent non-executive director of each of eSun Holdings Limited (stock code: 00571) and Man Yue Technology Holdings Limited (stock code: 00894). In addition, he was an independent non-executive director of ENM Holdings Limited (stock code: 00128) from June 2010 to June 2016. All the above companies are listed on The Stock Exchange of Hong Kong Limited.

Pursuant to the terms of appointment, Mr. Lo is appointed for an initial term of one year with effect from 5 February 2018 renewable automatically for successive term of one year each commencing from the next day after the expiry of the then current term of the appointment unless terminated by not less than three months' notice in writing served by either party expiring at the end of the initial term or at any time thereafter and the appointment is subject to retirement by rotation and/or reelection at the Company's annual general meeting in accordance with the Articles of Association. Mr. Lo is entitled to an annual Director's fee of HK\$288,000 which is determined by the Board with reference to his duties and responsibilities, prevailing market practice and contributions to the Company.

As at the Latest Practicable Date, Mr. Lo had no interest in Shares of the Company within the meaning of Part XV of the SFO.

Mr. Lo (i) has no relationship with any Director, senior management or substantial or controlling Shareholder of the Company; and (ii) save as disclosed above, has not held any directorship in other listed public companies in Hong Kong or overseas in the last three years; and there is no other information that should be disclosed under Rule 13.51(2) of the Listing Rules, nor any other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF AGM



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 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 22 May 2020 (Friday), 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 2019.
2. 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.
3. To re-appoint BDO Limited as the Company’s auditors and authorise the Board to fix their remuneration.

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

ORDINARY RESOLUTIONS

4. “**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 4 set out in this notice of annual general meeting (“**Resolution 4**”) 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;

NOTICE OF AGM

- (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 4, 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 4, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution 4:

“**Relevant Period**” means the period from the passing of this Resolution 4 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 4 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).”

NOTICE OF AGM

5. “**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 5 set out in this notice of annual general meeting (“**Resolution 5**”) and the said approval shall be limited accordingly; and
- (c) 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.”

NOTICE OF AGM

6. “**THAT** subject to the passing of Resolution 4 and Resolution 5, the general mandate referred to in Resolution 4 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 5 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 6.”

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

Hong Kong, 17 April 2020

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 54, 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. (Hong Kong time) on 20 May 2020) 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.

NOTICE OF AGM

- (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) With reference to resolution number 2 above, Ms. Chen Jing and Mr. Lo Kwok Kwei David will retire. All of them 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 17 April 2020.
- (9) With reference to Resolution 4, Resolution 5 and resolution number 6 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 Notice, the executive Director is Mr. Chen Jian, the non-executive Director is Ms. Chen Jing; and the independent non-executive Directors are Mr. Chow Siu Lui, Mr. Lo Kwok Kwei David and Mr. Yao Yun.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.
- (iv) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the Annual General Meeting; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on their behalf in respect of the resolution(s) to be proposed at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong or to our email at contact@futong.com.hk in advance of the Annual General Meeting.

If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's branch share registrar and transfer office as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185