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**Feiyu Technology International Company Ltd.**

**飛魚科技國際有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1022)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of Feiyu Technology International Company Ltd. (the “**Company**”) will be held at Meeting Room, 3/F, Block 2, NO.14 Wanghai Road, Ruanjian Yuan Two, Siming District, Xiamen, Fujian Province, the People’s Republic of China on Wednesday, 27 May 2020 at 3:00 p.m., to transact the following ordinary businesses and for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company:

### **As ordinary business**

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”, each a “**Director**”) and of the independent auditors for the year ended 31 December 2019.
2. To re-elect Mr. BI Lin as executive Director.
3. To re-elect Mr. LAI Xiaoling as independent non-executive Director.
4. To re-elect Mr. MA Suen Yee Andrew as independent non-executive Director.
5. To authorise the board of Directors to fix the respective Directors’ remuneration.
6. To re-appoint Ernst & Young as auditors and to authorise the board of Directors to fix their remuneration.

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

7. “**THAT:**

- (a) subject to paragraph 7(b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the

Relevant Period (as defined below) the power of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, rules and regulations;

- (b) the aggregate number of shares of the Company to be purchased pursuant to the mandate in paragraph 7(a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by passing of an ordinary resolution of the shareholders of the Company in general meeting.”

8. “**THAT:**

- (a) subject to paragraph 8(c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to exercise the power of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares of the Company, or option, restricted share units, warrants or similar rights to subscribe for any shares of the Company and to make or grant offers, agreements, options and restricted share units which might require the exercise of such powers;
- (b) the mandate in paragraph 8(a) above shall authorise the directors of the Company to make or grant offers, agreements, options and restricted share units during the Relevant Period (as defined below) which would or might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate number of shares to be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph 8(a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under the post-IPO share option scheme of the Company or similar arrangement;

- (iii) vesting of restricted share units which may be granted under the restricted share unit plan II of the Company or similar arrangement;
- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company or in force from time to time; or
- (v) the exercise of rights of subscription or conversion under the term, of any warrants of the Company or any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company,

shall not exceed 20% of the aggregate number of issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by passing of an ordinary resolution of the shareholders of the Company in general meeting.

**“Rights Issue”** means an offer of shares or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company 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 exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

- 9. **“THAT** conditional upon the passing of resolutions numbered 7 and 8 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution numbered 8 of the Notice be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares repurchased by the Company pursuant to the mandate referred to in resolution

numbered 7 of the Notice, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution.”

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

10. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors (the **“Directors”**) of the Company during the Applicable Period (as defined below) of all the powers of the Company to allot and issue shares of the Company (**“Shares”**), procure the transfer of Shares and otherwise deal with Shares pursuant to the vesting of any restricted share units (each an **“RSU”**) granted or to be granted pursuant to the Company’s restricted share unit plan II (the **“RSU Plan II”**) adopted by the shareholders of the Company on 28 May 2018 as and when such RSUs vest be and is hereby approved;
- (b) the maximum number of new Shares that may underlie awards of RSUs granted or to be granted by the Directors pursuant to the approval in paragraph (a) of this resolution (excluding RSUs that have lapsed or been cancelled in accordance with the rules of the RSU Plan II) be 45,000,000 Shares; and
- (c) for the purpose of this resolution:

**“Applicable Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by passing of an ordinary resolution of the shareholders of the Company in general meeting.

By Order of the Board  
**Feiyu Technology International Company Ltd.**  
**Yao Jianjun**  
*Chairman, Chief Executive Officer and*  
*Executive Director*

Hong Kong, 20 April 2020

*Registered Office:*  
Cricket Square,  
Hutchins Drive,  
P.O. Box 2681,  
Grand Cayman, KY1-1111,  
Cayman Islands

*Headquarters in the PRC:*  
Floor 2, Block 2,  
No. 14 Wanghai Road,  
Ruanjian Yuan Two,  
Siming District, Xiamen,  
Fujian Province, the PRC

*Principal place of  
business in Hong Kong:*  
17/F, Winsan Tower,  
98 Thomson Road,  
Wanchai, Hong Kong

*Notes:*

1. All resolutions (except for procedural and administrative matters) at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
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 the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining qualification of members to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 22 May 2020 to Wednesday, 27 May 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be qualify as members to attend and vote at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 21 May 2020.

*As at the date of this notice, the board of Directors comprises Messrs. YAO Jianjun, CHEN Jianyu, BI Lin, LIN Jiabin and LIN Zhibin as executive Directors; and Ms. LIU Qianli, and Messrs. LAI Xiaoling and MA Suen Yee Andrew as independent non-executive Directors.*