
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 a 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 FingerTango Inc., 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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FingerTango Inc.

指尖悅動控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6860)

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

A notice convening the Annual General Meeting of FingerTango Inc. to be held at 3/F, Huixin Building, No. 1132 Zhongshan Avenue West, Tianhe District, Guangzhou, PRC on Wednesday, 10 June 2020 at 10:30 a.m., at which, among other things, the above proposals will be considered and approved, as set out on pages 13 to 15 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, 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 of the meeting (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting (or any adjournment thereof) should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Practical measures will be taken to try to avoid the spread of COVID-19 at the Annual General Meeting, including:

- Compulsory temperature checks and health declarations for all attendees, including Directors and Shareholders
- Prohibition from attendance at the Annual General Meeting if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the Annual General Meeting
- Compulsory wearing of surgical face masks throughout the Annual General Meeting
- Maintaining proper distance between seats
- No refreshments will be served at the Annual General Meeting

Any person who does not comply with the precautionary measures may be denied entry into the venue of the Annual General Meeting. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attend the Annual General Meeting in person.

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RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), 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 there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at 3/F, Huixin Building, No. 1132 Zhongshan Avenue West, Tianhe District, Guangzhou, PRC on Wednesday, 10 June 2020 at 10:30 a.m. (or any adjournment thereof), the nature of which is set out on pages 13 to 15 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Company” or “our Company”	FingerTango Inc., an exempted company incorporated in the Cayman Islands with limited liability on 9 January 2018, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 6860)
“Cayman Companies Law”	the Companies Law (2020 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Company
“Group” or “our Group”	the Company and its subsidiaries
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	7 May 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Liu”	Mr. Liu Jie (劉傑), an executive Director, the chairman of the Board, chief executive officer and the controlling shareholder (as defined in the Listing Rules) of our Company
“PRC” or “China”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of US\$0.000005 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“HK\$” and “HK\$ cents”	Hong Kong dollars and cents, respectively the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent.



FingerTango Inc.

指尖悅動控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6860)

Executive Directors:

Mr. Liu Jie (*Chairman and Chief Executive Officer*)

Mr. Zhu Yanbin

Mr. Wang Zaicheng

Mr. Liu Zhanxi

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Guo Jingdou

Ms. Yao Minru

Dr. Liu Jianhua

Principal Place of Business in Hong Kong:

40th Floor, Sunlight Tower

248 Queen's Road East

Wanchai

Hong Kong

12 May 2020

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information and to seek your approval in respect of the resolutions to be proposed in respect of, among other matters, (i) the granting to the Directors of the Issue Mandate and the Repurchase Mandate and (ii) the re-election of Directors, and to give you the notice of the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors (i) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares of the Company in issue; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue; and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (ii) above.

The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages 13 to 15 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 1,931,387,000 Shares, assuming that no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 386,277,400 Shares.

EXPLANATORY STATEMENT ON REPURCHASE MANDATE

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

According to Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at such meeting. In accordance with Article 83(3), Mr. Zhu Yanbin and Dr. Liu Jianhua shall hold office till the Annual General Meeting and be eligible, have offered themselves for re-election at the Annual General Meeting.

According to Article 84(1) of the Articles of Association, not less than one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company and the retiring Directors shall be eligible for re-election. In accordance with Article 84(1) of the Articles of Association, Mr. Guo Jingdou and Ms. Yao Minru shall retire by rotation at the AGM and, being eligible, have offered themselves for re-election as Directors thereat.

Details of the above named Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

At the Annual General Meeting, the re-election of the retiring Director will be voted on individually by a separate resolution as set out in the notice convening the Annual General Meeting.

LETTER FROM THE BOARD

PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

The nomination committee will recommend to the Board for the appointment of a Director including an independent non-executive Director in accordance with the following selection criteria and nomination procedures:

- (a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company's board diversity policy, the requirements in the Company's constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;
- (b) assess the independence of independent non-executive Directors to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the nomination committee or the Board. If a proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and
- (c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment.

RECOMMENDATION OF THE NOMINATION COMMITTEE

The nomination committee has considered Mr. Guo Jingdou, Ms. Yao Minru and Dr. Liu Jianhua's extensive experience, their working profile and other experience and factors as set out in their biographical details in Appendix I to this circular. The nomination committee is satisfied that Mr. Guo, Ms. Yao and Dr. Liu have the required character, integrity and experience to continuously fulfill their roles as independent non-executive Directors effectively. The Board believed that their re-election as the independent non-executive Directors would be in the best interests of the Company and its Shareholders as a whole.

Furthermore, Mr. Guo, Ms. Yao and Dr. Liu, being independent non-executive Directors eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. During their appointment, they have demonstrated their abilities to provide an independent view to the Company's matters. The nomination committee is of the view that they are able to continue to fulfill their roles as independent non-executive Directors and thus recommends them to the Board for it to propose to Shareholders for re-election at the AGM.

Details of the retiring Directors as proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The AGM will be held on 10 June 2020 (Wednesday). A notice convening the AGM is set out on pages 13 to 15 of this circular to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate and re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, 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 of the AGM (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 5 June 2020 (Friday) to 10 June 2020 (Wednesday), both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on 4 June 2020 (Thursday).

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issue Mandate and the Repurchase Mandate, and the re-election of Directors to the proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is also drawn to the additional information as set out in Appendix I and II to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
FingerTango Inc.
LIU Jie
*Chairman, Chief Executive Officer
and Executive Director*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,931,387,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 193,138,700 Shares, representing 10% of the existing issued Shares as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES OF SHARES

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Cayman Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Cayman Companies Law, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2019 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors 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 requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	1.75	1.53
May	1.59	1.39
June	1.54	1.21
July	1.30	0.88
August	0.95	0.66
September	0.86	0.70
October	0.79	0.48
November	0.83	0.50
December	0.69	0.50
2020		
January	0.78	0.57
February	0.85	0.57
March	0.69	0.45
April	0.76	0.36
May (up to the Latest Practicable Date)	0.40	0.34

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

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

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase 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 purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Director, Mr. Liu is interested in 1,007,837,500 Shares held through LJ Technology Holding Limited, a company wholly-owned by Mr. Liu, which represents approximately 52.18% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Mr. Liu would be increased from 52.18% to approximately 57.98% of the total number of Shares in issue, such increase would not give rise to a general offer obligation under the Takeovers Code. The Directors have no present intention to effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

10. SHARE PURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months immediately preceding the Latest Practicable Date.

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Articles 83(3) and 84(1) of the Articles.

Executive Director

Mr. Zhu Yanbin (朱炎彬), aged 39, was appointed as an executive Director on 19 June 2019 and is the co-founder of our Group and currently is the chief operating officer of our Company, mainly responsible for business operation and development of our Group. Mr. Zhu has joined the Group and served as the vice president of Shanghai Youmin Networks Technology Limited since December 2013.

From June 2003 to December 2004, Mr. Zhu worked as a product manager at Shenzhen Xuntian Communication Technology Company Limited. From May 2005 to April 2006, he worked as a product manager at Shenzhen Haotian Investment Company Limited. From May 2006 to September 2007, he worked as an operation manager at Guangzhou Rock Mobile Networks Company Limited. From September 2007 to December 2012, he worked as the vice president of operation at Shenzhen Dongrun Information Consultation Company Limited, an advertising and consulting company, where he was mainly responsible for operation management.

Mr. Zhu obtained a graduate certificate in electronic commerce from Jinan University in July 2003.

Mr. Zhu has entered into a service agreement with the Company for a term of three years. Under the service agreement, Mr. Zhu will be entitled to a remuneration of HK\$240,000 per annum.

Pursuant to Part XV of the SFO, Mr. Zhu is interested in 148,488,000 ordinary shares of the Company.

Save as disclosed above, Mr. Zhu (i) does not hold any other positions with the Company and other members of the Group; (ii) has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other major appointments and professional qualifications; (iv) does not have any other relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; (v) does not have any other information that needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (vi) does not have any other matters that need to be brought to the attention of the Shareholders.

Independent Non-executive Directors

Mr. GUO Jingdou (郭靜門), aged 42, was appointed as an independent non-executive Director of the Company on 19 June 2018. Mr. Guo is primarily responsible for supervising and providing independent judgement to the Board.

From May 2010 to October 2010, Mr. Guo served as the senior manager of assets management at Foshan Jiachuang Real Estate Co., Ltd, and was primarily responsible for real estate investment management. From October 2010 to September 2017, Mr. Guo worked as the investment director of the strategic investment department of Alpha Group (a company listed on the Shenzhen Stock Exchange, stock code: 002292), where Mr. Guo was mainly responsible for the investment and acquisition and merger of listed companies. From September 2017 to May 2018, Mr. Guo served as the managing director at Guangzhou Chengfa Capital Company Limited, where he is mainly responsible for the management of Guangzhou Culture Investment Fund. In June 2018, Mr. Guo founded Guangzhou City Qingting Cultural Development Co., Ltd, a company mainly engaged in animation content production and development, and has served as president.

Mr. Guo graduated from Shijiazhuang College of Economics (currently known as Hebei GEO University) with a bachelor degree in economics in July 1999. Mr. Guo graduated from Euromed Marseille Ecole de Management (currently known as KEDGE Business School) in France with a master of international business in September 2003. Mr. Guo was qualified as an intermediate economist (中級經濟師) by Guangzhou Municipal Bureau of Human Resources and Social Security in December 2014.

Mr. Guo has entered into a service contract with the Company for a term of three years. Under the service contract, Mr. Guo is entitled to a director's fee of HK\$200,000 per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Guo (i) does not hold any other positions with the Company and other members of the Group; (ii) has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other major appointments and professional qualifications; (iv) does not have any other relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; (v) has no other interests in the Shares within the meaning of Part XV of the SFO; (vi) does not have any other information that needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (vii) does not have any other matters that need to be brought to the attention of the Shareholders.

Ms. Yao Minru (姚敏茹), aged 42, was appointed as an independent non-executive Director of the Company on 19 June 2018. Ms. Yao is primarily responsible for supervising and providing independent judgement to the Board.

Ms. Yao has over 16 years of experience in the field of audit. From October 2000 to September 2002, Ms. Yao served as a staff auditor at Ernst & Young in China. From October 2002 to April 2005, Ms. Yao served as a senior internal auditor of Amway in China. From August 2007 to February 2012, Ms. Yao served as an assurance senior at Ernst & Young in the United States. Ms. Yao joined YY Inc. (currently known as JOYY Inc., a company listed on NASDAQ, stock code: YY) as an audit manager in June 2012 and was promoted to her current position as the director of the internal control department in November 2016.

Ms. Yao graduated from Sun Yat-sen University with a bachelor degree in English in June 2000. Ms. Yao graduated from Suffolk University with a master of science in accounting in the United States in May 2007. Ms. Yao has been qualified as a licensed U.S. certified public accountant since September 2008.

Ms. Yao has entered into a service contract with the Company for a term of three years. Under the service contract, Ms. Yao is entitled to a director's fee of HK\$200,000 per annum.

Save as disclosed above, as at the Latest Practicable Date, Ms. Yao (i) does not hold any other positions with the Company and other members of the Group; (ii) has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other major appointments and professional qualifications; (iv) does not have any other relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; (v) has no other interests in the Shares within the meaning of Part XV of the SFO; (vi) does not have any other information that needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (vii) does not have any other matters that need to be brought to the attention of the Shareholders.

Dr. LIU Jianhua (柳建華), aged 39, was appointed as an independent non-executive Director of the Company on 13 January 2020. Dr. Liu is primarily responsible for supervising and providing independent judgement to the Board.

Dr. Liu has over 10 years of experience in the education industry. Dr. Liu has been a postgraduate mentor of the department of finance of Sun Yat-sen University since June 2013. He has also become an associate professor and the deputy chief of the department of finance of Lingnan College of Sun Yat-sen University since June and October 2016, respectively. He was selected by the ministry of finance of the PRC as one of the national accounting leading (back-up) talents (academics) (全國會計領軍(後備)人才(學術類)) in 2013.

Dr. Liu also has two years of experience in professional accounting in relation to listed companies. Dr. Liu has served as an independent non-executive director of Guangzhou Great Power Energy & Technology Company Limited, which is listed on the ChiNext board of the Shenzhen Stock Exchange (stock code: 300438), China National Electric Apparatus Research Institute Co., Ltd., which is listed on the Shanghai Stock Exchange (stock code: 688128) and Scholar Education Group, which is listed on the Stock Exchange (stock code: 1769) since September 2017, April 2019 and June 2019, respectively. He is also an independent non-executive director of Guangzhou Ruoyuchen Technology Company Limited, which was delisted from the National Equities Exchange and Quotation in October 2017 and has filed its listing application to the Shenzhen Stock Exchange.

Dr. Liu obtained his bachelor degree and masters' degree in management from Nanchang University in Jiangxi Province, the PRC in June 2002 and June 2005, respectively, and later graduated from Sun Yat-sen University in Guangzhou, the PRC in June 2008 with a doctorate degree of management. He was awarded the title of postdoctoral fellow of excellence from Sun Yat-sen University in January 2010.

The Company has entered into a letter of appointment with Dr. Liu for a term of three years. Under the letter of appointment, Dr. Liu will be entitled to a remuneration of HK\$200,000 per year which was determined by the Board with reference to his duties and responsibilities as well as prevailing market rates.

Save as disclosed above, Dr. Liu (i) does not hold any other positions with the Company and other members of the Group; (ii) has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other major appointments and professional qualifications; (iv) does not have any other relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; (v) has no other interests in the Shares within the meaning of Part XV of the SFO; (vi) does not have any other information that needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (vii) does not have any other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



FingerTango Inc.

指尖悅動控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6860)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) of FingerTango Inc. (the “**Company**”) will be held at 3/F, Huixin Building, No. 1132 Zhongshan Avenue West, Tianhe District, Guangzhou, People’s Republic of China (the “**PRC**”) on Wednesday, 10 June 2020 at 10:30 a.m. to transact the following businesses:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements, directors’ report and the independent auditor’s report of the Company and its subsidiaries for the year ended 31 December 2019.
2. To re-elect the following retiring directors of the Company and authorise the board (the “**Board**”) of directors of the Company (the “**Directors**”) to fix the Directors’ remuneration (as separate resolutions).
 - (i) To re-elect Mr. Zhu Yanbin as an executive Director.
 - (ii) To re-elect Mr. Guo Jingduo as an independent non-executive Director.
 - (iii) To re-elect Ms. Yao Minru as an independent non-executive Director.
 - (iv) To re-elect Dr. Liu Jianhua as an independent non-executive Director.
 - (v) To authorize the Board to fix their remuneration of the Directors.
3. To re-appoint ZHONGHUI ANDA CPA Limited as an external auditor of the Company and to authorize the Board to fix its remuneration.
4. “**THAT**:
 - (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.000005 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

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- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of 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 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose 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 law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose 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 law of the Cayman Islands to be held; or

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- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

By order of the Board
FingerTango Inc.
LIU Jie
*Chairman, Chief Executive Officer
and Executive Director*

Guangzhou, the PRC, 12 May 2020

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 5 June 2020 to Wednesday, 10 June 2020, both dates inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar and transfer office 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, 4 June 2020.
2. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Annual General Meeting (or any adjournment thereof).
5. With respect to resolution no. 2 of this notice, Mr. Zhu Yanbin, Mr. Guo Jingdou, Ms. Yao Minru and Dr. Liu Jianhua shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II in the circular of the Company dated 12 May 2020.

As at the date of this notice, the Board comprises Mr. LIU Jie, Mr. ZHU Yanbin, Mr. WANG Zaicheng and Mr. LIU Zhanxi as executive Directors and Mr. GUO Jingdou, Ms. YAO Minru and Dr. LIU Jianhua as independent non-executive Directors.