
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-APPOINTMENT OF AUDITOR,
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 10 June 2021 (Thursday) at 10:30 a.m., at which, among other things, the above proposals will be considered and approved, is set out on pages 12 to 14 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) 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 10 June 2021 (Thursday) at 10:30 a.m. (or any adjournment thereof), the notice of which is set out on pages 12 to 14 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company (as amended, supplemented or otherwise modified 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”	5 May 2021, 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 of Hong Kong, 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.

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company or entity names in Chinese or another language which are marked with “” and the Chinese translation of company or entity names in English which are marked with “*” is for identification purpose only.*



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, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

11 May 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-APPOINTMENT OF AUDITOR,
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; (ii) the re-appointment of auditor; (iii) 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 AND TO REPURCHASE 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 next annual general meeting of the Company; or (ii) the date by which the next annual general meeting of the Company 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 12 to 14 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 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-APPOINTMENT OF AUDITOR

ZHONGHUI ANDA CPA Limited will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer itself for re-appointment.

The Board hereby proposed the Shareholders to approve the re-appointment of ZHONGHUI ANDA CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

RE-ELECTION OF DIRECTORS

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. Liu Jie, Mr. Wang Zaicheng and Mr. Liu Zhanxi shall retire by rotation at the AGM and, being eligible, have offered themselves for re-election as Directors thereat.

At the Annual General Meeting, the re-election of the retiring Directors will be voted on individually by separate resolutions 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 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. Liu Jie, Mr. Wang Zaicheng and Mr. Liu Zhanxi's extensive experience, their working profile and other experience and factors as set out in their biographical details in Appendix II to this circular. The nomination committee is satisfied that Mr. Liu Jie, Mr. Wang Zaicheng and Mr. Liu Zhanxi have the required character, integrity and experience to continuously fulfill their roles as executive Directors effectively. The Board believed that their re-election as the executive Directors would be in the best interests of the Company and its Shareholders as a whole.

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 2021 (Thursday). A notice convening the AGM is set out on pages 12 to 14 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, the re-appointment of auditor and the 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 7 June 2021 (Monday) to 10 June 2021 (Thursday), 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 2021 (Friday).

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issue Mandate and the Repurchase Mandate, the re-appointment of auditor 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 2020 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>
2020		
May	0.480	0.320
June	0.450	0.305
July	0.610	0.360
August	0.540	0.425
September	0.540	0.440
October	0.520	0.450
November	0.740	0.460
December	0.840	0.650
2021		
January	0.770	0.580
February	0.790	0.520
March	0.600	0.445
April	0.560	0.425
May (up to the Latest Practicable Date)	0.470	0.415

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 an 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 will retire and, being eligible, will offer themselves for re-election at the AGM pursuant to Article 84(1) of the Articles.

Executive Directors

Mr. LIU Jie (劉傑), aged 40, is the co-founder of our Group and currently is a Director of the Company. Mr. Liu was appointed as chairman, chief executive officer of the Company and has been re-designated as an executive Director on 16 March 2018. Mr. Liu has served as the president of Shanghai Youmin Networks Technology Limited since December 2013. With more than 16 years of experience in the mobile internet industry and profound expertise in user experience and traffic, Mr. Liu has been the key driver of our business strategy and achievements to date. Mr. Liu is mainly responsible for the strategic development, overall operation and management and major decision-making of our Group.

From December 2004 to February 2005, Mr. Liu worked as a product manager at Shenzhen Xuntian Communication Technology Company Limited*(深圳市訊天通信技術有限公司). From December 2004 to February 2005, Mr. Liu worked as a product manager at Shenzhen Haotian Investment Company Limited. From October 2006 to December 2012, Mr. Liu served as the general manager at Shenzhen Dongrun Information Consultation Company Limited, an advertising and consulting company, and was mainly responsible for corporate operation and management.

Mr. Liu obtained a graduate certificate in computer science and application from Guangdong University of Foreign Studies in July 2003.

Mr. Liu has entered into a service contract with the Company with a term of 3 years. Under the service contract, Mr. Liu is entitled to a director's remuneration of HK\$240,000 per annum.

Mr. Liu is interested in 1,007,837,500 Shares held by LJ Technology Holding Limited, a company beneficially and wholly-owned by Mr. Liu.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu (i) have not held any directorship in any public listed companies in the past three years; (ii) do not or are not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company; (iii) do not have any relationship with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders; and (iv) do not hold any other positions within our Group.

Mr. WANG Zaicheng (王在成), aged 42, was appointed as an executive Director on 16 March 2018 and currently is also a joint company secretary of the Company, responsible for strategic development and investor relationship management of our Group. Mr. Wang joined Shanghai Youmin Networks Technology Limited in December 2016 as the secretary to the board.

From June 2002 to December 2005, Mr. Wang served successively as an associate and a senior associate at PricewaterhouseCoopers, where Mr. Wang was principally responsible for the assurance and advisory business. From February 2006 to October 2016, Mr. Wang held various positions including internal auditor, manager, deputy general manager of overseas sales department of the operation center, chief operating officer and a director at Guangdong Jinming Machinery Co., Ltd (a company listed on Shenzhen Stock Exchange, stock code: 300281).

Mr. Wang graduated from South China University of Technology with a bachelor degree in international finance and a bachelor degree in English in July 2002.

Mr. Wang has entered into a service contract with the Company with a term of 3 years. Under the service contract, Mr. Wang is entitled to a director's remuneration of HK\$240,000 per annum.

Mr. Wang is interested in 14,791,500 Shares held by KW Technology Holding Limited, a company beneficially and wholly-owned by Mr. Wang.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) have not held any directorship in any public listed companies in the past three years; (ii) do not or are not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company; (iii) do not have any relationship with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders; and (iv) do not hold any other positions within our Group.

Mr. LIU Zhanxi (劉展喜), aged 42, was appointed as an executive Director on 16 March 2018 and currently is also the chief financial officer of the Company, responsible for strategic development and overseeing financial operations of our Group. Mr. Liu joined Shanghai Youmin Networks Technology Limited in May 2017 as the chief financial officer.

Mr. Liu has over 17 years of experience in the field of financial management. From September 2001 to September 2006, Mr. Liu successively served as an auditor and a senior auditor at Ernst & Young in China and was principally responsible for the assurance and advisory business. From September 2006 to December 2010, Mr. Liu served as a senior consultant at Deloitte Touche Tohmatsu and was primarily responsible for financial advisory. From January 2012 to May 2017, Mr. Liu served as the deputy general manager of the finance department at YY Inc. (currently known as JOYY Inc., a company listed on NASDAQ, stock code: YY) and was mainly responsible for financial management and listing application.

Mr. Liu graduated from Guangdong University of Foreign Studies with a bachelor degree in English in June 2001. Mr. Liu has been a member of CPA Australia since July 2016.

Mr. Liu has entered into a service contract with the Company with a term of 3 years. Under the service contract, Mr. Liu is entitled to a director's remuneration of HK\$240,000 per annum.

Save as disclosed above, as at the date of this confirmation letter, Mr. Liu (i) have not held any directorship in any public listed companies in the past three years; (ii) do not or are not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company; (iii) do not have any relationship with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders; and (iv) do not hold any other positions within our Group.

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 10 June 2021 (Thursday) 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 2020.
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. Liu Jie as an executive Director.
 - (ii) To re-elect Mr. Wang Zaicheng as an executive Director.
 - (iii) To re-elect Mr. Liu Zhanxi as an executive Director.
 - (iv) To authorize the Board to fix the 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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, 11 May 2021

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 7 June 2021 (Monday) to 10 June 2021 (Thursday), 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 4 June 2021 (Friday).
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. Liu Jie, Mr. Wang Zaicheng and Mr. Liu Zhanxi 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 11 May 2021.

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.