

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**國美金融科技有限公司**  
**Gome Finance Technology Co., Ltd.**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 628)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of Gome Finance Technology Co., Ltd. (the “**Company**”) will be held at Canvas 4, Level 26, The Park Lane Hong Kong, a Pullman Hotel, 310 Gloucester Road, Causeway Bay, Hong Kong on Monday, 28 June 2021 at 10:30 am for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

Unless otherwise defined, capitalised terms used therein shall have the same meanings as those defined in the circular of the Company dated 26 May 2021 (the “**Circular**”).

**AS ORDINARY BUSINESS**

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 December 2020.
2.
  - (a) To re-elect Mr. Zhou Yafei as an executive Director;
  - (b) To re-elect Ms. Wei Qiuli as a non-executive Director;
  - (c) To re-elect Mr. Wan Jianhua as an independent non-executive Director; and
  - (d) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Moore Stephens CPA Limited as the auditor of the Company for the year ending 31 December 2021 and to authorise the board of Directors to fix their remuneration.

## AS SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification the following as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including securities convertible into Shares or options, warrants or similar rights to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme(s) of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any options or warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the total number of issued Shares of the Company on the date of the passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, and the authority granted pursuant to (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda as amended from time to time or any other applicable laws of Bermuda to be held; and
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

“**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 to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To consider and, if thought fit, to pass with or without modification the following as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to buy back shares of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act 1981 of Bermuda as amended from time to time (the “**Companies Act**”) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the total number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the total number of issued Shares of the Company as at the date of the passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 bye-laws of the Company, the Companies Act or any other applicable laws of Bermuda to be held; and
    - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. To consider and, if thought fit, to pass with or without modification the following as ordinary resolution:

“**THAT** conditional upon the passing of resolutions numbered 4 and 5 above, the general mandate to the Directors pursuant to resolution numbered 4 be and is hereby extended by the addition thereto of such number of Shares of the Company bought back by the Company under the authority granted pursuant to the resolution numbered 5, provided that such number of Shares shall not exceed 10 per cent. of the total number of Shares of the Company in issue as at the date of passing this resolution.”

7. To consider and, if thought fit, to pass with or without modification the following as ordinary resolution:

**“THAT:**

- (a) the revision of the annual cap and revenue limit for the year ending 31 December 2021 for the transactions contemplated under the Existing Factoring Service Framework Agreement and the entering into of the Supplemental Agreement dated 23 April 2021 as defined and described in the Circular (a copy of each of the Existing Factoring Service Framework Agreement and the Supplemental Agreement have been produced to the AGM and marked “A” and initialled by the chairman of the AGM for the purposes of identification) be and are hereby approved, confirmed and ratified;
- (b) the entering into of the New Factoring Service Framework Agreement dated 23 April 2021 as defined and described in the Circular (a copy of the New Factoring Service Framework Agreement has been produced to the AGM and marked “B” and initialled by the chairman of the AGM for the purposes of identification), all the transactions contemplated thereunder, and the proposed annual caps and revenue limit set out in the Circular, be and are hereby approved, confirmed and ratified; and
- (c) any one Director, or any two Directors if the affixation of the common seal of the Company is necessary, be and is/are hereby authorised for and on behalf of the Company to do all such acts and things and sign, agree, ratify or execute all such documents which he/they in his/their discretion consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Existing Factoring Service Framework Agreement, the Supplemental Agreement, the New Factoring Service Framework Agreement and any of the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto as are, in the opinion of such Director, in the interest of the Company.”

By order of the Board  
**Gome Finance Technology Co., Ltd.**  
**Zhou Yafei**  
*Executive Director*

Hong Kong, 26 May 2021

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Suite 2912, 29th Floor  
Two International Finance Centre  
8 Finance Street, Central  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the annual general meeting convened by the above notice 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 annual general meeting. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof (as the case may be).
3. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof (as the case may be) should he so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 22 June 2021 to Monday, 28 June 2021, both dates 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 transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 21 June 2021.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the name stands on the register of members of the Company in respect of the relevant joint holding.

6. Save for resolutions approving the procedural and administrative matters, any voting of the general meeting should be taken by poll.
7. If Typhoon Signal No.8 or above is hoisted or a Black Rainstorm Warning Signal is in force in Hong Kong or an announcement on “extreme conditions” caused by super typhoons is made by the Hong Kong Government any time after 7:30 a.m. on the date of the annual general meeting, then the meeting will be postponed. The Company will post an announcement on the websites of the Company at ([www.gomejr.com](http://www.gomejr.com)) and HKExnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the rescheduled meeting.

The annual general meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force in Hong Kong. Shareholders should decide on their own whether they would attend the annual general meeting under bad weather condition bearing in mind their own situations.

8. Please see page ii of the Circular for the measures to be implemented at the annual general meeting convened by the above notice by the Company to safeguard the health and safety of the attendees and to prevent the spreading of the COVID-19 pandemic, including:
  - (1) compulsory body temperature check;
  - (2) compulsory wearing of surgical face mask; and
  - (3) no refreshments or drinks will be served.

Attendees who do not comply with the precautionary measures (1) and (2) above may be denied entry into the annual general meeting venue, at the absolute discretion of the Company as permitted by law. The Company wishes to advise the shareholders that they may appoint the chairman of the annual general meeting as their proxy to vote on the relevant resolutions at the annual general meeting as an alternative to attending the annual general meeting in person.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the annual general meeting arrangements. Shareholders should check the websites of the Company and the Stock Exchange for further announcement and update on the annual general meeting arrangements, if any.

*As at the date of this notice, the Company’s executive Director is Mr. Zhou Yafei; the non-executive Director is Ms. Wei Qiuli; and the independent non-executive Directors are Mr. Cao Dakuan, Mr. Hung Ka Hai Clement, Mr. Wan Jianhua and Mr. Zhang Liqing.*