

IMPORTANT

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hopefluent Group Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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HOPEFLUENT GROUP HOLDINGS LIMITED

合富輝煌集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 733)

**(1) PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES
AND
(2) INFORMATION OF THE RETIRING DIRECTORS TO BE
RE-ELECTED AT THE 2022 ANNUAL GENERAL MEETING
AND
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF THE 2022 ANNUAL GENERAL MEETING**

A letter from the board of directors of the Company is set out on page 3 to 9 of this circular. A notice convening the annual general meeting (the “**2022 Annual General Meeting**”) of the Company to be held at Boardroom 3–4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 2 June, 2022 (Thursday) at 3:00 p.m. is set out on page 25 to 29 of this circular.

A form of proxy for the 2022 Annual General Meeting is also enclosed. Whether or not you desire to attend the 2022 Annual General Meeting, you are requested to complete the form of proxy and return the same to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the 2022 Annual General Meeting (i.e. before 3:00 p.m. on 31 May, 2022) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the 2022 Annual General Meeting or any adjournment thereof if you so wish.

28 April, 2022

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DEFINITIONS

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

“2022 Annual General Meeting”	means the annual general meeting of the Company to be held at 3:00 p.m. on 2 June, 2022 (Thursday) at Boardroom 3–4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong and the notice of which is set out in this circular;
“Articles of Association”	means the articles of association of the Company as amended from time to time;
“Associates”	shall have the meaning ascribed to it under the Listing Rules from time to time;
“Board”	means the board of directors of the Company;
“Business Days”	means any day on which the Stock Exchange is open for the transaction of business;
“Companies Act”	means the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Companies Ordinance”	means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended from time to time;
“Company”	means Hopefluent Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange;
“Connected Person”	has the same meaning as defined in the Listing Rules;
“Director(s)”	means director(s) of the Company;
“Group”	means the Company and its subsidiaries;
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

“Issue Mandate”	means the general and unconditional mandate proposed to be granted to Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution, as set out in the notice of the 2022 Annual General Meeting, which is also proposed to be extended by the addition of the number of Shares purchased under the Repurchase Mandate;
“Latest Practicable Date”	means 20 April, 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Listing Rules”	means The Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum of Association”	means the memorandum of association of the Company as amended from time to time;
“Registrar”	means Tricor Investor Services Limited, branch share registrar in Hong Kong at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong;
“Repurchase Mandate”	means the general and unconditional mandate proposed to be granted to Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution, as set out in the notice of the 2022 Annual General Meeting;
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time;
“Share(s)”	means ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	means holder(s) of Share(s);
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Substantial Shareholder”	shall have the meaning ascribed to it under the Listing Rules from time to time;
“Takeovers Code”	means The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission; and
“%”	means per cent.



HOPEFLUENT GROUP HOLDINGS LIMITED

合富輝煌集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 733)

Executive Directors:

FU Wai Chung (*Chairman*)
FU Man
LO Yat Fung
FU Ear Ly

Non-Executive Director:

NG Wan

Independent Non-Executive Directors:

LAM King Pui
NG Keung
WONG LAW Kwai Wah, Karen

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal Place of Business
in Hong Kong:*

Room 3611, 36th Floor
Shun Tak Centre West Tower
200 Connaught Road Central
Hong Kong

28 April, 2022

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES
AND
(2) INFORMATION ON THE RETIRING DIRECTORS TO BE
RE-ELECTED AT THE 2022 ANNUAL GENERAL MEETING
AND
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF THE 2022 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The Company's existing general mandates to issue shares and to repurchase shares were approved by the Company's then shareholders on 25 June, 2021 at the 2021 annual general meeting of the Company. Unless otherwise renewed, the existing general mandates to issue shares and to repurchase shares will lapse at the conclusion of the 2022 Annual General Meeting.

LETTER FROM THE BOARD OF DIRECTORS

In order to ensure flexibility when it is desirable to allot additional shares or to repurchase shares, the Directors will seek the approval of Shareholders to grant new general mandates to issue shares and to repurchase shares at the 2022 Annual General Meeting.

The purpose of this circular is to, inter alia, provide you with information on (i) the proposed renewal of the general mandates to issue shares and to repurchase shares; (ii) the retiring Directors to be re-elected; and (iii) the proposed amendments to the Articles of Association and adoption of an amended and restated Articles of Association, for consideration on the related resolutions to be put forward at the 2022 Annual General Meeting.

2. THE ISSUE MANDATE

Two ordinary resolutions, as set out in the notice of the 2022 Annual General Meeting, will be proposed for the following purposes:

Ordinary resolution no. 4 — to grant to the Directors a general mandate to issue new shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution; and

Ordinary resolution no. 6 — to increase the aggregate nominal amount of share capital of the Company which the Directors may issue under the general mandate if given in the ordinary resolution no. 4 by the aggregate nominal amount of share capital of the Company repurchased under the general mandate if given in the ordinary resolution no. 5.

The Company had in issue an aggregate of 674,149,989 shares of HK\$0.01 each as at the Latest Practicable Date. Subject to the passing of the aforesaid ordinary resolution no. 4 and in accordance with the terms therein, the Company would be allowed to issue additional shares up to the aggregate nominal amount of a maximum of 134,829,997 shares on the basis that no further shares will be issued or repurchased prior to the 2022 Annual General Meeting.

3. THE REPURCHASE MANDATE

The ordinary resolution no. 5 as set out in the notice of the 2022 Annual General Meeting, will be proposed to grant to the Directors a general mandate to exercise the powers of the Company to repurchase the Company's fully paid up shares representing up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution.

The Listing Rules contain provisions to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange.

In accordance with the Listing Rules, the Appendix I to this circular serves as the explanatory statement, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution for granting of the Repurchase Mandate.

LETTER FROM THE BOARD OF DIRECTORS

4. INFORMATION OF THE RETIRING DIRECTORS TO BE RE-ELECTED AT THE 2022 ANNUAL GENERAL MEETING

For your further information, we set out below the relevant details of the retiring Directors proposed to be re-elected at the 2022 Annual General Meeting:

Mr. Fu Wai Chung (“**Mr. Fu**”), aged 72, the co-founder and chairman of the Group, has been appointed as executive director of the Company under a service agreement commencing on 1st April, 2004 with an initial term of three years which continues thereafter until terminated by either party giving to the other party not less than three months’ prior written notice. Mr. Fu is responsible for the strategic planning and overall management of the Group. He is a graduate of 華南工學院 (Wahnan Industrial College, the PRC) and holds a certificate in mechanical engineering. Mr. Fu has over 30 years of experience in real estate agency business management and administration in the PRC.

Save as disclosed above, Mr. Fu did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Fu is a director of certain subsidiaries in the Group. Mr. Fu is the spouse of Ms. Ng Wan, an executive director of the Company and Mr. Fu is the brother of Ms. Fu Man, an executive director of the Company. He is the father of Mr. Fu Ear Ly, an executive director of the Company and he is deemed to be interested in 340,369,807 shares (representing 50.49% of the issued share capital of the Company) within the meaning of the SFO. Save as disclosed above, Mr. Fu does not have other relationships with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the Listing Rules and does not have any interests in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Fu’s remuneration as Director is HK\$2,880,000 per annum under his service agreement with the Company and subject to discretionary management bonus payment to be determined by the Board based on the annual audited results of the Company in accordance with the terms of his service agreement. Mr. Fu’s remuneration, which commensurates with his duties and responsibilities held, is approved by the Board with reference to the prevailing market situation for similar appointment. As Director, Mr. Fu is subject to retirement by rotation and re-election pursuant to the Articles of Association.

Ms. Fu Man (“**Ms. Fu**”), aged 61, is the co-founder of the Group and has been appointed as executive director of the Company under a service agreement commencing on 1 April, 2004 with an initial term of 3 years which continues thereafter until terminated by either party giving to the other party not less than three months’ prior written notice. Ms. Fu is responsible for the Group’s sales and marketing and overall management. Ms. Fu attended 廣州大學科技幹部學院 (Technology College, Guangzhou University, the PRC) and holds a certificate in industrial foreign trade. Ms. Fu has over 30 years’ experience in real estate agency business. Except for being a Director, Ms. Fu did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Moreover, Ms. Fu is a director of certain subsidiaries in the Group. Other than these positions, Ms. Fu has not held any other position with any member of the Group. Ms. Fu is the sister of Mr. Fu, chairman and substantial shareholder of the Company and is the sister-in-law of Ms. Ng Wan, an executive director of the Company. Mr. Fu Ear Ly is the nephew of Ms. Fu. Except as aforesaid, Ms. Fu does not have other relationships with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the Listing Rules.

LETTER FROM THE BOARD OF DIRECTORS

As at the Latest Practicable Date, Ms. Fu does not have any interests in shares of the Company within the meaning of Part XV of the SFO. Ms. Fu's remuneration as Director is HK\$2,280,000 per annum under her service agreement with the Company and subject to discretionary management bonus payment to be determined by the Board based on the annual audited results of the Company in accordance with the terms of her service agreement. Ms. Fu's remuneration, which commensurates with her duties and responsibilities held, is approved by the Board with reference to the prevailing market situation for similar appointment. As Director, Ms. Fu is subject to retirement by rotation and re-election pursuant to the Articles of Association.

Mr. Lo Yat Fung (“**Mr. Lo**”), aged 57, a certified public accountant in Hong Kong, has been appointed as executive director of the Company under a service agreement commencing on 1 April, 2004 with an initial term of 3 years which continues thereafter until terminated by either party giving to the other party not less than three months' prior written notice. Mr. Lo has over 30 years of experience in accounting and financial management. Mr. Lo holds a Master of Science degree in Sustainable Urban Development from the University of Oxford. He is a fellow member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants. In addition, Mr. Lo is a fellow member of The Hong Kong Institute of Directors and the Taxation Institute of Hong Kong. Except for being Director, Mr. Lo did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Lo is a director of certain subsidiaries in the Group. Mr. Lo does not have relationships with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Lo does not have any interests in shares of the Company within the meaning of Part XV of the SFO. Mr. Lo's remuneration as director of the Company is HK\$2,470,000 per annum under his service agreement with the Company and subject to discretionary management bonus payment to be determined by the Board based on the annual audited results of the Company in accordance with the terms of his service agreement. Mr. Lo's remuneration, which is commensurate with his duties and responsibilities held, is approved by the Board with reference to the prevailing market situation for similar appointment. As Director, Mr. Lo is subject to retirement by rotation and re-election pursuant to the Articles of Association.

Save as disclosed above, the Board is not aware of any other matters or information that need to be brought to the attention of Shareholders or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules in relation to the proposed re-election of the aforesaid retiring directors.

LETTER FROM THE BOARD OF DIRECTORS

5. TENURE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Lam King Pui has been appointed as an independent non-executive Director on 30 May, 2004. He is currently appointed for a period up to 31 December, 2023 under a letter of appointment.

Mrs. Wong Law Kwai Wah, Karen has been appointed as an independent non-executive Director since 30 June, 2005. She is currently appointed for a period up to 31 December, 2023 under a letter of appointment.

Mr. Ng Keung has been appointed as an independent non-executive Director since 1 May, 2003. He is currently appointed for a period up to 31 December, 2023 under a letter of appointment.

6. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company proposes to amend its existing Articles of Association by way of bringing the Articles of Association in line with the latest legal and regulatory requirements under the applicable laws of the Cayman Islands and the relevant Listing Rules (including the core shareholder protection standards set out in the amended Appendix 3 to the Listing Rules which came into effect from 1 January 2022). In view of the proposed changes, the Board proposes to adopt an amended and restated Articles of Association which consolidates all the proposed amendments mentioned in this circular, in substitution for, and to the exclusion of, the existing Articles of Association.

The major proposed amendments to the existing Articles of Association are summarised below:

1. to specify that the Company shall hold an annual general meeting within six months after the end of the Company's financial year;
2. to provide that any person appointed by the Directors, to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election;
3. to provide that an annual general meeting of the Company must be called by notice in writing of not less than twenty-one (21) clear days while all other general meetings shall be called by notice in writing of not less than fourteen (14) clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice, if it is so agreed under the circumstances set out in the new Articles of Association;
4. to provide that all shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a shareholder is required, by the Listing Rules to abstain from voting to approve the matter under consideration;

LETTER FROM THE BOARD OF DIRECTORS

5. to provide that the removal of the auditors of the Company shall be approved by ordinary resolution in general meeting and to clarify that the remuneration of the auditors of the Company shall be fixed by ordinary resolution in general meeting;
6. to provide that the financial year end of the Company shall be 31 December in each year, unless otherwise determined by the Directors; and
7. to make other necessary amendments for updating the Articles of Association and better aligning with the wordings in the applicable laws of Cayman Islands and the Listing Rules.

Details of the proposed amendments are set out in the Appendix II of this circular. Save for the proposed amendments to the Articles of Association, the other provisions of the existing Articles of Association shall remain unchanged.

The Company has been advised by its legal advisers that the proposed amendments to the Articles of Association are not inconsistent with the requirements of the Listing Rules and do not violate with the applicable laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed on the Stock Exchange.

A special resolution will be proposed at the 2022 Annual General Meeting for the Shareholders to, among others, consider and, if thought fit, approve the proposed amendments to the Articles of Association.

The amendments to the Articles of Association will take effect upon the proposed amendments being approved at the 2022 Annual General Meeting.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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.

8. ACTION TO BE TAKEN

The notice convening the 2022 Annual General Meeting to be held at Boardroom 3–4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 2 June, 2022 (Thursday) at 3:00 p.m. is set out on page 25 to 29 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, the vote of Shareholders at the 2022 Annual General Meeting will be taken by poll and a scrutineer will be appointed by the Company for vote taking at the 2022 Annual General Meeting. No Shareholder is required to

LETTER FROM THE BOARD OF DIRECTORS

abstain from voting at the 2022 Annual General Meeting. An announcement on the poll vote results will be made by the Company after the 2022 Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for the 2022 Annual General Meeting is also enclosed. Whether or not you desire to attend the 2022 Annual General Meeting, you are requested to complete the form of proxy and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the 2022 Annual General Meeting (i.e before 3:00 p.m. on 31 May, 2022) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the 2022 Annual General Meeting or any adjournment thereof if you so wish.

9. RECOMMENDATION

The Directors believe that the granting of the Issue Mandate and the Repurchase Mandate are in the best interests of the Company and its Shareholders as a whole. Moreover, the necessary information regarding the re-election of the retiring Directors and proposed amendments and adoption of the amended and restated Articles of Association at the 2022 Annual General Meeting is already set out herein for consideration. Accordingly, the Directors recommend that all Shareholders should vote in favour of the related resolutions to be proposed at the 2022 Annual General Meeting.

Yours faithfully,
By Order of the Board
Hopefluent Group Holdings Limited
FU Wai Chung
Chairman

This appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to Shareholders for their consideration as to whether to vote for or against the ordinary resolution to be proposed at the 2022 Annual General Meeting for granting the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to Rule 10.06 of the Listing Rules which is set out as follows:

SHARE CAPITAL

As at the Latest Practicable Date, the Company had in issue an aggregate of 674,149,989 shares of HK\$0.01 each which are fully paid.

Subject to the passing of the ordinary resolution no. 5 as set out in the notice of 2022 Annual General Meeting and in accordance with the terms therein, the Company would be allowed under the Repurchase Mandate to repurchase fully paid shares up to the aggregate nominal amount of a maximum of 67,414,998 shares on the basis that no further shares will be issued or repurchased prior to the 2022 Annual General Meeting.

REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of repurchasing any securities of the Company, they believe that the flexibility offered by the Repurchase Mandate would be beneficial to the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile. At any time in the future when securities trading at a discount to their underlying value, the ability of the Company to repurchase securities will be beneficial to those Shareholders who retain their investment in the Company since their interests in the assets of the Company would increase in proportion to the number of securities repurchased by the Company and thereby resulting in an increase in net asset value per share and/or earnings per share of the Company. Such repurchases will only be made when the Directors believe that the repurchases will benefit the Company and its Shareholders as a whole.

FUNDING OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws and regulations of the Cayman Islands. Securities may only be repurchased out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of repurchase. The premium, if any, payable on repurchases must have been provided for out of the profits of the Company or out of the Company's share premium account before or at the time the securities are repurchased. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

SHARE PRICES

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest prices per Share at which shares of the Company were traded are as follows:

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	2.77	2.20
May	3.36	2.71
June	3.72	3.23
July	3.10	2.82
August	2.85	2.40
September	2.90	2.51
October	3.01	2.51
November	2.58	2.02
December	1.99	1.31
2022		
January	1.40	1.20
February	1.44	1.31
March	1.41	1.13
April to the Latest Practicable Date	1.56	1.14

REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has purchased any of the Company's shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

POSSIBLE MATERIAL ADVERSE IMPACT

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the year ended 31 December, 2021) in the event that the Repurchase Mandate was 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 Company's working capital requirements or the gearing levels. The number of shares to be repurchased on any occasion and the price and other terms upon which the Shares are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules, laws of the Cayman Islands and the regulations set out in the memorandum and articles of association of the Company.

EFFECT OF HONG KONG CODES ON TAKEOVERS AND MERGERS AND SHARES BUY-BACKS

If as a result of share repurchase by the Company, a substantial shareholder's proportionate interest in voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could, depending on the level of increase in the interest of shareholdings, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following persons were directly or indirectly interested in 5% or more of the nominal value of the issued ordinary shares that carry a right to vote in all circumstances at general meetings of the Company:

Name	Number of issued Shares held/interested	Approximate percentage of shareholding
Fu Wai Chung (<i>Note 1</i>)	340,369,807	50.49%
Fu's Family Limited (<i>Note 2</i>)	174,184,799	25.84%
China-net Holding Ltd. (<i>Note 1</i>)	130,762,340	19.40%
Mr. Fu Ear Ly (<i>Note 3</i>)	78,319,938	11.62%
Simple Heart Limited (<i>Note 3</i>)	78,319,938	11.62%

In the event that the Directors exercised in full the power to repurchase Shares of the Company in accordance with the terms of the ordinary resolution no. 5 to be proposed at the 2022 Annual General Meeting, the aforesaid interests of (1) Fu Wai Chung; (2) Fu's Family Limited; (3) China-net Holding Ltd.; (4) Fu Ear Ly; and (5) Simple Heart Limited in the issued share capital of the Company as at the Latest Practicable Date would be proportionally increased to approximately (1) 56.10%; (2) 28.71%; (3) 21.55%; (4) 12.91%; and (5) 12.91% respectively. As at the Latest Practicable Date, the Directors are not aware of the consequences of such increases or as a result of repurchases of Shares that would result in the aforesaid persons or any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under the Takeovers Code. Moreover, the Directors have no present intention to exercise the Repurchase Mandate to such extent as would give rise to an obligation to make a mandatory offer under the Takeovers Code or if the repurchase would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

Note 1: These 174,184,799 shares are registered in the name of Fu's Family Limited which is held as to 70% by Mr. Fu, 15% by Ms. Ng Wan and the remaining 15% by Ms. Fu. 112,418,263 shares are registered in the name of China-net Holding Ltd. which is wholly-owned by Mr. Fu. China-net Holding Ltd. is also interested in 18,344,077 shares through its ownership of Happy Chord Limited which is wholly-owned by China-net Holding Ltd. Ms. Ng Wan is a non-executive Director and the spouse of Mr. Fu. Ms. Fu is an executive Director and the sister of Mr. Fu. 28,024,334 shares were held by Mr. Fu himself and 7,398,334 shares were held by his spouse, Ms. Ng Wan.

Note 2: These 174,184,799 shares are registered in the name of Fu's Family Limited, of which the entire issued share capital is held as to 70% by Mr. Fu, 15% by Ms. Ng Wan and 15% by Ms. Fu.

Note 3: Under the SFO, Mr. Fu Ear Ly is deemed to be interested in the shares held by Simple Heart Limited which is wholly-owned by himself. Intelligent Youth Limited has transferred its 78,319,938 shares of the Company to Simple Heart Limited on 1 April 2022. Both Intelligent Youth Limited and Simple Heart Limited are wholly-owned by Mr. Fu Ear Ly. He is the son of Mr. Fu and Ms. Ng Wan, and the nephew of Ms. Fu.

DIRECTORS' DEALINGS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates presently intends to sell Shares to the Company under the Repurchase Mandate in the event that such mandate as proposed in the ordinary resolution no. 5 is approved by the Shareholders.

CONNECTED PERSONS

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that such mandate as proposed in the ordinary resolution no. 5 is approved by the Shareholders.

(9) By deleting the definition of “Subsidiary and Holding Company” in its entirety.

Article 2(2)

(10) By adding the following paragraphs at the end of Article 2(2):

“(i) Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”

Article 9

(11) By deleting Article 9 in its entirety and replacing it with the words “INTENTIONALLY DELETED”.

Article 10

(12) By deleting Article 10 in its entirety and replacing it with the following:

“10. Subject to the Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:

- (a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and
- (b) every holder of shares of the class shall be entitled to one vote for every such share held by him.”

Article 44

(13) By deleting the words “on every business day” and replacing them with the words “during business hours” in Article 44.

Article 46

(14) By renumbering Article 46 as 46(1) and adding the following as Article 46(2):

“(2) Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares.”

Article 56

(15) By deleting Article 56 in its entirety and replacing it with the following:

“56. An annual general meeting of the Company shall be held in each financial year other than the financial year of the Company’s adoption of these Articles and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.”

Article 58

(16) By adding the words “or resolution” immediately after the words “transaction of any business” in the first sentence of Article 58.

Article 59

(17) By deleting Articles 59 its entirety and replacing it with the following:

“59. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Act, if it is so agreed:

(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and

- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent. (95%) of the total voting rights at the meeting of all the Members.
- (2) The notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.”

Article 61

- (18) By adding “and” after paragraph 61(1)(d) and replacing the “;” at the end of paragraph 61(1)(e) with a “.” and deleting paragraphs 61(1)(f) and (g) in their entirety in Article 61.
- (19) By deleting the second sentence of Article 61(2) in its entirety and replacing it with the following:

“Two (2) Members entitled to vote and present in person or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorized representative or proxy shall form a quorum for all purposes.”

Article 66

- (20) By deleting Articles 66 in its entirety and replacing it with the following:

“(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any

supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
 - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one tenth of the total voting rights of all Members having the right to vote at the meeting; or
 - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member shall be deemed to be the same as a demand by the Member.”

Article 67

(21) By deleting Article 67 in its entirety and replacing it with the following:

- “67. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

Article 68

(22) By deleting Article 68 in its entirety and replacing it with the words “INTENTIONALLY DELETED”.

Article 69

(23) By deleting Article 69 in its entirety and replacing it with the words “INTENTIONALLY DELETED”.

Article 70

(24) By deleting Article 70 in its entirety and replacing it with the words “INTENTIONALLY DELETED”.

Article 73

(25) By deleting the words “whether on a show of hands or on a poll,” immediately before the words “the chairman of such meeting” in the second sentence in Article 73.

Article 74

(26) By deleting Article 74 in its entirety and replacing it with the following:

“74. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder 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 names stand in the Register in respect of the joint holding. Several executors or administrators of a deceased Member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.”

Article 75

(27) By deleting Article 75 in its entirety and replacing it with the following:

“75. (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be.

- (2) Any person entitled under Article 53 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of the holding of the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.”

Article 76

(28) By deleting Article 76 in its entirety and replacing it with the following:

- “76.
- (1) No Member shall, unless the Board otherwise determines, be entitled to attend and vote and to be reckoned in a quorum at any general meeting unless he is duly registered and all calls or other sums presently payable by him in respect of shares in the Company have been paid.
 - (2) All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.
 - (3) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”

Article 80

(29) By deleting Article 80 in its entirety and replacing it with the following:

- “80. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an

instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

Article 81

(30) By deleting the words “demand or join in demanding a poll and to” immediately after the words “confer authority to” in the second sentence in Article 81.

Article 82

(31) By deleting the words “or the taking of the poll,” immediately after the words “or adjourned meeting,” in the last sentence in Article 82.

Article 84

(32) By adding the words “, where a show of hands is allowed,” immediately before the words “the right to vote individually” in the last sentence in Article 84(2).

Article 86

(33) By deleting Article 86(3) in its entirety and replacing it with the following:

“86(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.”

(34) By deleting the words “ordinary resolution the Members” and replacing them with the words “ordinary resolution of the Members” in Article 86(6).

Article 87

(35) By adding the words “at an annual general meeting” immediately before the words “at least once” in Article 87(1).

Article 103

(36) By deleting Article 103 in its entirety and replacing it with the following:

“103. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

(i) the giving of any security or indemnity either:-

- (a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
 - (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;
 - (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.
- (2) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of

the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”

Article 155

(37) By deleting Article 155 in its entirety and replacing it with the following:

- “155. (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
- (2) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.”

Article 158

(38) By deleting Article 158 in its entirety and replacing it with the following:

- “158. The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 155(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 155(1) at such remuneration to be determined by the Members under Article 157.”

Article 160

(39) By deleting the word “act” and replacing it with the word “fact” in in the last sentence of Article 160.

Article 165

(40) By deleting Article 165 in its entirety and replacing with the following:

- “165. (1) Subject to Article 165(2), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

- (2) A resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.”

Article 167A

(41) By adding the following Article as Article 167A:

“FINANCIAL YEAR

- 167A. Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of December in each year.”

NOTICE OF ANNUAL GENERAL MEETING



HOPEFLUENT GROUP HOLDINGS LIMITED

合富輝煌集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 733)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of members of Hopefluent Group Holdings Limited (the “**Company**”) will be held at Boardroom 3–4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 2 June, 2022 (Thursday) at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31 December, 2021;
2. To re-elect directors and to authorise the board of directors to fix directors’ remuneration;
3. To appoint auditor and to authorise the board of directors to fix their remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares (“**Shares**”) in the capital of the Company or securities convertible into Shares, or options, or similar rights to subscribe for any Shares, and to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and it 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, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital 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 this resolution, otherwise than pursuant to:

NOTICE OF ANNUAL GENERAL MEETING

- (i) a rights issue (as defined below); or
- (ii) the exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or
- (iii) the exercise of any option under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other eligible person of Shares or rights to acquire Shares of the Company; or
- (iv) scrip dividends or under similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; and
- (v) a specific authority granted by the Shareholders of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;

- (d) for the purpose of this resolution:

“Relevant Period” means the period from (and including) the passing of this resolution until whichever is the earliest of:

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

“rights issue” means the allotment, issue or grant of Shares pursuant to an offer of shares open for a period fixed by the Directors to the holders 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 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).”

NOTICE OF ANNUAL GENERAL MEETING

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase shares (“**Shares**”) in the capital of the Company or securities convertible into Shares on the Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“**Recognised Stock Exchange**”), subject to and in accordance with the applicable laws of the Cayman Islands 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 the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares and securities convertible into Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution (on the basis that no Shares are issued or repurchased by the Company before and up to the date of passing this resolution, the Company will be allowed to repurchase fully paid Shares up to a maximum of 67,414,998 Shares), and the approval pursuant to paragraph (a) of this resolution be limited accordingly;
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

subject to the passing of the resolutions numbered 4 and 5 as set out in the notice (the “**Notice**”) convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares (“**Shares**”) in the capital of the Company pursuant to the resolution numbered 4 as set out in the Notice be and the same is hereby extended (as regards the amount of share capital thereby limited) by the addition to the aggregate nominal amount of share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to the resolution numbered 5 as set out in the Notice provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

7. To consider as special business and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“THAT

the articles of association of the Company be amended in the manner as set out in the circular of the Company dated 28 April 2022 (the “**Circular**”) and the amended and restated articles of association of the Company in the form of the document marked “**A**” and produced to the Annual General Meeting and for the purpose of identification initialed by the chairman of the Annual General Meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the amended and restated articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect after the close of the Annual General Meeting and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated articles of association of the Company.”

By order of the Board
Hopefluent Group Holdings Limited
FU Wai Chung
Chairman

Hong Kong, 28 April, 2022

NOTICE OF ANNUAL GENERAL MEETING

Principal place of business in Hong Kong:

Room 3611, 36th Floor
Shun Tak Centre West Tower
200 Connaught Road Central
Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the aforesaid meeting is entitled to appoint one or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notorially certified copy of that power of attorney or authority must be deposited with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time fixed for holding the meeting (i.e. before 3:00 p.m. on 31 May, 2022) or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting at the aforesaid meeting, and in such event, the form of proxy shall be deemed to be revoked.
- (4) The register of members of the Company will be closed during the following period:

The register of members of the Company will be closed from 30 May 2022, (Monday) to 2 June, 2022 (Thursday), both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the 2022 Annual General Meeting. In order to be eligible to attend and vote at the 2022 Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrars in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 27 May, 2022 (Friday).

During the period mentioned above, no transfers of shares will be registered.

- (5) The Chinese translation of this notice (including the contents of the proposed resolutions set out herein) is for reference only. In case of inconsistency, the English version shall prevail.
- (6) Taking into account of the recent development of the epidemic caused by Novel Coronavirus ("COVID-19"), the Company will implement the following prevention and control measures at the meeting against the epidemic to protect the members from the risk of infection:
 - (i) Compulsory body temperature check will be conducted for every member or proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue;
 - (ii) Every member or proxy is required to wear surgical facial mask throughout the meeting; and
 - (iii) No refreshment will be served.

Furthermore, the Company wishes to advise the members, particularly the members who are subject to quarantine in relation to COVID-19, that they may appoint any person or the chairman of the meeting as a proxy to vote on the resolutions, instead of attending the meeting in person.

As at the date of this notice, the board of directors comprises the executive directors, Mr. FU Wai Chung, Ms. FU Man, Mr. LO Yat Fung and Mr. FU Ear Ly; the non-executive directors, Ms. NG Wan and the independent non-executive directors, Mr. LAM King Pui, Mr. NG Keung and Mrs. WONG LAW Kwai Wah, Karen.