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F8 ENTERPRISES (HOLDINGS) GROUP LIMITED

F 8 企 業 (控 股) 集 團 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8347)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of F8 Enterprises (Holdings) Group Limited (the “**Company**”) will be held at My Palace, 7 Kent Road, Kowloon Tong, Kowloon, Hong Kong, on Monday, 27 June 2022 at 11:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, passing, the following resolutions with or without amendments as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**, subject to the fulfilment of all the conditions (the “**Conditions**”) set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 9 June 2022 (the “**Circular**”), a copy of which has been tabled at the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification, with effect from the second Business Day (as defined in the Circular) immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is later):

- (a) every ten (10) issued and unissued existing ordinary share(s) of HK\$0.01 each in the share capital of the Company (the “**Existing Shares**”) be consolidated into one (1) ordinary share of HK\$0.10 each (“**Consolidated Share(s)**”), and such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the “**Share Consolidation**”) so that following the Share Consolidation the authorised share capital of the Company will be changed from HK\$20,000,000 divided into 2,000,000,000 Existing Shares of par value of HK\$0.01 each to HK\$20,000,000 divided into 200,000,000 Consolidated Shares of par value of HK\$0.10 each;
- (b) all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation (if any) will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Director(s)**”) may think fit; and

- (c) any one of the Directors be and are hereby authorised generally to do all such acts and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as he or she shall, in his or her absolute discretion, deem appropriate to effect and implement the Share Consolidation.”

Yours faithfully,
For and on behalf of the Board
F8 Enterprises (Holdings) Group Limited
Fong Chun Man
Chairman and Executive Director

Hong Kong, 9 June 2022

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

*Head office and principal place of
business in Hong Kong:*
Unit 3304, 33/F
Tower 1, Enterprise Square Five
38 Wang Chiu Road
Kowloon Bay
Hong Kong

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the EGM or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies (if such Member is the holder of two or more shares in the Company) to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. A proxy need not be a Member but must be present in person at the Meeting to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting or its adjourned meeting, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at any 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 names stand in the register of members in respect of the joint holding.
3. A form of proxy for use at the Meeting or its adjourned meeting is enclosed.
4. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or its adjourned meeting. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the Meeting or its adjourned meeting and in such event, the form of proxy previously submitted shall be deemed to be revoked.
5. For determining Members’ entitlement to attend and vote at the Meeting, the register of Members will be closed from Tuesday, 21 June 2022 to Monday, 27 June 2022 (both dates inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for attending the forthcoming Meeting, all transfer documents accompanied by the relevant share certificate must be lodged with the

Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 June 2022.

6. According to Rule 17.47(4) of the GEM Listing Rules, the voting at the Meeting or its adjourned meeting will be taken by poll.

At the date of this notice, the executive directors of the Company are Mr. Fong Chun Man (Chairman), Ms. Lo Pui Yee (Vice Chairlady) and Mr. Chan Chi Fai (Chief Executive Officer); the independent non-executive directors of the Company are Mr. Chui Chi Yun, Robert, Mr. Kwong Yuk Lap and Mr. Wang Anyuan.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 notice misleading.

This notice will remain on the "Latest Listed Company Announcements" page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its posting. This notice will also be published on the Company's website at www.f8.com.hk.

This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of this notice shall prevail over the Chinese text.