

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 F8 Enterprises (Holdings) Group Limited (the “Company”), you should at once hand this circular together with 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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F8 ENTERPRISES (HOLDINGS) GROUP LIMITED

F8 企業 (控股) 集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8347)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITORS,
ADOPTION OF NEW ARTICLES
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of the front and inside cover pages shall have the same respective meanings as those defined in the section headed “Definitions” in this circular.

This circular together with a form of proxy will remain on the website of Stock Exchange at <http://www.hkexnews.hk> on the “Latest Listed Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at <http://www.f8.com.hk>.

A notice convening the AGM to be held at My Palace, 7 Kent Road, Kowloon Tong, Kowloon, Hong Kong on Friday, 16 September 2022, at 2:00 p.m. is set out on pages 24 to 28 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Measures will be taken to prevent and control the spread of the novel coronavirus at the AGM, including:

- compulsory body temperature checks and health declarations
- compulsory wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the AGM venue.

The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person.

Due to the constant evolving novel coronavirus situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company’s website at www.f8.com.hk for the latest announcements and information.

29 July 2022

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful considerations.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM” or “Annual General Meeting” or “Meeting”	the annual general meeting of the Company to be held at My Palace, 7 Kent Road, Kowloon Tong, Kowloon, Hong Kong on Friday, 16 September 2022, at 2:00 p.m.
“AGM Notice”	the notice convening the AGM set out on pages 24 to 28 of this circular
“Amendments”	the amendments and restatement of the Articles to, among others, (i) bringing the Articles in line with amendments made to GEM Listing Rules and applicable laws of the Cayman Islands and (ii) making certain minor housekeeping amendments to the Articles for the purpose of clarifying existing practice and making consequential amendments in line with the amendments to the Articles
“Articles” or “Articles of Association”	the amended and restated articles of association of the Company, as amended from time to time
“associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Audit Committee”	the audit committee of the Group
“Board”	the board of Directors
“Companies Act”	the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	F8 Enterprises (Holdings) Group Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Consolidated Shares(s)”	ordinary share(s) of HK\$0.10 each in the issued and unissued share capital of the Company immediately after the Share Consolidation becoming effective;
“connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	the GEM of the Stock Exchange

DEFINITIONS

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with Shares up to a maximum of 20% of the aggregate number of the issued Shares of the Company as at the date of passing the relevant resolution(s) granting such mandate
“Latest Practicable Date”	25 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“New Articles”	the Amended and Restated Articles of Association of the Company incorporating the proposed Amendments to be adopted by the Shareholders at the AGM
“Nomination Committee”	the nomination committee of the Group
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Group
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares, the aggregate number of which shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing the relevant resolution(s) granting such mandate
“Rights Share(s)”	new Consolidated Shares to be issued and allotted under the Rights Issue on the basis of one (1) Rights Share for every two (2) Consolidated Shares in issue on the Record Date, being 50,400,000 Rights Shares (assuming no change in the share capital of the Company on or before the Record Date)

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	the existing ordinary share(s) of HK\$0.1 each in the share capital of the Company and/or Consolidated Share(s), as the case maybe
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-back as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
“%”	per cent.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

We care about the health of the Shareholders, staff and stakeholders which is of paramount importance. In view of the ongoing novel coronavirus pandemic, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at the AGM venue entrance. Any person whose body temperature over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) Each attendee shall declare whether (a) he/she has traveled outside Hong Kong within the 14-day period immediately before the date of AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions or is wearing a wristband for compulsory quarantine may be denied entry into the AGM venue or be required to leave the meeting venue.
- (iii) The Company encourages each attendee inside the AGM venue to wear self-prepared surgical face mask throughout the AGM and to maintain a safe distance.
- (iv) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all Shareholders that physical attendance in person at the AGM for the purpose of exercising voting rights is not necessary. Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the AGM in person, by completing and returning the proxy form attached to this circular.

If any Shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our email at cs@f8.com.hk.

If any Shareholder has any question relating to precautionary measures of the AGM, please contact the Company's branch share registrar, Boardroom Share Registrars (HK) Limited as follows:

Address: Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong

Email: srinfo.hk@boardroomlimited.com

Tel: (852) 2153 1688

Fax: (852) 3020 5058

LETTER FROM THE BOARD

F8 ENTERPRISES (HOLDINGS) GROUP LIMITED

F8 企業 (控股) 集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8347)

Executive Directors:

Mr. Fong Chun Man (*Chairman*)

Ms. Lo Pui Yee (*Vice Chairlady*)

Mr. Chan Chi Fai (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Chui Chi Yun, Robert

Mr. Kwong Yuk Lap

Mr. Wang Anyuan

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of

business in Hong Kong:

Unit 3304, 33/F, Tower 1

Enterprise Square Five

38 Wang Chiu Road

Kowloon Bay, Kowloon

Hong Kong

29 July 2022

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITORS,
ADOPTION OF NEW ARTICLES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM, among other things, (i) the granting of general mandates to the Directors to issue Shares and repurchase Shares; (ii) the re-election of Directors; (iii) re-appointment of auditors of the Company and (iv) adoption of New Articles. These resolutions will be proposed at the AGM and are set out in the notice of the AGM as contained in this circular.

LETTER FROM THE BOARD

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

The Directors were granted general mandates to allot, issue and deal with the Shares pursuant to the ordinary resolutions passed by the then Shareholders at the annual general meeting of the Company held on 31 August 2021 where the Directors were granted (i) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of the issued Shares of the Company at the date of passing of the relevant ordinary resolution; (ii) a general unconditional mandate to repurchase Shares with an aggregate amount not exceeding 10% of the aggregate number of the issued Shares of the Company at the date of passing of the relevant ordinary resolution; and (iii) general extension mandate, after the Repurchase Mandate is granted, to add the aggregate amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the aggregate number of the issued Shares of the Company at the date of passing of the resolution for approving the Issue Mandate. Such general mandate will lapse at the conclusion of the AGM.

As at the Latest Practicable Date, the total number of Shares in issue was 100,800,000 Shares. During the period from the Latest Practicable Date and prior to the date of the AGM, 50,400,000 Rights Shares will be issued by the Company pursuant to the above general mandate. Further information on the new issue of Right Shares were disclosed in the Company's announcements dated 25 May 2022 and 10 July 2022 respectively.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed to grant to Directors as general mandate:

- (i) the Issue Mandate to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the number of issued Shares of the Company at the date of the passing of such resolution;
- (ii) the Repurchase Mandate to repurchase Shares comprising the aggregate amount of which does not exceed 10% of the number of issued Shares of the Company at the date of passing of such resolution; and
- (iii) the general extension mandate, after the Repurchase Mandate is granted, to add the aggregate amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the number of issued Shares of the Company at the date of passing of the resolution for approving the Issue Mandate.

LETTER FROM THE BOARD

Based on 151,200,000 Shares will be in issue as at the date of the AGM and assuming that no further Shares are repurchased or issued prior to the AGM, subject to the passing of the ordinary resolution for approving the Issue Mandate and the Repurchase Mandate, the Directors will be authorised to allot, issue and deal with up to a limit of 30,240,000 Shares pursuant to the Issue Mandate and repurchase 15,120,000 Shares pursuant to the Repurchase Mandate.

An explanatory statement, required by the GEM Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Repurchase Mandate at the AGM.

The Issue Mandate, the Repurchase Mandate and the general extension mandate, if granted at the AGM, will remain in effect until 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 law or the Articles to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

RE-APPOINTMENT OF AUDITORS

Messrs. HLB Hodgson Impey Cheng Limited will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Messrs. HLB Hodgson Impey Cheng Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

RE-ELECTION OF DIRECTORS

The Board currently consists of six Directors, Mr. Fong Chun Man, Ms. Lo Pui Yee, Mr. Chan Chi Fai, Mr. Chui Chi Yun, Robert, Mr. Kwong Yuk Lap and Mr. Wang Anyuan.

Pursuant to the Article 84(1) of the Articles, Mr. Fong Chun Man and Mr. Chui Chi Yun, Robert will retire from office as the Directors at the AGM and, being eligible to offer themselves for re-election.

The Board, upon the recommendation of the Nomination Committee, proposed Mr. Fong Chun Man and Mr. Chui Chi Yun, Robert, the retiring Directors, to stand for re-election as the Directors at the AGM.

LETTER FROM THE BOARD

In view of the diversified knowledge, experience and skills of Mr. Chui Chi Yun Robert in finance, accounting, corporate governance and compliance, the Board believes that his expertise will enable him to fulfill his role as independent non-executive Director effectively and can provide useful and constructive opinion and make contribution to the Board and future development of the Company.

Based on the background of Mr. Fong and Mr. Chui including but not limited to gender, cultural and educational background, ethnicity, professional experience, skills and knowledge, it is believed that Mr. Fong and Mr. Chui can contribute to diversity of the Board.

Particulars of the Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.

Procedure and Process for Nomination of Directors

According to the board diversity policy adopted by the Company and the Code Provision B.3.4 of Appendix 15 of the GEM Listing Rules, the Nomination Committee will recommend to the Board for the appointment of a Director including an INED in accordance with the following procedures and process:

- (a) The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- (b) The Nomination Committee may consult any source it considers appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to:
 - (i) diversity in the aspects, amongst others, of gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
 - (ii) commitment for responsibilities of the Board in respect of available time and relevant interest;
 - (iii) qualifications, including accomplishment and experience in the relevant industries in which the Group's business is involved;
 - (iv) independence of the INEDs;
 - (v) reputation for integrity;
 - (vi) potential contributions that the individual can bring to the Board; and
 - (vii) plan(s) in place for the orderly succession of the Board;

LETTER FROM THE BOARD

- (c) The Nomination Committee may adopt any process it considers appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;
- (d) The Nomination Committee will consider a broad range of candidates who are in and outside of the Board's circle of contacts;
- (e) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- (f) The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate;
- (g) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and where a non-executive Director is considered, the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration;
- (h) The Board may arrange for the selected candidate to be interviewed by the members of the Board who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be; and
- (i) All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the relevant regulatory authorities, if required.

Recommendations of the Nomination Committee

The Nomination Committee had, among other matters, evaluated the performance of each of Mr. Fong Chun Man and Mr. Chui Chi Yun Robert during the period from their respective dates of appointment to 31 March 2022 and found their performance satisfactory.

The Nomination Committee has also assessed and reviewed the annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules received from each of the INEDs and confirmed that all of them remain independent.

LETTER FROM THE BOARD

Accordingly, the Nomination Committee recommended to the Board that Mr. Fong Chun Man and Mr. Chui Chi Yun Robert stand for re-election as Directors at the AGM. As a good corporate governance practice, each of Mr. Fong Chun Man and Mr. Chui Chi Yun Robert abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

The biographical details of Mr. Fong Chun Man and Mr. Chui Chi Yun Robert (i.e. the Directors proposed to be re-elected) are set out in Appendix II to this circular in accordance with the relevant requirements under the GEM Listing Rules.

ADOPTION OF THE NEW ARTICLES

The Board proposes to adopt the New Articles in substitution for and to the exclusion of the existing Articles in order to bring the Articles in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022 and to incorporate certain housekeeping amendments.

The proposed amendments to the Articles (“**Proposed Amendments**”) which will be included in the New Articles 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 all Shareholders shall have the right to speak at a general meeting of the Company;
3. to provide that in addition to the right to convene an extraordinary general meeting on the requisition of one or more Shareholders holding not less than one tenth (1/10th) of the paid up capital of the Company having the right of voting at general meetings, such Shareholder(s) shall also have the right to add resolutions to the meeting agenda of a general meeting;
4. to provide that the branch register of Shareholders in Hong Kong may be closed on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws in Hong Kong);
5. to allow the Company to hold hybrid general meetings by electronic means; and
6. to make other necessary amendments for updating the Articles and better aligning with the wording in the applicable laws of Cayman Islands and the GEM Listing Rules.

For details of the Proposed Amendments, please refer to Appendix III to this circular.

The Company has been advised by its legal advisers that the proposed Amendments conform to the requirements of the GEM Listing Rules and do not contravene the laws of the Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the proposed Amendments to the Articles for a company listed on the Stock Exchange.

LETTER FROM THE BOARD

The Board proposes to put forward to the Shareholders for approval at the AGM a special resolution to adopt the New Articles. The proposed adoption of the New Articles is subject to the passing of a special resolution.

CLOSURE OF REGISTER

For determining Members' entitlement to attend and vote at the Meeting, the register of Members will be closed from Tuesday, 13 September 2022 to Friday, 16 September 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 Friday, 9 September 2022.

ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed, *inter alia*, the Issue Mandate and the Repurchase Mandate, the re-appointment of auditors, the re-election of Directors by the Company and the adoption of the New Articles are set out on page 24 to page 28 of this circular.

A form of proxy for the AGM is enclosed herewith. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. The completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, the voting of the Shareholders at the AGM must be taken by poll. The chairman of the AGM will therefore demand a poll for all resolutions to be put to the vote at the meeting pursuant to the Articles. An announcement on the poll vote results will be made by the Company after the AGM.

To the extent that the Directors are aware, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the proposed resolutions at the AGM.

RESPONSIBILITY STATEMENT

This circular, 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 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate and the Repurchase Mandate and the proposal to re-elect the Directors and to re-appoint the Company's auditors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters.

The Board is pleased to recommend the retiring Directors, to be re-elected as the Directors at the AGM.

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

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 100,800,000 Shares. During the period from the Latest Practicable Date and prior to the date of the AGM, 50,400,000 Right Shares will be issued by the Company and 151,200,000 Shares will be in issue as at the date of the AGM.

Subject to the passing of the relevant ordinary resolutions granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 15,120,000 Shares, being 10% of the issued Shares of the Company as at the date of the AGM. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

3. REASONS FOR REPURCHASE

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

4. FUNDING AND EFFECT OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles, the GEM Listing Rules, and the applicable laws of the Cayman Islands.

Under the GEM Listing Rules, a listed company may not repurchase its own shares listed on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

The Directors consider that, if the Repurchase Mandate was to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2022, being the date of its latest published audited combined financial statements. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles and the applicable laws of the Cayman Islands.

6. TAKEOVERS CODE CONSEQUENCE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) 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, according to the register of members kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry made by the Directors, Grand Tycoon Limited held a beneficial interest in 50,457,600 Shares, representing approximately 50.06% of the issued Shares of the Company. Grand Tycoon Limited is a controlled corporation of Mr. Fong Chun Man, an executive Director and the chairman of the Board. By virtue of the SFO, Mr. Fong Chun Man is deemed, or taken to be interested in the Shares held by Grand Tycoon Limited in the Company. Ms. Lo Pui Yee is the spouse of Mr. Fong Chun Man, under the SFO, Ms. Lo Pui Yee is deemed, or taken to be interested in the same number of the Shares in which Mr. Fong Chun Man is interested. In the event that the Repurchase Mandate was exercised in full, the percentage shareholding of Grand Tycoon Limited, would be increased to approximately 55.62% of the issued Shares of the Company and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares under the Repurchase Mandate.

Any repurchase of the Shares which results in the number of the Shares held by the public being reduced to less than the prescribed percentage of the Shares then in issue could only be implemented with the approval of the Exchange to waive the GEM Listing Rules requirements regarding the public float under the GEM Listing Rules. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

7. REPURCHASE OF SHARES BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on GEM or otherwise).

8. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSON

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates, have any present intention, in the event that the proposal on the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

No connected persons of the Company (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM during each of the previous twelve months and up to the Latest Practicable Date were as follows:

	Shares prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
July	0.122	0.090
August	0.108	0.083
September	0.113	0.084
October	0.122	0.080
November	0.189	0.036
December	0.053	0.035
2022		
January	0.044	0.035
February	0.041	0.035
March	0.041	0.032
April	0.041	0.034
May	0.038	0.032
June (<i>Note</i>)	0.384	0.307
July (up to the Latest Practicable Date)	0.500	0.330

Note: An extraordinary general meeting was held on 27 June 2022 in which the resolution in relation to the share consolidation on the basis that every ten (10) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.1 each in the share capital of the Company (the “**Share Consolidation**”) was passed. The Share Consolidation became effective on 29 June 2022. For further information, please refer to the Company’s announcement dated 25 May 2022, the Company’s circular dated 9 June 2022 and the Company’s announcement date 27 June 2022.

Stated below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles.

Mr. Fong Chun Man (“**Mr. Fong**”), aged 42, is our founder, executive Director, Chairman, compliance officer, member of the Nomination Committee and Remuneration Committee, and is responsible for our Group’s overall corporate management and business development strategies. Mr. Fong was appointed as an executive Director on 23 March 2017. Mr. Fong established our Group in early 2005 and was appointed as the director of Great Wall (International) Oil Limited in December 2005.

Mr. Fong has over 17 years of experience in the sale and transportation of diesel oil and related products, during which a good business performance has been achieved. He was responsible for the Company’s daily operation, including but not limited to submitting tender proposals and undertaking construction projects, managing its corporate accounting and administrative matter, monitoring the logistics of projects and contacting suppliers and customers, such as authorised agents appointed by the Oil Majors. Mr. Fong has also been the director of Jet Good Limited since April 2005, a company whose principal business involves the provision of construction materials and related logistics services in Hong Kong, where he has gained experience in business operation and management expertise.

He has been a committee member of the 13th and 14th sessions of the Chinese People’s Political Consultative Conference Guangzhou City Yue Xiu District Committee (中國人民政治協商會議廣州市越秀區委員會) since May 2008 and the committee member of the 13th session of the Chinese People’s Political Consultative Conference Guangzhou Committee (中國人民政治協商會議廣州市委員會) since January 2017. Mr. Fong is the director and the chairman of the audit committee of Pok Oi Hospital, a non-profit hospital in Hong Kong since 2012 and the chairman of the Hong Kong Road Safety Association since 2021. He is also the current honorary president of the Hong Kong Girl Guides Association Shatin branch.

Mr. Fong has entered into a service agreement with the Company for an initial term of three years commencing on 22 August 2016, subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Articles, and will continue thereafter until terminated in accordance with the terms of the agreement. The annual salary for him for the year ended 31 March 2022 is HK\$720,000. Such salary will be reviewed annually by the Board and the remuneration committee; and he is entitled to a discretionary bonus as the remuneration committee of the Company may recommend to the Board and which the Board may approve with reference to his performance and the operating results of the Group.

Save as disclosed above, Mr. Fong (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) is not interested in any Shares within the meaning of the Part XV of the SFO.

Mr. Chui Chi Yun, Robert (“**Mr. Chui**”), aged 65, was appointed as our independent non-executive Director on 23 March 2017. Mr. Chui is the chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee.

Mr. Chui obtained a Bachelor’s degree in commerce from the Concordia University in June 1978 and was awarded the Medal of Honour by the Government of Hong Kong Special Administrative Region in 2014. Mr. Chui is currently a practicing certified public accountant in Hong Kong and is a fellow member of the Hong Kong Society of Accountants since June 1991 and the Chartered Association of Certified Accountants since May 1989. Mr. Chui has over 35 years of experience in the accounting field and is the founder of a Hong Kong accounting firm, Robert Chui CPA Limited since August 1991.

Mr. Chui has been appointed as a director of the following listed companies on the Stock Exchange during the periods indicated below:

Name of listed company (stock code)	Position held	Period during which he held directorship
Asia Cassava Resources Holdings Limited (stock code: 841)	Independent non-executive director	August 2018–Current
National Arts Group Holdings Limited (stock code: 8228)	Independent non-executive director	May 2009–Current
Tse Sui Luen Jewellery (International) Limited (stock code: 417)	Independent non-executive director	April 1999–Current
Wing Lee Property Investments Limited (stock code: 864)	Independent non-executive director	February 2013–Current
Huiyin Holdings Group Limited (stock code: 1178)	Independent non-executive director	October 2020–December 2021

Save as disclosed above, he was not a director in any listed companies for the last three preceding years.

Mr. Chui has entered into a service agreement with the Company for an initial term of three years commencing on 23 March 2017, subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Articles, and will continue thereafter until terminated in accordance with the terms of the agreement and the annual emoluments of Mr. Chui as an INED is HK\$120,000. Such emoluments will be reviewed annually by the Board and the Remuneration Committee; and he is entitled to a discretionary bonus as the Remuneration Committee may recommend to the Board and which the Board may approve with reference to his performance and the operating results of the Group.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Mr. Chui has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Mr. Chui is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) Mr. Chui is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Mr. Chui that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, nor are there any other matters concerning Mr. Chui that needs to be brought to the attention of the Shareholders.

The following are the proposed amendments to the existing Articles. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Articles.

1. Amend the following clause in the Articles:

10. Subject to the ~~Law~~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~~ not less than three-fourths ~~in nominal value of the issued shares of the voting rights of the holder of 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 authorized representative) holding or representing by proxy not less than one-third ~~in nominal value of the voting rights~~ 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 authorized 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.

2. Amend the following clause in the Articles:

44. The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given to Shareholders in accordance with the Listing Rules or by advertisement in a newspaper circulating generally in Hong Kong ~~by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect~~, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares, which may be extended for no more than thirty (30) days in respect of any year by an Ordinary Resolution of the Shareholders passed in that year.

3. Insert the following new clause to the Articles:
 - 44A. The Company shall, on demand, provide any person who is entitled to inspect the Register seeking to inspect a Register or part of a Register that is closed under this Article with a certificate signed by the Company Secretary of the Company stating the period for which, and by whose authority, it is closed.
4. Amend the following clause in the Articles:
 56. An annual general meeting of the Company shall be held in each financial year other than the year of the Company's adoption of these Articles, and such annual general meeting shall be held within six months after the end of its previous financial year ~~(within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, 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.
5. Insert the following new clause to the Articles:
 - 57A. Any Shareholder who is entitled to attend the general meeting shall have the right to (a) speak at the general meeting; and (b) vote at a general meeting except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration, and subject to Article 73(2) below. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as 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 meetings.
6. Amend the following clause in the Articles:
 58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the voting rights at general meetings on a one vote per Share basis in the share capital paid-up capital of the Company ~~carrying the right of voting at general meetings~~ of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

7. Insert the following new clause to the Articles:
 - 58A. Any one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the voting rights at general meetings on a one vote per Share basis in the share capital of the Company shall have the right to, upon reasonable notice, raise requisition to the Board for adding resolutions to the meeting agenda of a general meeting.
8. Amend the following clause in the Articles:
 - 83(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 appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting of ~~Members~~the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.
9. Amend the following clause in the Articles:
 - 83(5). The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing or other executive director) at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).
10. Amend the following clause in the Articles:
 - 152(1). At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall, by ordinary resolution, 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.
11. Amend the following clause in the Articles:
 - 152(2). The Members may, at any general meeting convened and held in accordance with these Articles, by ~~special~~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 and fix the new auditor's remuneration or delegate the fixing of such remuneration to the Board.

12. Amend the following clause in the Articles:
 154. The remuneration of the Auditor shall be fixed by the Company in the annual general meeting by ordinary resolution or in such manner as the Members may determine.
13. Insert the following new clause to the Articles:
 - 157A. Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 March in each year.
14. Replace all references to “Law” to “Act” in the Articles.

NOTICE OF ANNUAL GENERAL MEETING

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of F8 Enterprises (Holdings) Group Limited (the “**Company**”) will be held at My Palace, 7 Kent Road, Kowloon Tong, Kowloon, Hong Kong on Friday, 16 September 2022, at 2:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the audited financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 March 2022;
2. To re-elect the following persons as the directors of the Company (the “**Director(s)**”):
 - (a) Mr. Fong Chun Man as an executive Director; and
 - (b) Mr. Chui Chi Yun Robert as an independent non-executive Director;
3. To authorise the board (the “**Board**”) of directors to fix the remuneration of the Directors; and
4. To re-appoint Messrs. HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

5. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued shares of HK\$0.01 each in the share capital of the Company and to make or grant offers, agreements and options, including bonds and warrants to subscribe for shares of the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (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 which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of share allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) 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 all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription attaching to any convertible securities or similar rights which may be issued by the Company from time to time, shall not exceed 20 per cent of the aggregate number of the issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (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:

- (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 the applicable law of the Cayman Islands 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.

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (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).”

NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this Resolution) of all powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the **“Commission”**) and the Stock Exchange under the Hong Kong Code on Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate amount of shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate number of the issued shares of the Company as at the date of the passing of this resolution 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 pass 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 the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands 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.”
7. **“THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 5 above be and it is hereby approved to be extended by adding an amount representing the aggregate number of the shares of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above provided that such amount shall not exceed 10 per cent of the aggregate number of the issued shares of the Company as at the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

8. “**THAT** the articles of association of F8 Enterprises (Holdings) Group Limited (“**Company**”) be amended in the manner as set out in the circular of the Company dated 29 July 2022 (the “**Circular**”); the new articles of association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the annual general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect after the close of the meeting; and that any one of the directors of the Company be and is 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
F8 Enterprises (Holdings) Group Limited
Fong Chun Man
Executive Director and Chairman

Hong Kong, 29 July 2022

Notes:

- (1) Any member of the Company (the “**Member**”) entitled to attend and vote at the Meeting 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.

NOTICE OF ANNUAL GENERAL MEETING

- (5) For determining Members' entitlement to attend and vote at the Meeting, the register of Members will be closed from Tuesday, 13 September 2022 to Friday, 16 September 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 Friday, 9 September 2022.
- (6) In relation to the proposed resolutions numbered 5 and 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company.
- (7) In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they consider appropriate for the benefit of the Company and the Members. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I of the circular.
- (8) 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.
- (9) If tropical cyclone warning signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of Company at www.f8.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the re-scheduled meeting.

If a tropical cyclone warning signal No. 8 or above or a "black" rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the Meeting and where conditions permit, the Meeting will be held as scheduled.

The Meeting will be held as scheduled when an "amber" or "red" rainstorm warning signal is in force.

After considering their own situations, Members should decide on their own whether or not they would attend the Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the Directors are:

Executive Directors

Mr. Fong Chun Man (*Chairman*), Ms. Lo Pui Yee (*Vice Chairlady*) and Mr. Chan Chi Fai (*Chief Executive Officer*)

Independent Non-executive Directors

Mr. Chui Chi Yun, Robert, Mr. Kwong Yuk Lap and Mr. Wang Anyuan

This notice will remain on the "Latest Listed Company Announcements" page of the website of 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 the notice shall prevail over the Chinese text.