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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Hopefluent Group Holdings Limited (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 23 May 2023 at 3:00 p.m. for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

AS ORDINARY RESOLUTION

1. “**THAT**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to deal in, the shares of the Company to be issued and allotted pursuant to the exercise of options granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), the rules of which are contained in the document marked “**A**” produced to the meeting and for the purposes of identification signed by the chairman thereof, the New Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to do all acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including without limitation:
 - (i) administering the New Share Option Scheme and granting options under the New Share Option Scheme;
 - (ii) modifying and/or amending the rules of the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”);

- (iii) allotting and issuing from time to time such number of shares in the capital of the Company (the “**Shares**”) as may be required to be issued pursuant to the exercise of the options granted under the New Share Option Scheme;
- (iv) making application at appropriate time or times to the Stock Exchange for the listing of and permission to deal in, any Shares or any part thereof that may from time to time be issued and allotted pursuant to the exercise of the options granted under the New Share Option Scheme;
- (b) the Scheme Mandate Limit (as defined in the New Share Option Scheme), being that the maximum number of shares of the Company in respect of which all options to be granted to Eligible Participants (as defined in the New Share Option Scheme) under all share schemes of the Company shall not in aggregate exceed 10% of the aggregate number of issued shares of the Company as at the date of passing of this resolution, be and is hereby approved and adopted, and the directors of the Company be and are hereby authorised to grant options to such Eligible Participants up to the Scheme Mandate Limit, to allot, issue and deal with the shares of the Company pursuant to the exercise of such options, and to do all such acts and things and to enter into all such transactions, arrangements and agreements, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient in order to give full effect to and implement the Scheme Mandate Limit; and
- (c) subject to and conditional upon the New Share Option Scheme becoming unconditional, the existing share option scheme of the Company which was adopted by the Company on 6 June 2014 (the “**2014 Share Option Scheme**”) is hereby terminated except that the provisions of the 2014 Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior to its termination, or otherwise as may be required in accordance with the rules of the 2014 Share Option Scheme.”

Yours faithfully,
For and on behalf of the Board
Hopefluent Group Holdings Limited
FU Wai Chung
Chairman

Hong Kong, 3 May 2023

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200 Connaught Road Central
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Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.
2. 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 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 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, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. before 3:00 p.m. on 21 May 2023) or any adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or adjourned meeting.
5. For the purpose of ascertaining shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 18 May 2023 (Thursday) to 23 May 2023 (Tuesday), both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 17 May 2023 (Wednesday).
6. According to Rule 13.39(4) of the Listing Rules, the voting at the EGM will be taken by poll.
7. The Chinese translation of this notice (including the contents of the proposed resolution set out herein) is for reference only. In case of inconsistency, the English Version shall prevail.

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, Mr. CAO Qimeng and Ms. XU Jing.