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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Gome Finance Technology Co., Ltd.**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
BUY BACK SHARES**  
**(2) PROPOSED RE-ELECTION OF DIRECTORS  
AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at REF Financial Press Limited, Units 5906-5912, 59/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Wednesday, 28 June 2023, at 10:30 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gomejr.com](http://www.gomejr.com)).

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). 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 (as the case may be) should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at REF Financial Press Limited, Units 5906-5912, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Wednesday, 28 June 2023, at 10:30 a.m., or any adjournment thereof
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Buyback Mandate”	the buyback mandate proposed to be granted to the Directors at the AGM to buy back up to 10% of the total number of issued Shares of the Company as at the date of granting of such mandate
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	Companies Act 1981 of Bermuda, as amended from time to time
“Company”	Gome Finance Technology Co., Ltd., a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 628)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general mandate proposed to be granted to the Directors at the AGM to the effect that the total number of Shares which may be allotted, issued or dealt with under the Issuance Mandate may be increased by an additional number representing such number of Shares actually bought back under the Buyback Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issuance Mandate”	the issuance mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of granting of such mandate
“Latest Practicable Date”	19 May 2023, 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”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Wong”	Mr. Wong Kwong Yu (黃光裕先生), the husband of Ms. Du
“Ms. Du”	Ms. Du Juan (杜鵑女士), the controlling shareholder of the Company who indirectly held approximately 61.20% of the issued shares of the Company through Swiree as at the Latest Practicable Date
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Strategy Committee”	the strategy committee of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Swiree”	Swiree Capital Limited, a company incorporated in the British Virgin Islands with limited liability and wholly-owned by Ms. Du as at the Latest Practicable Date
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“%”	per cent.

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LETTER FROM THE BOARD

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

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 628)**

*Executive Director:*

Mr. Zhou Yafei

*Non-executive Director:*

Ms. Wei Qiuli

*Independent non-executive Directors:*

Mr. Lee Puay Khng

Mr. Li Liangwen

Mr. Hung Ka Hai Clement

Ms. Wang Wanjun

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place of business  
in Hong Kong:*

Suite 2912, 29th Floor

Two International Finance Centre

8 Finance Street, Central

Hong Kong

24 May 2023

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
BUY BACK SHARES  
(2) PROPOSED RE-ELECTION OF DIRECTORS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you details of (1) the grant of the Issuance Mandate, the Buyback Mandate and the Extension Mandate; (2) the re-election of the Directors; and (3) the notice convening the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issuance Mandate, the Buyback Mandate and the Extension Mandate.

#### Issuance Mandate and Extension Mandate

At the AGM, an ordinary resolution will be proposed to grant to the Directors an unconditional general mandate (i.e. the Issuance Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to the share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the total number of issued Shares as at the date of granting of the Issuance Mandate, provided that if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be issued under the Issuance Mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.

In addition, a separate ordinary resolution will be proposed to extend the Issuance Mandate (i.e. the Extension Mandate) authorising the Directors to allot, issue and deal with Shares to the extent of the Shares bought back pursuant to the Buyback Mandate. Details on the Buyback Mandate are further elaborated below.

As at the Latest Practicable Date, there were 2,701,123,120 Shares in issue. Subject to the passing of the resolution for the approval of the Issuance Mandate and on the basis that no further Shares will be issued or bought back or cancelled and no consolidation or subdivision of Shares will be conducted between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issuance Mandate to allot, issue and deal with a maximum of 540,224,624 Shares.

#### Buyback Mandate

At the AGM, an ordinary resolution will also be proposed to grant to the Directors an unconditional general mandate to buy back Shares (i.e. the Buyback Mandate) on the Stock Exchange of up to 10% of the total number of issued Shares as at the date of granting of the Buyback Mandate, provided that if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be bought back under the Buyback Mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.

Subject to the passing of the resolution for the approval of the Buyback Mandate and on the basis that no further Shares will be issued or bought back or cancelled and no consolidation or subdivision of Shares will be conducted between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buyback Mandate to buy back a maximum of 270,112,312 Shares.

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## LETTER FROM THE BOARD

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The Issuance Mandate, the Buyback Mandate and the Extension Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issuance Mandate, the Buyback Mandate and the Extension Mandate up to (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 Bye-laws, the Companies Act, or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the Issuance Mandate, the Buyback Mandate or the Extension Mandate (as the case may be) by an ordinary resolution of the Shareholders at a general meeting of the Company, whichever is the earliest.

An explanatory statement in connection with the Buyback Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Buyback Mandate at the AGM.

### RE-ELECTION OF DIRECTORS

According to Bye-law 83(2) of the Bye-laws, 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, subject to authorisation by the Shareholders in a general meeting of the Company, as an addition to the existing Board but the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in a general meeting of the Company. 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. According to Bye-law 84(1) of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3) the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall retire from office by rotation at least once every three years. According to Bye-law 84(2) of the Bye-laws, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

In accordance with Bye-law 84(1) of the Bye-laws, Ms. Wei Qiuli (“**Ms. Wei**”) will retire as a non-executive Director with effect from the conclusion of the AGM and she has informed the Company that she will not stand for re-election at the AGM. Ms. Wei will also cease to be a member of the Remuneration Committee with effect from the conclusion of the AGM. Ms. Wei has confirmed that there is no disagreement between her and the Board, and there are no matters relating to her retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

In accordance with Bye-laws 84(1) and 84(2) of the Bye-laws, Mr. Zhou Yafei (“**Mr. Zhou**”) and Mr. Hung Ka Hai Clement (“**Mr. Hung**”) shall retire from office at the AGM. Mr. Zhou and Mr. Hung are eligible and have offered themselves for re-election. At the AGM, separate ordinary resolutions will be proposed to re-elect Mr. Zhou as executive Director and Mr. Hung as independent non-executive Director respectively.

Subject to Mr. Zhou being elected as Director at the AGM, he will be an executive Director and also a member of the Nomination Committee, Strategy Committee and Remuneration Committee with effect from the conclusion of the AGM.

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## LETTER FROM THE BOARD

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Subject to Mr. Hung being elected as Director at the AGM, he will be an independent non-executive Director and also the Chairman of the Audit Committee and a member of the Nomination Committee with effect from the conclusion of the AGM.

The Nomination Committee had reviewed the proposed re-election of Mr. Zhou and Mr. Hung pursuant to the criteria set out in the nomination policy adopted by the Company and reviewed the written confirmation of independence of Mr. Hung. The Nomination Committee is of the view that each of Mr. Zhou and Mr. Hung would bring to the Board his own perspectives, skills and experience, as further described in their biographical details in Appendix III to this circular. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Zhou and Mr. Hung can contribute to the diversity of the Board, in particular, with their diverse business and professional backgrounds. The Board considers that Mr. Hung has satisfied the criteria for independence set out in Rule 3.13 of the Listing Rules. The Board, taking into account each of Mr. Zhou's and Mr. Hung's past and prospective contributions to the Company and their individual attributes which in the Board's view complement the Board's diversity and optimal composition, accepted the recommendations from the Nomination Committee and recommends to the Shareholders the proposed re-election of Mr. Zhou as executive Director and Mr. Hung as independent non-executive Director at the AGM.

For administrative convenience and flexibility, the Board seeks to be authorised by the Shareholders to fix the remuneration of the Directors.

The biographical information of Mr. Zhou and Mr. Hung is set out in Appendix III to this circular.

### **AGM**

A notice convening the AGM is set out on pages 17 to 21 of this circular. Ordinary resolutions will be proposed at the AGM to approve, amongst other things, the granting of the Issuance Mandate, the Buyback Mandate and the Extension Mandate to the Directors and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.gomejr.com](http://www.gomejr.com). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). 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 (as the case may be) should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 23 June 2023 to Wednesday, 28 June 2023, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 21 June 2023.

All the resolutions proposed to be approved at the AGM will be taken by poll in accordance with the Listing Rules and an announcement will be made by the Company after the AGM on the poll results of the AGM.

### RECOMMENDATIONS

#### **I. In relation to the grant of the Issuance Mandate, the Buyback Mandate and the Extension Mandate**

The Board considers that the grant of the Issuance Mandate, the Buyback Mandate and the Extension Mandate mentioned above is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolutions to be proposed at the AGM to approve the grant of the Issuance Mandate, the Buyback Mandate and the Extension Mandate.

#### **II. In relation to the proposed re-election of the Directors**

The Board considers that the re-election of Directors mentioned above is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolutions to be proposed at the AGM to approve the re-election of the Directors.

### GENERAL INFORMATION

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM.

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

**I. 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.

**II. DIRECTORS' INTERESTS**

As at the Latest Practicable Date, none of the Directors or chief executive of the Company had interests or short positions in the Shares, underlying Shares or debentures of the Company or any associated corporations (as defined in Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register kept under section 352 of the SFO, or required to be notified to the Company and the Stock Exchange in accordance with the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

**III. SUBSTANTIAL SHAREHOLDERS' INTERESTS**

As at the Latest Practicable Date, so far as was known to the Directors or chief executive of the Company and as required by Divisions 2 and 3 of Part XV of the SFO to be disclosed to the Company or as recorded in the register required to be kept under Section 336 of the SFO, the interests or short positions of persons other than the Directors and chief executive of the Company in the Shares and underlying Shares of the Company were as follows:

<b>Name of Substantial Shareholder</b>	<b>Nature of Interest</b>	<b>Number of Shares</b>	<b>Approximate percentage of shareholding interest (Note 4)</b>
Swiree (Note 1)	Beneficial owner	1,653,073,872	61.20%
Ms. Du (Note 1)	Interest of controlled corporation	1,653,073,872	61.20%
Mr. Wong (Note 2)	Interest of spouse	1,653,073,872	61.20%
Richlane Ventures Limited ("Richlane") (Note 3)	Beneficial owner	295,512,312	10.94%
Mr. Ko Chun Shun, Johnson ("Mr. Ko") (Note 3)	Beneficial owner	5,000,000	0.19%
	Interest of controlled corporation	295,512,312	10.94%
	Interest of controlled corporation	38,978,000	1.44%

*Notes:*

- (1) Swiree was wholly and beneficially owned by Ms. Du. Ms. Du was deemed to be interested in all the Shares held by Swiree by virtue of the SFO.
- (2) Mr. Wong, being the spouse of Ms. Du, was also deemed to be interested in all the Shares held by Ms. Du through Swiree by virtue of the SFO.
- (3) Mr. Ko held 5,000,000 Shares directly. He also held 334,490,312 Shares indirectly, among which he held 295,512,312 shares through Richlane and 38,978,000 shares through Sonic Gain Limited, both of which were wholly-owned by him.
- (4) Calculated on the basis of 2,701,123,120 Shares in issue as at the Latest Practicable Date.

As at the Latest Practicable Date, none of the Directors or any proposed Director was a director or an employee of a company which had, or was deemed to have, an interest or a short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified by any person (other than Directors or the chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

#### **IV. DIRECTORS' SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had entered or proposed to enter into a service contract with any member of the Group which would not expire or was not determinable within one year without payment of compensation (other than statutory compensation).

#### **V. DIRECTORS' COMPETING INTERESTS**

As at the Latest Practicable Date, none of the Directors or their respective close associates was considered by the Company to have interests in businesses which compete, or might compete, directly or indirectly, with the businesses of the Group.

#### **VI. DIRECTORS' INTERESTS IN ASSETS OF THE GROUP**

As at the Latest Practicable Date, so far as the Directors were aware, none of the Directors nor their respective close associates had any direct or indirect interests in any assets which had been acquired, disposed of or leased to, or which were proposed to be acquired, disposed of or leased to, any member of the Group since 31 December 2022, being the date to which the latest published audited consolidated financial statements of the Group were made up.

**VII. DIRECTORS' INTERESTS IN CONTRACTS OR ARRANGEMENTS OF THE GROUP**

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement, which was significant in relation to the business of the Group.

**VIII. MATERIAL ADVERSE CHANGE**

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2022, being the date to which the latest published audited financial statements of the Company were made up.

**IX. MISCELLANEOUS**

- (1) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (2) The headquarters and principal place of business of the Company in Hong Kong is at Suite 2912, 29th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong.
- (3) The company secretary of the Company is Ms. Cheng Hiu Ching. She is admitted as a certified public accountant by the Hong Kong Institute of Certified Public Accountants.
- (4) The Hong Kong branch share registrar and transfer office of the Company is Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong.

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Buyback Mandate.*

### **1. EXERCISE OF BUYBACK MANDATE**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,701,123,120 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Buyback Mandate and on the basis that no further Shares will be issued or bought back or cancelled by the Company and no consolidation or subdivision of Shares will be conducted prior to the date of the AGM, the Company will be allowed under the Buyback Mandate to buy back a maximum of 270,112,312 fully paid Shares, representing 10% of the total number of issued Shares of the Company as at the date of the passing of the relevant resolution at the AGM.

### **2. REASONS FOR THE BUYBACK**

The Directors believe that the Buyback Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Buyback Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that a buyback will benefit the Company and its Shareholders as a whole.

### **3. FUNDING OF BUYBACK**

A buyback of the Shares will be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available for such purpose in accordance with the applicable laws of Bermuda, the Companies Act, the Bye-laws and the Listing Rules.

### **4. IMPACT OF BUYBACK**

An exercise of the Buyback Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company as compared with those as at 31 December 2022, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any buyback in circumstances that would have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
May	0.32	0.27
June	0.33	0.26
July	0.36	0.28
August	0.31	0.26
September	0.29	0.21
October	0.24	0.18
November	0.25	0.18
December	0.27	0.18
<b>2023</b>		
January	0.22	0.18
February	0.22	0.19
March	0.28	0.20
April	0.25	0.14
May (up to the Latest Practicable Date)	0.15	0.10

## 6. DIRECTORS, CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, has any present intention to sell to the Company or its subsidiaries any of the Shares if the Buyback Mandate is approved at the AGM.

The Listing Rules prohibit the Company from knowingly purchasing its securities from a core connected person and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

None of the core connected persons of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor have any such core connected persons undertaken not to sell any of the Shares held by them to the Company in the event that the Buyback Mandate is approved at the AGM.

**7. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buybacks pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

**8. TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to buy back Shares pursuant to the Buyback Mandate, such 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 could 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.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, based on the shareholding information available to the Directors, as at the Latest Practicable Date, an exercise of the Buyback Mandate in full will not result in any of the Shareholders becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors had no intention to exercise the Buyback Mandate to such an extent that would result in any Shareholder or any other persons becoming obliged to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

**9. SHARE BUYBACKS MADE BY THE COMPANY**

The Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

*Details of the Directors proposed to be re-elected at the AGM are set out below:*

**Mr. Zhou Yafei (“Mr. Zhou”)**, aged 55, was appointed as an executive director of the Company with effect from 26 March 2021. Mr. Zhou is currently a member of the Nomination Committee and the Strategy Committee. Mr. Zhou was the Chief Financial Officer of GOME Appliance Co., Ltd. from 2000 to 2004, and subsequently remained in his position as the Chief Financial Officer for GOME Retail Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 493), from 2004 to 2008 after the injection of GOME Appliance Co., Ltd. into GOME Retail Holdings Limited in 2004, and has been the executive vice president of GOME Holding Group Company Limited (incorporated in Beijing, the PRC) since 2009. Mr. Zhou has over 20 years of experience in PRC accounting, finance and tax consulting. He is a registered accountant (non-practising) and a registered tax agent (non-practising) in the PRC. Mr. Zhou graduated from the Beijing Institute of Technology with a master’s degree.

Mr. Zhou has been appointed as non-executive director of Lajin Entertainment Network Group Limited, a company listed on GEM of the Stock Exchange (stock code: 8172), since April 2015.

Notwithstanding Mr. Zhou being the executive vice president of GOME Holding Group Company Limited, during his tenure in acting as an executive Director, a member of the Nomination Committee and the Strategy Committee, Mr. Zhou has devoted significant time and effort in attending to various business affairs of the Company that were brought to the attention, or which required the supervision, of the Board and/or the board committees that Mr. Zhou has been a member of, and with respect to which he has rendered valuable contributions. As such, the Company considers that, having regard to Mr. Zhou’s performance during his past tenure, he will continue to be able to devote sufficient time in performing his duties as an executive Director, a member of the Nomination Committee, Strategy Committee and Remuneration Committee in spite of his other commitments.

Save as disclosed above, Mr. Zhou did not hold any other directorships in other listed public companies in the past three years immediately prior to the Latest Practicable Date. Save for being the executive vice president of GOME Holding Group Company Limited which is a company ultimately controlled by Mr. Wong, and being a non-executive director of Lajin Entertainment Network Group Limited of which Mr. Wong is a substantial shareholder, Mr. Zhou does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Mr. Zhou has entered into a service agreement with the Company. Pursuant to the service agreement, Mr. Zhou is entitled to receive a remuneration of HK\$120,000 per annum which was determined with reference to his duties and responsibilities with the Company, the Company’s current standards for emoluments and the prevailing market conditions and will be subject to review by the Remuneration Committee from time to time. Save as aforesaid, he is not entitled to any other remuneration as a Director under his service contract with the Company.

As at the Latest Practicable Date, Mr. Zhou did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclose above, there is no other information relating to the re-election of Mr. Zhou that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr. Zhou that need to be brought to the attention of the Shareholders.

**Mr. Hung Ka Hai Clement (“Mr. Hung”)**, aged 67, was appointed as an independent non-executive director of the Company with effect from 31 October 2016. He is currently the chairman of the Audit Committee and a member of the Nomination Committee. Mr. Hung had served Deloitte China for 31 years where he had assumed various leadership roles before he took up the chairman role of Deloitte China from 2014 to 2016. He retired from the chairman role of Deloitte China with effect from June 2016. When Mr. Hung was working with Deloitte China, he had assumed various leadership roles, including, the office managing partner of Deloitte Shenzhen Office and Guangzhou Office. He was also a member of the China Management Team of Deloitte China. Later on, Mr. Hung assumed the role of the southern audit leader and the deputy managing partner of the southern region (including the regions of Hong Kong, Macau, Shenzhen, Guangzhou, Xiamen and Changsha). He was also a board member of Deloitte Global.

Mr. Hung served as the Guangzhou Institute of Certified Public Accountants consultant from 2004 to 2014. During the period between 2006 to 2011, he also served as a member of the Political Consultative Committee of Luohu District, Shenzhen. He has also been appointed by the Ministry of Finance of People’s Republic of China as an expert consultant. Mr. Hung is a life member of The Institute of Chartered Accountants in England and Wales. Mr. Hung graduated from the University of Lincoln (formerly known as Huddersfield University) in the United Kingdom with a Bachelor degree in Accountancy.

Mr. Hung has been appointed as 1) as an independent non-executive director of SY HOLDINGS GROUP LIMITED (formerly known as Sheng Ye Capital Limited) (stock code: 8469, the listing of the shares of which has been transferred to the Main Board (stock code: 6069) from the GEM of the Stock Exchange with effect from 24 October 2019) since 19 June 2017 and subsequently resigned on 15 July 2022; 2) as a non-executive director of High Fashion International Limited (stock code: 0608) since 1 December 2017; 3) as an independent non-executive director of Aoyuan Healthy Life Group Company Limited (stock code: 3662) since 22 February 2019; 4) as an independent non-executive director of China East Education Holdings Limited (stock code: 0667) since 12 June 2019; 5) as an independent non-executive director of Huarong International Financial Holdings Limited (stock code: 0993) since 13 December 2019; 6) an independent non-executive director of Skyworth Group Limited (stock code: 0751) since 18 March 2020; 7) as an independent non-executive director of Hong Kong Aerospace Technology Group Limited (stock code: 1725) since 16 July 2021; 8) as an independent non-executive director of Tibet Water Resources Limited (stock code: 1115) on 31 December 2019 and subsequently resigned on 30 June 2021; and 9) as an independent supervisor of the supervisory committee of Ping An Insurance (Group) Company of China, Ltd., whose shares are both listed on the Stock Exchange (stock code: 2318) and Shanghai Stock Exchange (stock code: 601318), since 18 July 2022.

Notwithstanding Mr. Hung holding more than seven listed company directorships, during his tenure in acting as an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee, Mr. Hung has devoted significant time and effort in attending to various business affairs of the Company that were brought to the attention, or which required the supervision, of the Board and/or the board committees that Mr. Hung has been the chairman or a member of, and with respect to which he has rendered valuable contributions. As such, the Company considers that, having regard to Mr. Hung's performance during his past tenure, he will continue to be able to devote sufficient time in performing his duties as an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee in spite of his other listed company directorships.

Save as disclosed above, Mr. Hung did not hold any other directorships in other listed public companies in the past three years immediately prior to the Latest Practicable Date. Mr. Hung does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Mr. Hung has entered into an appointment letter with the Company. Pursuant to the appointment letter, Mr. Hung is entitled to receive a director's fee of HK\$320,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company's current standards for emoluments and the prevailing market conditions and is subject to review by the Board from time to time. Save as aforesaid, he is not entitled to any remuneration nor bonus payments as a Director.

As at the Latest Practicable Date, Mr. Hung did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclose above, there is no other information relating to the re-election of Mr. Hung that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr. Hung that need to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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國美金融科技有限公司  
**Gome Finance Technology Co., Ltd.**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 628)**

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Gome Finance Technology Co., Ltd. (the “Company”) will be held at REF Financial Press Limited, Units 5906-5912, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Wednesday, 28 June 2023, at 10:30 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

Unless otherwise defined, capitalised terms used therein shall have the same meanings as those defined in the circular of the Company dated 24 May 2023 (the “Circular”).

#### AS ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “Director(s)”) and auditor of the Company for the year ended 31 December 2022.
2.
  - (a) To re-elect Mr. Zhou Yafei as an executive Director;
  - (b) To re-elect Mr. Hung Ka Hai Clement as an independent non-executive Director; and
  - (c) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company for the year ending 31 December 2023 and to authorise the board of Directors to fix their remuneration.

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## NOTICE OF AGM

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### AS SPECIAL BUSINESS

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

**“THAT:**

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

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## NOTICE OF AGM

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- (d) for the purposes of this resolution:

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

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

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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

“**THAT:**

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

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## NOTICE OF AGM

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

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

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

Hong Kong, 24 May 2023

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

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

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## NOTICE OF AGM

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*Notes:*

1. A member of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).
3. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof (as the case may be) should he so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 23 June 2023 to Wednesday, 28 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 21 June 2023.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the name stands on the register of members of the Company in respect of the relevant joint holding.
6. Save for resolutions approving the procedural and administrative matters, any voting of the general meeting should be taken by poll.
7. If Typhoon Signal No.8 or above is hoisted or a Black Rainstorm Warning Signal is in force in Hong Kong or an announcement on "extreme conditions" caused by super typhoons is made by the Hong Kong Government any time after 8:00 a.m. on the date of the AGM, then the meeting will be postponed. The Company will post an announcement on the websites of the Company at ([www.gomejr.com](http://www.gomejr.com)) and HKExnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the rescheduled meeting.

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

*As at the date of this notice, the Company's executive Director is Mr. Zhou Yafei; the non-executive Director is Ms. Wei Qiuli; and the independent non-executive Directors are Mr. Lee Puay Khng, Mr. Li Liangwen, Mr. Hung Ka Hai Clement and Ms. Wang Wanjun.*