
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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Future Data Group Limited** 未來數據集團有限公司 (the “**Company**”), you should at once hand this circular, together with the enclosed 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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.



FUTURE DATA GROUP LIMITED

未來數據集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8229)

PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless the context otherwise requires, all capitalised terms used in this circular have the meanings set out in the section headed “Definitions” of this circular.

The notice convening the EGM to be held at Room 1703, 17/F., Office Tower, Convention Plaza, No. 1 Harbour Road, Wan Chai, Hong Kong on Friday, 30 June 2023 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 10:00 a.m. on Wednesday 28 June 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM if they so wish.

This circular together with the form of proxy will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of their publication and on the website of the Company at www.futuredatagroup.com.

15 June 2023

CHARACTERISTICS OF GEM

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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 consideration.

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of Extraordinary General Meeting	6

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company currently in force;
“Audit Committee”	the audit committee of the Company;
“Auditor”	the auditor of the Company;
“BDO”	BDO Limited;
“Board”	the board of Directors;
“Company”	Future Data Group Limited 未來數據集團有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange (Stock Code: 8229);
“Director(s)”	the director(s) of the Company;
“EGM”	an extraordinary general meeting of the Company to be held at Room 1703, 17/F., Office Tower, Convention Plaza, No. 1 Harbour Road, Wan Chai, Hong Kong on Friday, 30 June 2023 at 10:00 a.m., to consider and, if appropriate, to approve a resolution contained in the notice of the meeting which is set out on pages 6 to 7 of this circular, or any adjournment thereof;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Proposed Appointment”	the proposed appointment of RSM as the new Auditor, subject to the approval by the Shareholders at the EGM;
“RSM”	RSM Hong Kong;

DEFINITIONS

“Shareholder(s)”

holder(s) of the Share(s);

“Stock Exchange”

The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD



FUTURE DATA GROUP LIMITED

未來數據集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8229)

Executive Directors:

Ms. Tao Hongxia
Mr. Lee Seung Han
Mr. Tao Guolin
Mr. Cheung Ting Pong

Independent Non-executive Directors:

Mr. Chan Kin Ming
Mr. Lam Chi Cheung Albert
Mr. Leung Louis Ho Ming

Registered Office:

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

*Head Office and Principal Place of
Business in Korea:*

Units A1304–1310, 13 Floor
150 Yeongdeungpo-ro
Yeongdeungpo-gu, Seoul, Korea

Principal Place of Business in Hong Kong:

Room 1703, 17/F.
Office Tower, Convention Plaza
No. 1 Harbour Road
Wan Chai, Hong Kong

15 June 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

References is made to the announcement of the Company dated 13 June 2023 in relation to, among others, the resignation of BDO as the Auditor with effect from 13 June 2023 and the Proposed Appointment.

The purpose of this circular is to provide the Shareholders with further information regarding, among others, (i) the Proposed Appointment; and (ii) the notice of the EGM.

LETTER FROM THE BOARD

2. RESIGNATION OF AUDITOR

As set out in the announcement of the Company dated 13 June 2023, BDO has resigned as the Auditor with effect from 13 June 2023 as the Company and BDO could not reach a consensus on the audit fee for the financial year ending 31 December 2023.

Save as disclosed above, BDO has confirmed in writing that there are no matters or circumstances in relation to its resignation that need to be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that there are no disagreements or unresolved matters between the Company and BDO and there are no matters in respect of the Proposed Appointment that need to be brought to the attention of the Shareholders.

3. PROPOSED APPOINTMENT OF AUDITOR

As set out in the announcement of the Company dated 13 June 2023, with the recommendation of the Audit Committee, the Board has resolved to propose the appointment of RSM as the new Auditor to fill the casual vacancy following the resignation of BDO and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval by the Shareholders pursuant to Article 155A of the Articles of Association. The Board and the Audit Committee have assessed the qualification of RSM and considered that RSM is suitably qualified to be appointed as the Auditor.

An ordinary resolution regarding the Proposed Appointment will be put forward to the Shareholders at the EGM for approval.

4. EGM

The notice of the EGM is set out on pages 6 to 7 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules and the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, a resolution to be proposed at the EGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.futuredatagroup.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as

LETTER FROM THE BOARD

soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 10:00 a.m. on Wednesday, 28 June 2023) or any adjournment thereof.

5. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 27 June 2023 to Friday, 30 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 26 June 2023.

6. RECOMMENDATION

The Directors consider that the Proposed Appointment is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution in relation to the appointment of RSM as the new Auditor to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board
Future Data Group Limited
Tao Hongxia
Chairlady and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



FUTURE DATA GROUP LIMITED

未來數據集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8229)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Future Data Group Limited 未來數據集團有限公司 (the “**Company**”) will be held at Room 1703, 17/F., Office Tower, Convention Plaza, No. 1 Harbour Road, Wan Chai, Hong Kong on Friday, 30 June 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolution:

ORDINARY RESOLUTION

“**THAT** RSM Hong Kong be and is hereby appointed as the auditor of the Company following the resignation of BDO Limited and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be and is hereby authorised to fix its remuneration.”

By Order of the Board
Future Data Group Limited
Tao Hongxia
Chairlady and Executive Director

Hong Kong, 15 June 2023

Notes:

1. The resolution at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Company’s articles of association. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy (who must be an individual) to attend and vote instead of him. A proxy need not be a shareholder of the Company. 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.
3. In order 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 notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar 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 the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 27 June 2023 to Friday, 30 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the extraordinary general meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 26 June 2023.