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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 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 Fameglow Holdings Limited, 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.

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**Fameglow Holdings Limited**

**亮晴控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8603)**

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
(2) PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND ISSUE SHARES;  
(3) PROPOSED AMENDMENT TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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Capitalized terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the Annual General Meeting to be held at Unit 304, Global Gateway Tower, 63 Wing Hong Street, Cheung Sha Wan, Kowloon, Hong Kong on Friday, 29 September 2023 at 11:00 a.m. is set out on pages 35 to 39 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of GEM (<http://www.hkgem.com>) and the Company (<https://www.fameglow.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 27 September 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

*This circular will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication. This announcement will also be published on the Company's website at [www.fameglow.com](http://www.fameglow.com).*

*Note:* References to time and dates in this circular are to Hong Kong time and dates.

30 August 2023

## **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 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing Novel Coronavirus (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Seating at the Annual General Meeting venue will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for Shareholders to attend the Annual General Meeting. The Company may limit the number of attendees at the Annual General Meeting as may be necessary to avoid over-crowding.
- (ii) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.3 degrees Celsius, or any individual who has any flu-like symptoms or is otherwise unwell will not be admitted to the Annual General Meeting venue or be required to leave the Annual General Meeting venue.
- (iii) Every person is required to wear surgical face masks inside the Annual General Meeting venue at all times.
- (iv) No gifts, food or beverages will be provided at the Annual General Meeting.
- (v) Any attendee has any flu-like symptoms or subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine will be denied entry into the meeting venue.

In addition, the Company reminds Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person, by using form of proxy with voting instructions inserted.

A form of proxy is enclosed with this circular and such form of proxy is also published on the websites of GEM (<http://www.hkgem.com>) and the Company (<http://www.fameglow.com>). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

Subject to the development of COVID-19, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the Company's website for further announcements and updates on the Annual General Meeting arrangements.

## DEFINITIONS

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

“2022 Annual General Meeting”	the annual general meeting of the Company held on 30 September 2022
“Annual General Meeting”	the annual general meeting of the Company to be held at Unit 304, Global Gateway Tower, 63 Wing Hong Street, Cheung Sha Wan, Kowloon, Hong Kong on Friday, 29 September 2023 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 35 to 39 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time, and “Article” shall mean an article of the Articles
“Board”	the board of Directors
“Company”	Fameglow Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange from time to time
“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 People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 36 to 37 of this circular

## DEFINITIONS

“Latest Practicable Date”	25 August 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Memorandum and Articles”	the memorandum and articles of association of the Company, as amended from time to time
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 35 to 36 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

**LETTER FROM THE BOARD**

**Fameglow Holdings Limited**

**亮晴控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8603)**

*Executive Directors:*

Mr. Yip Chun Kwok Danny, MH (*Chairman*)

Ms. Fu Chi Ching (*Chief Executive Officer*)

*Independent Non-executive Directors:*

Mr. Kwok David

Mr. Tan Pui Kwan

Mr. Yu Chi Wing

*Registered Office:*

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111, Cayman Islands

*Headquarters and Principal Place of  
Business in Hong Kong:*

Unit 304, Global Gateway Tower

63 Wing Hong Street

Cheung Sha Wan, Kowloon

Hong Kong

30 August 2023

*To the Shareholders*

Dear Sir/Madam,

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
(2) PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND ISSUE SHARES;  
(3) PROPOSED AMENDMENT TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting relating to (i) the proposed re-election of retiring Directors; (ii) the Share Repurchase Mandate; (iii) the Issuance Mandate; and (iv) the Proposed Amendments, to enable you to make an informed decision on whether to vote or against the resolutions to be proposed at the Annual General Meeting.

## LETTER FROM THE BOARD

### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, the executive Directors were Mr. Yip Chun Kwok Danny, MH and Ms. Fu Chi Ching; and the independent non-executive Directors were Mr. Tan Pui Kwan, Mr. Kwok David and Mr. Yu Chi Wing.

In accordance with Articles 83(3), 84(1) and 84(2) of the Articles of Association, Mr. Tam Pui Kwan and Mr. Yu Chi Wing shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to Rule 17.46A of the GEM Listing Rules, the biographical details of the retiring Directors standing for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

At the 2022 Annual General Meeting, an ordinary resolution was passed by the then Shareholders to give a general unconditional mandate to the Directors to exercise all the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on GEM of the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 35 to 36 of this circular (i.e. a total of 80,000,000 Shares on the basis that the issued share capital of the Company remains 800,000,000 Shares from the Latest Practicable Date to the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

## LETTER FROM THE BOARD

### 4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the 2022 Annual General Meeting, an ordinary resolution was passed by the then Shareholders to give a general unconditional mandate to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 36 to 37 of this circular (i.e. a total of 160,000,000 Shares on the basis that the issued share capital of the Company remains 800,000,000 Shares from the Latest Practicable Date to the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting, which contained in item 6 of the notice of the Annual General Meeting as set out on page 37 of this circular.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

Subject to the approval of Shareholders at the Annual General Meeting, the Issuance Mandate and the Share Repurchase Mandate will continue in force until (a) the conclusion of the next annual general meeting of the Company or; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held or; (c) the date upon which such authority is revoked or varied by ordinary resolution by the Shareholders in general meeting, whichever is earlier.

### 5. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the Board proposes to amend the Memorandum and Articles for the purposes of, among others, (i) bringing the Memorandum and Articles in line with amendments made to the GEM Listing Rules and applicable laws of the Cayman Islands; and (ii) making certain other housekeeping amendments to the Memorandum and Articles.

Details of the Proposed Amendments (with mark-ups showing changes from the existing Memorandum and Articles) are set out in Appendix III to this circular. The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the Annual General Meeting. Prior to the passing of the special resolution at the Annual General Meeting, the existing Memorandum and Articles shall remain valid. The

## **LETTER FROM THE BOARD**

legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the GEM Listing Rules and are not inconsistent with the applicable laws of Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands incorporated company listed on the Stock Exchange.

### **6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 35 to 39 of this circular. At the Annual General Meeting, resolutions of the Shareholders will be proposed to approve, among others the re-election of the retiring Directors, the granting of the Share Repurchase Mandate and the Issuance Mandate, the Proposed Amendments and the extension of the Issuance Mandate by adding thereto of any Shares repurchased under the Share Repurchase Mandate. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

Pursuant to 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 decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the GEM Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of GEM (<http://www.hkgem.com>) and the Company (<https://www.fameglow.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 certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 27 September 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### **7. CLOSURE OF REGISTER OF MEMBERS**

#### **Entitlement to attend the Annual General Meeting**

For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Tuesday, 26 September 2023 to Friday, 29 September 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 Annual General Meeting, unregistered shareholders shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch

## LETTER FROM THE BOARD

share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 25 September 2023.

### 8. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, and granting of the Share Repurchase Mandate and the Issuance Mandate, the Proposed Amendments and the extension of the Issuance Mandate by the addition thereto of any Shares repurchased under the Share Repurchase Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 9. 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 relating to the Group. 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.

Yours faithfully,  
For and on behalf of the Board  
**Fameglow Holdings Limited**  
**Yip Chun Kwok Danny, MH**  
*Chairman and Executive Director*

*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.*

**(1) MR. TAN PUI KWAN**

**Position and Experience**

Mr. Tan Pui Kwan (陳培坤) (“**Mr. Tan**”), aged 60, was appointed as an independent non-executive Director on 7 January 2021. He is a member of the audit committee and the remuneration committee.

Mr. Tan has over 30 years of management and marketing experience in the retail industry.

Save as disclosed above, Mr. Tan has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other Directors, senior management or substantial or controlling Shareholders and has not held any other position with any members of the Group.

As at Latest Practicable Date, Mr. Tan did not have any interest or short position in the Shares or underlying Shares in the Company within the meaning of Part XV of the SFO.

Mr. Tan entered into an appointment letter with the Company pursuant to which the term of appointment shall be automatically renewed annually, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. During the year ended 31 March 2023, Mr. Tan received an emolument of HK\$96,000. Pursuant to the appointment letter, he is entitled to an annual remuneration of HK\$96,000, which is reviewed by the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, Mr. Tan has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**(2) MR. YU CHI WING**

**Position and Experience**

Mr. Yu Chi Wing (于志榮) (“**Mr. Yu**”), aged 39, was appointed as an independent non-executive Director on 21 September 2018. He is the chairman of the audit committee and a member of the nomination committee.

Mr. Yu has over 13 years of experience in advisory, accounting, taxation and auditing. From June 2005 to June 2014, Mr. Yu worked at RSM Nelson Wheeler, an accounting and consulting firm and his last position was manager. From June 2014 to May 2015, Mr. Yu worked as a financial controller at Niche-Tech (Hong Kong) Limited, a semiconductor packaging materials manufacturer. Since June 2015, Mr. Yu has been the financial controller of Tactful Building Company Limited, a company primarily engaging in construction and fitting out services. Mr. Yu founded JR & Co., Certified Public Accountants in September 2016 and has been a co-founder of Emerald Capital CPA & Co. in May 2021.

Mr. Yu obtained a Bachelor of Arts in Accountancy from the Hong Kong Polytechnic University in June 2005. He has been a member and practising member of the HKICPA since January 2012 and March 2015, respectively.

Since January 2020, Mr. Yu has been an independent non-executive director of Wah Wo Holdings Group Limited (a company listed on the Main Board (Stock code: 9938)). Mr. Yu has also been an independent non-executive director of GC Construction Holdings Limited (a company listed on the Main Board (stock code: 1489)) since September 2022.

Save as disclosed above, Mr. Yu has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other Directors, senior management or substantial or controlling Shareholders and has not held any other position with any members of the Group.

As at Latest Practicable Date, Mr. Yu did not have any interest or short position in the Shares or underlying Shares in the Company within the meaning of Part XV of the SFO.

Mr. Yu entered into an appointment letter with the Company pursuant to which the term of appointment shall be automatically renewed annually, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. During the year ended 31 March 2023, Mr. Yu received an emolument of HK\$144,000. Pursuant to the appointment letter, he is entitled to an annual remuneration of HK\$144,000, which is reviewed by the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, Mr. Yu has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

*The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.*

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 800,000,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 80,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchase of Shares may, depending on the 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 when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

#### 4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2023) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 5. MARKET PRICES OF SHARES

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

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2022</b>		
August	0.475	0.310
September	0.350	0.270
October	0.430	0.210
November	0.455	0.280
December	0.590	0.340
<b>2023</b>		
January	0.530	0.450
February	0.550	0.480
March	0.700	0.480
April	0.920	0.620
May	0.740	0.104
June	0.600	0.380
July	0.680	0.345
August (up to the Latest Practicable Date)	0.780	0.680

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Yip and Ms. Fu, through Equal Joy Holdings Limited, a company which is direct owned to 50% by Mr. Yip and 50% by Ms. Fu, were beneficially interested in 514,500,000 Shares, representing 64.31% of the issued share capital of the Company.

In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the shareholding of the above controlling shareholders would be increased to approximately 83.3% of the issued share capital of the Company.

The Directors will use their best endeavours to ensure that the Share Repurchase Mandate will not be exercised to such extent that the number of Shares held by the public will fall below the relevant minimum percentage as determined by the Stock Exchange.

**8. SHARE REPURCHASE MADE 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).

The following are the proposed amendments to the Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new Memorandum and Articles of Association. If the serial numbering of the provisions of the Memorandum and Articles of Association changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

*Note:* The Memorandum and Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
<b>Memorandum of Association</b>	
Heading	<p style="text-align: center;"><b>THE COMPANIES <del>ACT LAW</del> (AS REVISED)</b></p> <p style="text-align: center;"><b>EXEMPTED COMPANY LIMITED BY SHARES</b></p> <p style="text-align: center;"><b><u>SECOND</u> AMENDED AND RESTATED</b></p> <p style="text-align: center;"><b>MEMORANDUM OF ASSOCIATION</b></p> <p style="text-align: center;"><b>OF</b></p> <p style="text-align: center;"><b>Fameglow Holdings Limited</b> 亮晴控股有限公司</p> <p style="text-align: center;"><b>(<del>adopted</del> Adopted by a special resolution passed on 29-21 September 2023-2018 and with effect from 21 September 2018)</b></p>
2.	The Registered Office of the Company <u>is situated</u> <del>shall be</del> at the offices of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands <u>or at such other place in the Cayman Islands as the Directors may from time to time decide.</u>
4.	Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the <u>Cayman Islands Companies Act Law</u> (as Revised).

8.	The <u>authorised</u> share capital of the Company is HK\$100,000,000 <u>consisting of</u> <del>divided into</del> 10,000,000,000 Shares of <u>a</u> par value HK\$0.01 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the <u>Cayman Islands Companies Act</u> <del>Law</del> (as Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.
9.	The Company may exercise the power contained in the <u>Cayman Islands Companies Act</u> (as Revised) <del>Law</del> to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.
<b>Articles of Association</b>	
Cover Page	<p style="text-align: center;">The Companies <u>Act</u> <del>Law</del> (as Revised)</p> <p style="text-align: center;"><u>Exempted</u> Company Limited by Shares</p> <p style="text-align: center;"><u>SECOND</u> AMENDED AND RESTATED</p> <p style="text-align: center;">ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;"><b>Fameglow Holdings Limited</b> 亮晴控股有限公司</p> <p style="text-align: center;">(<del>adopted</del> <u>Adopted</u> pursuant to <u>a special resolution passed</u> <del>written resolutions of</del> the sole shareholder on 21 September 2018 with effect from the date of the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited on <u>29 September 2023</u> <del>15 October 2018</del>)</p>
Table of Contents	<u>Financial Year</u> .....167

Heading	<p style="text-align: center;">THE COMPANIES <del>ACT</del> LAW (AS REVISED)</p> <p style="text-align: center;"><u>EXEMPTED</u> COMPANY LIMITED BY SHARES</p> <p style="text-align: center;"><u>SECOND</u> AMENDED AND RESTATED</p> <p style="text-align: center;">ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;"><b>Fameglow Holdings Limited</b> 亮晴控股有限公司</p> <p style="text-align: center;">(<del>adopted by a special resolution</del> Adopted pursuant to written resolutions of the sole shareholder passed on <del>29-21</del> September <del>2023</del> 2018 with effect from the date of the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited on 15 October 2018).</p>									
1.	The regulations in Table A in the Schedule to the Companies <del>Act</del> Law (as Revised) do not apply to the Company.									
2.	(1)	<p>In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.</p> <table border="0" style="width: 100%;"> <thead> <tr> <th style="text-align: left; width: 40%;">WORD</th> <th style="text-align: left;">MEANING</th> </tr> </thead> <tbody> <tr> <td>“Articles”</td> <td>these Articles <u>of Association</u> in their present form or as supplemented or amended or substituted from time to time.</td> </tr> <tr> <td>“Board” or “Directors”</td> <td>the board of <u>Directors</u> <del>directors of the Company as constituted from time to time or as the context may require, a majority of Directors</del> the directors present <u>and voting</u> at a meeting of <u>Directors</u> <del>directors of the Company</del> at which a quorum is present.</td> </tr> <tr> <td><u>“Companies Act”</u></td> <td>the Companies Act (As Revised) of the <u>Cayman Islands as amended from time to time.</u></td> </tr> </tbody> </table>	WORD	MEANING	“Articles”	these Articles <u>of Association</u> in their present form or as supplemented or amended or substituted from time to time.	“Board” or “Directors”	the board of <u>Directors</u> <del>directors of the Company as constituted from time to time or as the context may require, a majority of Directors</del> the directors present <u>and voting</u> at a meeting of <u>Directors</u> <del>directors of the Company</del> at which a quorum is present.	<u>“Companies Act”</u>	the Companies Act (As Revised) of the <u>Cayman Islands as amended from time to time.</u>
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	<p><u>“Companies Ordinance”</u></p> <p><u>“Director”</u></p> <p>“dollars” and “<u>HK\$</u>”</p> <p><u>“Law”</u></p> <p><u>“Member”</u></p> <p><u>“Office”</u></p> <p><u>“ordinary resolution”</u></p>	<p><u>the Companies Ordinance, (Cap. 622 of the Laws of Hong Kong) as amended from time to time.</u></p> <p><u>such person or persons as shall be appointed to the Board from time to time.</u></p> <p><u>Hong Kong dollars, the lawful-legal currency for the time being of Hong Kong.</u></p> <p><u>The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</u></p> <p><u>a person who is duly registered in the Register as holder for the time being from time to time of any the shares in the capital of the Company and includes persons who are jointly so registered.</u></p> <p><u>the registered office of the Company for the time being as required by the Companies Act.</u></p> <p>a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting <u>held in accordance with these Articles</u> of which Notice has been duly given in accordance with Article 59.</p>
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		<p>“special resolution”</p> <p>a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting <u>held in accordance with these Articles and of which Notice specifying the intention to propose the resolution as a special resolution</u> has been duly given in accordance with Article 59;</p> <p>“Statutes”</p> <p>the <u>Companies Act Law</u> and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.</p>
	(2)	(i) <u>Sections Section-8 and 19</u> of the Electronic Transactions <u>Act Law</u> (as Revised 2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.
3.	(1)	The <u>authorised</u> share capital of the Company at the date of <u>adoption of these Articles is HK\$100,000,000 consisting of 10,000,000,000</u> <del>come into effect shall be divided into</del> shares of a par value of \$0.01 each.

	(2)	Subject to the <u>Companies Act</u> <del>Law</del> , the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the <u>Companies Act</u> <del>Law</del> . The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the <u>Companies Act</u> <del>Law</del> .
4.	The Company may from time to time by ordinary resolution in accordance with the <u>Companies Act</u> <del>Law</del> alter the conditions of its Memorandum of Association to:	
	(d)	sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Company's Memorandum of Association (subject, nevertheless, to the <u>Companies Act</u> <del>Law</del> ), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;
6.	The Company may from time to time by special resolution, subject to any confirmation or consent required by the <u>Companies Act</u> <del>Law</del> , reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.	
8.	(1)	Subject to the provisions of the <u>Companies Act</u> <del>Law</del> and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.

	(2)	Subject to the provisions of the <u>Companies Act</u> <del>Law</del> , the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
10.	Subject to the <u>Companies Act</u> <del>Law</del> 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 <del>either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued 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.</del> To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, <i>mutatis mutandis</i> , apply, but so that:	
	(a)	the necessary quorum (other than at an adjourned meeting) shall be two <u>Members present in person</u> <del>persons</del> (or, in the case of a Member being a corporation, <u>by its duly authorized representative</u> ) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two <u>Members</u> <del>holders</del> present in person or (in the case of a Member being a corporation, <u>by its duly authorized representative</u> ) or by proxy (whatever the number of shares held by them) shall be a quorum; and
	(b)	every holder of shares of the class <u>present in person (or in the case of the Member being a corporation, by its duly authorised representative) or by proxy</u> shall be entitled on a poll to one vote for every such share held by him.

12.	(1)	Subject to the <u>Companies Act</u> <del>Law</del> , these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.
13.	The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the <u>Companies Act</u> <del>Law</del> . Subject to the <u>Companies Act</u> <del>Law</del> , the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.	
15.	Subject to the <u>Companies Act</u> <del>Law</del> and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.	

16.	Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The <del>Seal seal of the Company</del> may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.
19.	Share certificates shall be issued within the relevant time limit as prescribed by the <del>Companies Act Law</del> or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.
44.	The Register and branch register of Members, as the case may be <u>and except when they are closed</u> , 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 <u>HK\$2.50</u> 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 <del>Companies Act Law</del> or, if appropriate, upon a maximum payment of <u>HK\$1.00</u> 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 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. <u>The Company may close the Register maintained in Hong Kong in a manner which complies with section 632 of the Companies Ordinance.</u>

48.	(3)	The Board in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the Register to any branch register or any share on any branch register to the Register or any other branch register. In the event of any such transfer, the <del>Member shareholder</del> requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines.
	(4)	Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the <del>Companies Act Law</del> .
49.	(c)	the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the <del>Companies Act Law</del> or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
56.		<del>An annual general meeting of the</del> The Company shall in each <u>financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it. Each annual general meeting shall</u> be held in each year other than the year of the Company's adoption of these Articles (within a period of not more than fifteen <del>six (6-15)</del> months after the <u>end of the Company's financial year (or any 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 authorised by</u> <del>would not infringe</del> the rules of the Designated Stock Exchange, if any) <u>as may be determined by the Board</u> at such time and place as <del>may be determined by the Board shall appoint</del> .
57.		<del>All-Each</del> general <u>meetings-meeting</u> , other than an annual general <u>meetings-meeting</u> , shall be called an extraordinary general <u>meetings-meeting</u> . General meetings may be held in any part of the world as may be determined by the Board.

58.	<p>The Board may, whenever it thinks fit, <u>convene an call</u> extraordinary general <u>meeting</u> meetings. <u>An extraordinary general meeting shall also be convened on the requisition of</u> Any one or more Members holding, <u>on</u> at the date of deposit of the requisition, a minority stake in the total number of issued shares of the <u>Company</u>, and the minimum stake required to do this shall not be less than <u>ten per cent. (10%) of the voting rights</u> <del>one-tenth of the paid-up in the issued share capital of the Company</del> carrying. <u>Such Member(s) shall also be entitled to add resolutions to the right of voting at agenda for the extraordinary general meeting</u> meetings so concerned. <u>Such of the Company shall at all times have the right, by written requisition shall be made in writing to the Board or the Secretary of the Company, for the purpose of requiring to require</u> an extraordinary general meeting to be called by the Board for the transaction of any business <u>or resolution</u> specified in such requisition; <del>and such.</del> <u>Such</u> 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.</p>	
59.	(1)	<p>An annual general meeting <u>of the Company</u> must be called by Notice of not less than twenty-one (21) clear days <del>and not less than twenty (20) clear business days</del>. All <del>other</del> general meetings, <u>other than an annual (including an extraordinary general meeting)</u>, must be called by Notice of not less than fourteen (14) clear days <del>and not less than ten (10) clear business days</del> but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the <u>Companies Act Law</u>, if it is so agreed:</p>
	(a)	<p>in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat <u>or their proxies</u>; and</p>
	(2)	<p>The <u>Notice</u> <del>notice</del> shall <u>be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time and place, the day, the hour and the agenda</u> of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business <u>(as defined in Article 61)</u>, the general nature of <u>that</u> the business. <del>The notice convening an annual general meeting shall specify the meeting as such.</del> Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.</p>

60.	The accidental omission to give Notice of a meeting or (in cases where instruments of proxy <u>or notice of appointment of corporate representative</u> are sent out with the Notice) to send such instrument of proxy <u>or notice of appointment of corporate representative</u> to, or the non-receipt of such Notice or such instrument of proxy <u>or notice of appointment of corporate representative</u> by, any person entitled to receive such Notice <u>of the relevant meeting</u> shall not invalidate any resolution passed or <u>any</u> <del>the</del> proceedings at <u>such</u> <del>that</del> meeting.											
61.	(1)	<p>All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business <u>shall be deemed special</u> that is transacted at an annual general meeting, with the exception of <u>the following, which shall be deemed ordinary business</u>:</p> <table border="1" data-bbox="504 704 1390 1570"> <tr> <td data-bbox="504 704 624 880">(b)</td> <td data-bbox="630 704 1390 880"><u>the</u> consideration and adoption of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet;</td> </tr> <tr> <td data-bbox="504 889 624 1023">(d)</td> <td data-bbox="630 889 1390 1023"><u>the appointment and removal</u> of Auditors (<del>where special notice of the intention for such appointment is not required by the Law</del>) and other officers;</td> </tr> <tr> <td data-bbox="504 1032 624 1208">(e)</td> <td data-bbox="630 1032 1390 1208">the fixing, <u>or the determining of the method of fixing</u>, of the remuneration of the <u>Auditors</u>, <del>and the voting of remuneration or extra remuneration to the Directors and the Auditors</del>;</td> </tr> <tr> <td data-bbox="504 1217 624 1570">(f)</td> <td data-bbox="630 1217 1390 1570">the granting of any mandate or authority to the <u>Board Directors</u> to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than twenty per cent. (20%) <u>(or such other percentage as may from time to time be specified in the rules of the Designated Stock Exchange)</u> in nominal value of its existing issued share capital <u>and the number of any securities repurchased pursuant to paragraph (g) of this Article</u>; and</td> </tr> <tr> <td data-bbox="504 1578 624 1664">(g)</td> <td data-bbox="630 1578 1390 1664">the granting of any mandate or authority to the <u>Board Directors</u> to repurchase securities of the Company.</td> </tr> </table>	(b)	<u>the</u> consideration and adoption of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet;	(d)	<u>the appointment and removal</u> of Auditors ( <del>where special notice of the intention for such appointment is not required by the Law</del> ) and other officers;	(e)	the fixing, <u>or the determining of the method of fixing</u> , of the remuneration of the <u>Auditors</u> , <del>and the voting of remuneration or extra remuneration to the Directors and the Auditors</del> ;	(f)	the granting of any mandate or authority to the <u>Board Directors</u> to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than twenty per cent. (20%) <u>(or such other percentage as may from time to time be specified in the rules of the Designated Stock Exchange)</u> in nominal value of its existing issued share capital <u>and the number of any securities repurchased pursuant to paragraph (g) of this Article</u> ; and	(g)	the granting of any mandate or authority to the <u>Board Directors</u> to repurchase securities of the Company.
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(f)	the granting of any mandate or authority to the <u>Board Directors</u> to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than twenty per cent. (20%) <u>(or such other percentage as may from time to time be specified in the rules of the Designated Stock Exchange)</u> in nominal value of its existing issued share capital <u>and the number of any securities repurchased pursuant to paragraph (g) of this Article</u> ; and											
(g)	the granting of any mandate or authority to the <u>Board Directors</u> to repurchase securities of the Company.											

66.	(2)	<p>Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:</p> <table border="1" data-bbox="501 331 1402 1023"> <tr> <td data-bbox="501 331 624 512">(a)</td> <td data-bbox="624 331 1402 512">by at least three Members present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</td> </tr> <tr> <td data-bbox="501 512 624 732">(b)</td> <td data-bbox="624 512 1402 732">by a Member or Members present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or</td> </tr> <tr> <td data-bbox="501 732 624 1023">(c)</td> <td data-bbox="624 732 1402 1023">by a Member or Members present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.</td> </tr> </table>	(a)	by at least three Members present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or	(b)	by a Member or Members present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or	(c)	by a Member or Members present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.
(a)	by at least three Members present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or							
(b)	by a Member or Members present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or							
(c)	by a Member or Members present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.							
68.	On a poll, votes may be given either personally or by proxy.							
70.	All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the <u>Companies Act Law</u> . In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.							
73.	(2)	<p><u>Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.</u> Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>						

75.	<p>Any Member entitled to attend and vote at a meeting of the Company shall be 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 <u>of the Company</u> may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. <u>On a poll or a show of hands votes may be given either personally (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy.</u> In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise <u>as if he was or they were an individual Member.</u></p>	
76.	<p>The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person <u>duly</u> authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</p>	
81.	(1)	<p>Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to <u>vote and to</u> exercise the same <u>rights and</u> powers on behalf of <del>such corporation</del> <u>as the corporation which he represents as that corporation</u> could exercise if it were an individual Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.</p>

	(2)	<p>If a clearing house (or its nominee(s)), being a corporation, is a Member, it may <u>appoint one or more proxies or</u> authorise such <u>person or persons</u> as it thinks fit to act as its <u>representative or</u> representatives at any meeting of the Company <del>or at</del> any meeting of any class of Members <u>or any meeting of creditors</u>, and each of those <u>proxies or representatives shall enjoy rights equivalent to the rights of other Members</u>, provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. <del>A Each</del> person so authorised <u>pursuant to</u> <del>under</del> the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, <del>where a show of hands is allowed</del>, the right to vote <u>individually on a show of hands</u> and the <u>right to speak</u>.</p>
83.	(2)	<p>Subject to the Articles and the <u>Companies Act Law</u>, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an <u>additional Director</u> <del>addition</del> to the existing Board.</p>
	(3)	<p>The <del>Board Directors</del> 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 <u>additional Director</u> <del>addition</del> to the existing Board <u>but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Members in general meeting</u>. Any Director appointed by the Board to fill a casual vacancy <del>shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting</del> and any Director appointed by <u>on</u> the Board <u>or</u> as an <u>additional Director</u> <del>addition</del> to the existing Board shall hold office only until the <u>first next following</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election.</p>

	(5)	<p>The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove <u>any a Director (including a managing director or other executive director)</u> at any time before the expiration of his <u>term period</u> 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 <u>for damages under any such agreement)</u> <u>which such Director may have for damages for breach of any contract between the Company and such Director)</u> and may by ordinary resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to <u>Article 84.</u></p>
90.		<p>An alternate Director shall only be a Director for the purposes of the <u>Companies Act-Law</u> and shall only be subject to the provisions of the <u>Companies Act-Law</u> insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent <i>mutatis mutandis</i> as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.</p>
98.		<p>Subject to the <u>Companies Act-Law</u> and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 99 herein.</p>

101.	(3)	(c)	to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the <u>Companies Act Law</u> .
	(4)		The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance ( <del>Chapter 622 of the laws of Hong Kong</del> ) as if the Company were a company incorporated in Hong Kong.
103.			The Board may by power of attorney appoint under the Seal any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Such attorney or attorneys may, if so authorised under the Seal of the Company, execute any deed or instrument under their personal seal with the same effect as the affixation of the Company's Seal.
107.			The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the <u>Companies Act Law</u> , to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
110.	(2)		The Board shall cause a proper register to be kept, in accordance with the provisions of the <u>Companies Act Law</u> , of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the <u>Companies Act Law</u> in regard to the registration of charges and debentures therein specified and otherwise.

124.	(1)	The officers of the Company shall consist of at least one chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the <u>Companies Act</u> <del>Law</del> and these Articles.
125.	(2)	The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the <u>Companies Act</u> <del>Law</del> or these Articles or as may be prescribed by the Board.
127.	A provision of the <u>Companies Act</u> <del>Law</del> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.	
128.	The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the <u>Companies Act</u> <del>Law</del> or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the <u>Companies Act</u> <del>Law</del> .	
130.	(1)	The Company shall have one or more Seals, as the Board may determine. For the purpose of sealing documents creating or evidencing securities issued by the Company, the Company may have a securities seal which is a facsimile of the Seal of the Company with the addition of the word "Securities" on its face or in such other form as the Board may approve. The Board shall provide for the custody of each Seal and no Seal shall be used without the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles, any instrument to which a Seal is affixed shall be signed autographically by one Director and the Secretary or by two Directors or by such other person (including a Director) or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature. Every instrument executed in manner provided by this Article shall be deemed to be sealed and executed with the authority of the Board previously given.

133.	Subject to the <u>Companies Act</u> <del>Law</del> , the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.	
134.	Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the <u>Companies Act</u> <del>Law</del> .	
142.	(3)	The Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of paragraph (1) of this Article a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to <u>Members</u> <del>shareholders</del> to elect to receive such dividend in cash in lieu of such allotment.
	(4)	The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (1) of this Article shall not be made available or made to any <u>Members</u> <del>shareholders</del> with registered addresses in any territory where, in the absence of a registration statement or other special formalities, the circulation of an offer of such rights of election or the allotment of shares would or might, in the opinion of the Board, be unlawful or impracticable, and in such event the provisions aforesaid shall be read and construed subject to such determination. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.
143.	(1)	The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the <u>Companies Act</u> <del>Law</del> . The Company shall at all times comply with the provisions of the <u>Companies Act</u> <del>Law</del> in relation to the share premium account.

146.	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the <u>Companies Act</u> <del>Law</del> :	
	(4)	A certificate or report by the auditors for the time being of the Company as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and <u>Members</u> <del>shareholders</del> .
147.	The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the <u>Companies Act</u> <del>Law</del> or necessary to give a true and fair view of the Company's affairs and to explain its transactions.	
152.	(1)	<del>The Members shall at</del> <u>At the annual general meeting by ordinary resolution or at a subsequent extraordinary general meeting in each year, the Members shall</u> appoint an <u>Auditor</u> <del>auditor</del> to audit the accounts of the Company and <del>such auditor shall</del> hold office until the <u>conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed.</u> Such <u>Auditor</u> <del>auditor</del> may be a Member but no Director or officer or employee of the Company <u>or employee of any Director</u> , shall, during his continuance in office, be eligible to act as <u>Auditors</u> <del>an auditor of the Company</del> .
	(2)	The Members may, at any general meeting convened and held in accordance with these Articles, by <u>ordinary</u> <del>special</del> 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.
153.	Subject to the <u>Companies Act</u> <del>Law</del> , the accounts of the Company shall be audited at least once in every year.	
154.	The remuneration of the Auditor shall be fixed by the Company in general meeting <u>by ordinary resolution</u> or in such manner as the Members may determine.	

155.	If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill <del>the vacancy and fix the remuneration of the Auditor so appointed</del> <u>any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditor so appointed under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members at such remuneration to be determined by the Members under Article 154.</u>	
162.	(1)	<u>Subject to Article 162(2),</u> <del>the</del> The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
	(2)	<u>Subject to the Companies Act,</u> <del>a</del> A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.
163.	(2)	If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the <u>Companies Act</u> <del>Law</del> , divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.
165.	No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members. A special resolution <u>of the Members</u> shall be required to <u>approve amendments to alter the provisions of the memorandum of association of the Company</u> or to change the name of the Company.	

166.	No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the <u>Members</u> <del>members of the Company</del> to communicate to the public.
<b><u>FINANCIAL YEAR</u></b>	
167.	<u>The Directors shall determine the financial year of the Company and may change it from time to time. Unless they determine otherwise, the financial year end of the Company shall be on 31st day of March in each calendar year.</u>

## NOTICE OF ANNUAL GENERAL MEETING

### **Fameglow Holdings Limited**

### **亮晴控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8603)**

**Notice is hereby given** that the Annual General Meeting of Fameglow Holdings Limited (the “**Company**”) will be held at Unit 304, Global Gateway Tower, 63 Wing Hong Street, Cheung Sha Wan, Kowloon, Hong Kong on Friday, 29 September 2023 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2023.
2. (a) To re-elect Mr. Tan Pui Kwan as an independent non-executive director.  
(b) To re-elect Mr. Yu Chi Wing as an independent non-executive director.  
(c) To authorize the board of directors of the Company to fix the respective directors’ remuneration.
3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased 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

## NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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

“**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares 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,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be

## NOTICE OF ANNUAL GENERAL MEETING

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

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

7. To consider and, if thought fit, pass with or without modification, the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments to the existing Memorandum and Articles of Association of the Company (the “**Proposed Amendments**”), be and are hereby approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the second amended and restated Memorandum and Articles of Association of the Company (the “**New Memorandum and Articles**”) (a copy of which has been produced to this meeting and marked “A”, and initialed by the chairman of the meeting for the purposes of identification) be and is hereby approved and adopted as the Memorandum and Articles of Association of the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association of the Company with immediate effect after the close of the meeting; and
- (c) any one of the Directors and the Company Secretary of the Company be and is hereby authorised and instructed to do all such acts and things (including filing the New Memorandum and Articles with the relevant authorities for approval, endorsement and/or registration as appropriate) and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director or Company Secretary of the Company in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Proposed Amendments and adoption of the New Memorandum and Articles.

By Order of the Board  
**Fameglow Holdings Limited**  
**Yip Chun Kwok Danny, MH**  
*Chairman and Executive Director*

30 August 2023

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”). The results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
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 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the above meeting (i.e. not later than 11:00 a.m. on Wednesday, 27 September 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Delivery 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.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Tuesday, 26 September 2023 to Friday, 29 September 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 Annual General Meeting, unregistered holders of shares of the Company shall ensure that all

## NOTICE OF ANNUAL GENERAL MEETING

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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 25 September 2023.

5. As at the date of this notice, the Board comprises two executive Directors, namely Mr. Yip Chun Kwok Danny, MH and Ms. Fu Chi Ching and three independent non-executive Directors, namely Mr. Tan Pui Kwan, Mr. Kwok David and Mr. Yu Chi Wing.
6. References to time and dates in this notice are to Hong Kong time and dates.