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

If you have sold or transferred all your shares in the Company, you should hand this circular together with the accompanying form of proxy at once 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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Gala Technology Holding Limited

望塵科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2458)

**(1) PROPOSED ADOPTION OF 2023 SHARE AWARD SCHEME
AND
(2) NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover shall have the same meanings as those defined in the section headed "Definitions" in this circular. A letter from the Board is set out on pages 5 to 12 of this circular.

A notice convening the 2023 First EGM to be held at 43F, Qianhai Shimao Finance Centre II, No. 3040, Xinghai Avenue, Nanshan Street Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen, PRC at 2:30 p.m. on Thursday, 14 December 2023 is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is also enclosed. Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

24 November 2023

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DEFINITIONS

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

“2023 First EGM” or “EGM”	the Company’s first extraordinary general meeting of 2023 to be convened and held at 2:30 p.m. on Thursday, 14 December 2023 at 43F, Qianhai Shimao Finance Centre II, No. 3040, Xinghai Avenue, Nanshan Street Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen, PRC or at any adjournment thereof (as the case may be) to consider and, if thought fit, approve, <i>inter alia</i> , the proposed adoption of the 2023 Share Award Scheme
“2023 Share Award Scheme”	2023 Share Award Scheme to be adopted by the Shareholders at the 2023 First EGM
“Adoption Date”	the date on which the 2023 Share Award Scheme is approved by the Shareholders at the 2023 First EGM
“associates”	has the meaning ascribed to it under the Listing Rules
“Award”	a provisional award of the Awarded Shares made in accordance with the 2023 Share Award Scheme
“Award Notice”	the notice to be sent to the Trustee upon the making of an Award
“Awarded Share(s)”	the Share(s) provisionally awarded to a Selected Participant pursuant to an Award
“Board”	the board of Directors
“Business Day”	a day on which the Stock Exchange is open for the business of dealing in securities
“Committee”	the person(s) from time to time delegated by the Board with the power and authority to administer the 2023 Share Award Scheme
“Company”	Gala Technology Holding Limited (望塵科技控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2458)
“core connected person(s)”	shall have the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Earliest Vesting Date”	the earliest date on which the Trustee may vest the legal and beneficial ownership of the Awarded Shares in the relevant Selected Participant, which shall be a date not less than 12 months from the date of acceptance of the Award by the relevant Selected Participant unless otherwise permitted under the Listing Rules
“Eligible Participant(s)”	has the meaning ascribed to it under the paragraph headed “Eligibility” in the Appendix to this circular
“Employee Participant(s)”	employees (including full-time employees and part-time employees) of the Company or any of its subsidiaries (including person(s) who are granted awards under such scheme as an inducement to enter into employment contracts with such companies), but excluding the core connected person(s) of the Company or any of its subsidiaries such as the chief executive officer and Directors
“Excluded Participant”	any person who is resident in a place where the award of the Awarded Shares and/or the vesting and transfer of Shares pursuant to the terms of the 2023 Share Award Scheme is not permitted under the laws and regulations of such place or where in the view of the Board or the Committee or the Trustee (as the case may be) compliance with applicable laws and regulations in such place make it necessary or expedient to exclude such person
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“inside information”	shall have the meaning ascribed to it under the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong)
“Latest Practicable Date”	21 November 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in the circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
“New Chapter 17”	the new Chapter 17 of the Listing Rules as published by the Stock Exchange on 29 July 2022, which became effective on 1 January 2023

DEFINITIONS

“Personal Representative(s)”	the person or persons who, in accordance with the laws of succession applicable to a deceased Selected Participant, is or are entitled to collect and receive the Awarded Shares which have been vested in such Selected Participant and formed part of his estate
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Related Entity(ies)”	the holding companies, fellow subsidiaries or associated companies of the Company
“Related Entity Participant(s)”	employees of the Related Entity(ies), but excluding core connected person(s) of the Related Entity(ies), such as chief executive officers, directors and etc.
“Remuneration Committee”	the remuneration committee of the Company as appointed by the Board from time to time
“Residual Cash”	being cash remaining in the trust fund in respect of an Awarded Share (including interest income derived from deposits maintained with licensed banks in Hong Kong, and sale proceeds which have not been applied in the acquisition of Shares)
“Returned Shares”	such Awarded Shares which are not vested and/or forfeited in accordance with the terms of the 2023 Share Award Scheme (whether as a result of a lapse or otherwise), or such Shares being deemed to be Returned Shares
“Selected Participant”	any Eligible Participant for whom Shares have been provisionally set aside pursuant to an Award or (where the context so permits under the 2023 Share Award Scheme) his Personal Representative(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shares Pool”	the pool of Shares from which the Award shall be made
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“subsidiary(ies)”	a company which is for the time being and from time to time a subsidiary (within the meaning of Division 4 of Part 1 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Trust Deed”	the trust deed to be entered into by the Company as settlor and the Trustee as trustee in respect of the 2023 Share Award Scheme, the Awarded Shares, and other trust fund (if any) held or to be held by the Trustee subject to the terms thereof, as amended from time to time
“Trustee”	Futu Trustee Limited or other trustee or trustees as shall be appointed pursuant to and in accordance with the terms of the Trust Deed
“Vesting Date”	the date on which the legal and beneficial ownership of the Awarded Shares are vested in such Selected Participant pursuant to an Award
“Vesting Period”	the period commencing on the date on which the Awarded Shares have been provisionally set aside from the Shares Pool by the Trustee upon receipt of an Award Notice and ending on the Vesting Date (both dates inclusive)
“%”	percent



Gala Technology Holding Limited
望塵科技控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2458)

Executive Directors:

Mr. Jia Xiaodong (*Chairman and
Chief Executive Officer*)
Mr. Huang Xiang
Mr. Li Xin

Registered Office:

PO Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

Independent non-executive Directors:

Mr. Zhan Peixun
Mr. Leung Ming Shu
Ms. Chak Hoi Kee Clara

*Headquarters and Principal Place of
Business in the PRC:*

4203–4204, Qianhai Shimao Finance Centre II
No. 3040, Xinghai Avenue, Nanshan Street
Qianhai Shenzhen-Hong Kong Cooperation Zone
Shenzhen
PRC

Principal Place of Business in Hong Kong:

31/F
148 Electric Road
North Point
Hong Kong

24 November 2023

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED ADOPTION OF 2023 SHARE AWARD SCHEME
AND
(2) NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information and to seek your approval, *inter alia*, on the proposed adoption of the 2023 Share Award Scheme. A notice of the EGM containing the resolutions to be proposed at the 2023 First EGM is set out in this circular.

LETTER FROM THE BOARD

PROPOSED ADOPTION OF THE 2023 SHARE AWARD SCHEME

In July 2022, the Stock Exchange published its consultation conclusions to its consultation paper “Proposed Amendments to Listing Rules relating to Share Schemes of Listed Issuers” (the “**Consultation Conclusion**”). Pursuant to the Consultation Conclusion, the New Chapter 17 will be amended to govern both share option schemes and share award schemes with effect from 1 January 2023. In light of the above, the Company proposed to adopt the 2023 Share Award Scheme to comply with the requirements of the New Chapter 17.

Reasons for the adoption of the 2023 Share Award Scheme

The purposes and objectives of the 2023 Share Award Scheme are (a) to recognise and reward the contribution of Eligible Participants (being Employee Participants and Related Entity Participants) to the growth and development of the Group and to give incentives thereto in order to retain them for the continual operation and development of the Group; and (b) to attract suitable personnel for further development of the Group through an Award.

(a) Scope of Eligible Participants

The Board considers that the 2023 Share Award Scheme will motivate more people to contribute to the Group’s development. The award of Awarded Shares under the 2023 Share Award Scheme will enable the Group to recruit, incentivise and retain high-calibre talents, and as such, it is in the interests of the Group to adopt the 2023 Share Award Scheme. Furthermore, the Board considers that the Eligible Participant(s) will share the same interests and objectives with the Group by acquiring entity interest in the Company through the Awarded Shares. This is beneficial to the long-term development of the Group. In addition, the adoption of the 2023 Share Award Scheme is in line with modern commercial practice that full-time or part-time employees (for the avoidance of doubt, excluding core connected person(s) thereof such as directors, chief executive officers, etc.) of the Group and the Related Entities are given incentives to work towards the goal of enhancing the enterprise value and attaining to the long-term objectives of the Company for the benefit of the Group as a whole. As such, the Directors consider that the adoption of the 2023 Share Award Scheme is in the interests of the Company and the Shareholders as a whole. The provisions of the 2023 Share Award Scheme will comply with the requirements of New Chapter 17.

In assessing the eligibility of an Employee Participant, the Board or the Committee will consider a range of factors, such as the length of service, job position, job duties and performance evaluation results of the Employee Participant.

In assessing the eligibility of an Related Entity Participant, the Board or the Committee will consider a range of factors, such as the length of service, job position and job duties in the Related Entity, the shareholding relationship between the Group and the Related Entity and the benefits and synergies provided by the Related Entity to the Group.

LETTER FROM THE BOARD

Given the success of the Group requires the co-operation and contribution not only from its directors and employees or proposed employees, but also from various other parties who play an instrumental role in and/or make actual or potential contributions to the business and development of the Group, the Board (including the independent non-executive Directors) are of view that the grant of the Awards to the Eligible Participant(s) who are Related Entity Participants would not only align the interest of the Group and the Shareholders with the interest of these Eligible Participants, but also provide incentives and rewards for:

- (i) the participation and involvement in promoting the business of the Group;
- (ii) providing better services or products as well as timely market intelligence to the Group in their capacity; or
- (iii) maintaining a good and long-term relationship with the Group.

The Group is a leading technology-driven mobile sports game company in China. With more than 10 years of accumulated experience in game development and operation, the Group has always insisted on “Technology makes sports more fun”, and has launched games covering football, baseball and basketball, three of the world’s most popular sports, resulting in unique game content and a large user base.

Therefore, the Board (including independent non-executive Directors) consider that the proposed Related Entity Participants are in line with the Company’s business needs and the industry norm, desirable and necessary from a commercial perspective and help maintain or enhance the competitiveness of the Group. Through the grant of the Awards, such Eligible Participants and the Group will have a common goal in the growth and development of the Group’s business, and they could participate in the future prospect of the Group and share the additional reward through their continuous contribution.

In light of the above and having considered that attracting and recruiting high-calibre talents are of importance to the Group’s further development, the Board (including the independent non-executive Directors) is of the view that the current categories of Eligible Participants as applied under the 2023 Share Award Scheme are fair and reasonable as this will offer the Board with sufficient flexibility to attract and incentivise those Selected Participants to contribute to the overall growth and development of the Group while preserving cash resources of the Group and thus, is in the interest of the Company and its Shareholders as a whole.

(b) Scheme Mandate Limit

The total number of Shares (“**Scheme Mandate Limit**”) which may be issued in respect of all options and awards to be granted under the 2023 Share Award Scheme and other share schemes of the Company (if any) shall not be more than 5% of the total number of issued Shares as at the Adoption Date or the relevant date approval of the refreshment of the Scheme Mandate Limit.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were 138,000,000 Shares in issue. Assuming that there will be no change in the number of the issued Shares between the Latest Practicable Date and the Adoption Date, the Scheme Mandate Limit, would be 6,900,000 representing approximately 5% of the issued Share capital of the Company on the Adoption Date.

(c) Vesting Period

As disclosed in the paragraph headed “Vesting of Awarded Shares” in the Appendix to this circular, the vesting period of the Awarded Shares shall not be less than 12 months from the Grant Date save for certain circumstances permitted under the rules of the 2023 Share Award Scheme. The Board believes that its ability to provide for flexible accelerated exercisability or vesting of an Award in certain cases allows it to provide a competitive remuneration package to attract and retain individuals to provide services to the Group, and to provide for succession planning and the effective transition of employee responsibilities.

The Company believes that a shorter Vesting Period may be more beneficial to the Company than a strictly enforced Vesting Period of not less than 12 months for the following reasons:

- (i) Under certain circumstances, a strict requirement of twelve (12) months of vesting would be impractical or unfair to the grantee, such as those set out in items (a), (b) and (d) in the paragraph headed “Vesting of Awarded Shares” in the Appendix to this circular;
- (ii) It would be beneficial to the Company to retain flexibility in the effective re-arrangement of employee duties and conclusion of remunerations and to reward exceptional performers with accelerated or more compact vesting schedule, enabling the Group to provide a competitive remuneration package to attract and retain individuals; and
- (iii) The Company reserves the discretion to formulate its talent recruitment and retention strategy according to its circumstances, for example, in a competitive and dynamic business environment, imposing vesting conditions based on performances instead of arbitrary vesting criteria based on time, may be more efficient and meaningful. Accordingly, the Board and Committee believes that, a shorter Vesting Period is appropriate in the circumstances described above, and in line with the purpose of the 2023 Share Award Scheme.

Pursuant to the provisions of item (g) in the paragraph headed “Vesting of Awarded Shares” in the Appendix to this circular, the Company considers that a shorter Vesting Period is appropriate in the circumstances for the following reasons:

- (i) The circumstances disclosed above are specific and exceptional, shortening vesting period will be triggered only in these specific cases;

LETTER FROM THE BOARD

- (ii) The purpose of the 2023 Share Award Scheme is, among other things, to recognise the contribution made by the Selected Person. Notwithstanding the retirement of the Selected Person on the normal retirement date, the Company considers that, even if the Selected Person retires or leaves the Company, their contribution to the Group in the past should not be denied; and
- (iii) The purpose of the 2023 Share Award Scheme is, among other things, to motivate the Selected Person so as to retain them for the continuous operation and development of the Group. Changes in control of the Company by way of offer, merger, scheme of arrangement or otherwise are circumstances beyond the control of the Employee Participants and, as such, should not be an obstacle to the implementation of the purpose of the scheme. Indeed, such circumstances may motivate the relevant Employee Participants to remain in the Company. Retention of Employee Participants is particularly important as the Group's success is heavily dependent on the contribution of its workforce.

(d) Basis of determining the purchase price of the Awarded Shares

The purchase price of the Awarded Shares (if any) shall be such price determined by the Board or the Committee, based on considerations such as the prevailing closing price of the Shares, the purpose of the Award and the characteristics and profile of the Selected Participant. Such room for discretion provides the Board and the Committee with flexibility to stipulate, if necessary, a purchase price for Awarded Shares, while balancing the purpose of the Award and the interests of Shareholders.

(e) Performance target and clawback mechanism

The Board may at its discretion specify any conditions (including performance targets) which must be satisfied before the Award may be vested in the Award Notice. Such performance targets may include, among other things, (i) financial parameters relevant to the Group (such as revenue, market share and net profit of relevant products or services of the Group); (ii) non-financial parameters of the Group (such as the contribution to the brands/reputation or business development of the Group, the active users retention rate, users payment rate, etc.); (iii) individual performance indicators relevant to the roles and responsibilities of the Selected Participant (such as the frequency and quality of updates to game product content and the number of new licenses obtained); and/or (iv) other targets the Board or the Committee may determine in its absolute discretion. Based on the tasks assigned to the Eligible Participants, the Board or the Committee will consider a number of non-financial parameters which include, among other things, new game product development progress, game product or service quality, player refund rate, staff turnover rate, staff training and development, etc. The Board believes that by increasing the flexibility of the Board in setting the terms and conditions of the 2023 Share Award Scheme in particular circumstances of each grant, the Company will be in a better position to provide meaningful incentives to attract and retain high calibre talents and to strengthen the ties with those who have been/are bring value to the development of the Group through the 2023 Share Award Scheme. It is not practicable to specify a common set of performance target in the 2023 Share Award Scheme, since each grantee will have different roles and

LETTER FROM THE BOARD

contribute to the Group in different ways. The Board considers that it is more beneficial for the Company to retain the flexibility to determine when and to what extent such conditions are appropriate in light of the particular circumstances of each grant, and therefore such arrangements align with the purposes of the 2023 Share Award Scheme.

As disclosed in the paragraph headed “Clawback Mechanism” in the Appendix to this circular, the Board may, at its sole and absolute discretion, require the Selected Participants to return the gains from the vested Awarded Shares in the event of serious misconduct, omission to perform any of his duties or other circumstances.

The Board believes that the aforesaid will provide the Board with more flexibility in setting the terms and conditions of the Awards under particular circumstances of each grant and facilitate the Board’s aim to offer meaningful incentives to attract and retain quality personnel that are valuable to the development of the Group and for the benefit of the Group and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no specific intention to grant any Award under the 2023 Share Award Scheme. The Board will from time to time consider whether to grant any Awarded Shares to the Eligible Participants based on a number of factors including, among others, the Group’s overall financial performance, the individual performance of the Eligible Participants and their contribution to the revenue, profits or business development of the Group.

Conditions of the adoption of the 2023 Share Award Scheme

The adoption of the 2023 Share Award Scheme is conditional upon (i) the passing of an ordinary resolution by the Shareholders at a general meeting to approve the adoption of the 2023 Share Award Scheme and authorising the Directors to grant Awards thereunder and to allot, issue and deal with Shares pursuant to the grant of any Awards in accordance with the terms and conditions of the 2023 Share Award Scheme; and (ii) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, such number of Shares representing the Scheme Mandate Limit to be allotted and issued by the Company pursuant to the grant of Awards in accordance with the terms and conditions of the 2023 Share Award Scheme.

Application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares to be allotted and issued by the Company pursuant to the grant of Awards in accordance with the terms and conditions of the 2023 Share Award Scheme.

GENERAL

None of the Directors is a trustee of the 2023 Share Award Scheme nor has a direct or indirect interest in the Trustees.

LETTER FROM THE BOARD

A summary of the principal rules of the 2023 Share Award Scheme is set out in Appendix to this circular. A copy of the 2023 Share Award Scheme will be made available for inspection at the 2023 First EGM and will be published on the websites of Stock Exchange (<https://www.hkexnews.hk>) and the Company (www.galasports.com) for not less than 14 days before the date of the 2023 First EGM.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the award of the Awarded Shares under the 2023 Share Award Scheme.

As at the Latest Practicable Date, no Shareholder had a material interest in the adoption of the 2023 Share Award Scheme. As such, no Shareholder is required to abstain from voting on the resolutions in relation thereto.

As no awards will be granted to any director, chief executive or substantial shareholder of the Company or any of its associates, Rule 17.04 of the Listing Rules is not applicable. The Company will enter into the Trust Deed with Futu Trustee Limited and appoint it as the Trustee under the 2023 Share Award Scheme. To the best knowledge, information and belief of the Board after making all reasonable enquiries, the Trustee and its ultimate beneficial owners are all independent of the Company under the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the 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.

THE EGM AND CLOSURE OF REGISTER OF MEMBERS

A notice convening the 2023 First EGM to be held at 2:30 p.m. on Thursday, 14 December 2023 at 43F, Qianhai Shimaofinancial Center II, No. 3040 Xinghai Avenue, Nanshan Street, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen, the PRC as set out in this circular and a form of proxy for the 2023 First EGM are despatched together with this circular. Whether or not you are able to attend the EGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you so wish.

LETTER FROM THE BOARD

For determining the entitlement to attend and vote at the 2023 First EGM, the register of members of the Company will be closed from Monday, 11 December 2023 to Thursday, 14 December 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the 2023 First EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 8 December 2023.

A form of proxy for use in connection with the 2023 First EGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.galasports.com). If you are not able to attend the 2023 First EGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the 2023 First EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2023 First EGM or any adjourned meeting thereof should you so desire. If a Shareholder attends and votes at the 2023 First EGM, the instrument appointing the proxy will be deemed to have been revoked.

RECOMMENDATION

The Directors are of the opinion that the proposed adoption of the 2023 Share Award Scheme is in the interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions relating to the proposed adoption of the 2023 Share Award Scheme set out in the notice of the 2023 First EGM contained therein.

Yours faithfully
For and on behalf of the Board
Gala Technology Holding Limited
Jia Xiaodong
Chairman and Executive Director

The following is a summary of the principal rules of the 2023 Share Award Scheme but does not form part of, nor was it intended to be, part of the 2023 Share Award Scheme nor should it be taken as effecting the interpretation of the 2023 Share Award Scheme:

1. PURPOSE AND OBJECTIVES OF THE 2023 SHARE AWARD SCHEME

The purposes and objectives of the 2023 Share Award Scheme are to through an Award (a) to recognise and reward the contribution of certain Eligible Participants to the growth and development of the Group and to give incentives thereto in order to retain them for the continual operation and development of the Group; and (b) to attract suitable personnel for further development of the Group.

2. ADMINISTRATION

The 2023 Share Award Scheme shall be subject to the administration of the Board or the Committee whose decisions on all matters arising in relation to the 2023 Share Award Scheme or its interpretation or effect shall be final, conclusive and binding on all persons who may be affected thereby, provided that such administration shall not prejudice the powers of the Trustee as provided under the Trust Deed.

3. ELIGIBILITY

The following classes of participants are eligible for participation in the 2023 Share Award Scheme:

- (a) any Employee Participant; and
- (b) any Related Entity Participant.

The eligibility of any of the Eligible Participants to an Award shall be determined by the Board or the Committee from time to time on the basis of the Board's or the Committee's opinion as to his contribution and/or future contribution to the development and growth of the Group.

In assessing the eligibility of Employee Participants, the Board will consider, among other things, the length of service, job position, job duties and performance evaluation results of the Employee Participant.

In assessing the eligibility of an Related Entity Participant, the Board will consider a range of factors, such as the length of service, job position and job duties in the Related Entity, the shareholding relationship between the Group and the Related Entity and the benefits and synergies provided by the Related Entity to the Group.

4. MAXIMUM NUMBER OF SHARES

(a) Scheme Mandate Limit

The total number of Shares (“**Scheme Mandate Limit**”) which may be issued in respect of all options and awards to be granted under the 2023 Share Award Scheme and other share schemes of the Company (if any) shall not be more than 5% of the total number of issued Shares as at the Adoption Date or the relevant date of approval of the refreshment of the Scheme Mandate Limit.

As at the Latest Practicable Date, there were 138,000,000 Shares in issue. Assuming that there will be no change in the number of the issued Shares between the Latest Practicable Date and the Adoption Date, the Scheme Mandate Limit, would be 6,900,000 representing approximately 5% of the issued share capital of the Company on the Adoption Date.

Awards lapsed in accordance with the terms of the 2023 Share Award Scheme will not be regarded as utilised for the purpose of calculating the Scheme Mandate Limit.

The Board or the Committee shall not instruct the Trustee to subscribe for and/or purchase any Shares for the purpose of the 2023 Share Award Scheme when such subscription and/or purchase will result in the Scheme Mandate Limit being exceeded.

(b) Refreshment of the 2023 Share Award Scheme Mandate Limit

The Company may seek approval by its shareholders in general meeting for refreshing the Scheme Mandate Limit after three years from the date of shareholders’ approval for the last refreshment or the adoption of the 2023 Share Award Scheme and in accordance with the applicable Listing Rules.

5. MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT OF THE COMPANY

The maximum number of Shares, in a 12-month period up to and including the date of Award, which may be subject to an Award or Awards to a Selected Participant together with any Shares issued and to be issued in respect of all options and awards granted to such Selected Participant under any share schemes of the Company shall not (i) in aggregate exceed 1% of the issued share capital of the Company as at the Adoption Date; and (ii) exceed any limits applicable to such Selected Participant under the Listing Rules. For the avoidance of doubt, the Eligible Participants in the 2023 Share Award Scheme do not involve directors, chief executives or substantial shareholders of the Company.

6. AWARD OF AWARDED SHARES

The Board or the Committee shall, subject to and in accordance with the rules of the 2023 Share Award Scheme, be entitled (but shall not be bound) to, at any time during the continuation of the 2023 Share Award Scheme, make an Award to any of the Eligible Participants (as it shall in its absolute discretion select but excluding any Excluded Participant) such number of issued Shares, fully paid or credited as fully paid.

7. DEALING RESTRICTIONS

An award or, as the case may be, any instruction of the Board or the Committee to the Trustee to acquire Shares for purpose of increase the Shares in the Shares Pool may not be made or given when inside information has come to the Company's knowledge until (and including) the trading day after such inside information has been published in accordance with the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board or the Committee may not make any Award to any Eligible Participant or give any instruction to the Trustee to acquire Shares for the purpose of increasing the Shares in the Shares Pool during the periods or times when such an Award is prohibited under the Listing Rules, any corresponding code or securities dealing restrictions adopted by the Company and all applicable laws from time to time. Without limiting the generality of the foregoing, no Award may be made and no instruction may be given by the Board or the Committee to the Trustee to acquire Shares for the purpose of increasing the Shares in the Shares Pool during the period commencing one month immediately before the earlier of:

- (a) the date of the board meeting (as such date is first notified to the Stock Exchange under the Listing Rules) for approving the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- (b) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement.

8. VESTING OF AWARDED SHARES

Subject to the terms and conditions of the 2023 Share Award Scheme, the Trustee shall transfer to and vest in any Selected Participant the legal and beneficial ownership of the Awarded Shares (or net sale proceeds thereof) to which such Selected Participant is entitled under the relevant Award as soon as practicable after the latest of:

- (a) the Earliest Vesting Date;

- (b) the receipt by the Trustee of the requisite information and documents stipulated by the Trustee; and
- (c) where applicable, the date on which the condition(s) and/or performance target(s) (if any) to be attained or paid by such Selected Participant as specified in the related Award Notice have been attained or paid and notified to the Trustee by the Board or the Committee in writing.

Subject to the terms and conditions of the 2023 Share Award Scheme, at any time prior to a Vesting Date, unless the Board or the Committee otherwise determines, in respect of a Selected Participant who: (a) has died, all the Awarded Shares of the Selected Participant shall be deemed to be vested in respect of that Selected Participant on the day immediately prior to his death; or (b) (in the case of a Selected Participant who is an Employee) has retired at his normal retirement date or an earlier retirement date (with prior agreement given by the Company or the subsidiary or the Related Entity), all the Awarded Shares of the Selected Participant shall be deemed to be vested in respect of that Selected Participant on the day immediately prior to his retirement date.

If there occurs an event of change in control of the Company (whether by way of offer, merger, scheme of arrangement or otherwise), the Board shall determine at its sole and absolute discretion whether such Awarded Shares shall vest in the Selected Participant. If the Board determines that any Awarded Shares shall be vested to any Selected Participant, the Trustee shall distribute the Awarded Shares to such Selected Participant and/or a vehicle controlled by him/her for the benefit of the Selected Participant and any family members of such participant in accordance with the relevant rules of the Scheme. The Board shall also at its sole discretion determine whether the vesting dates of any Awarded Shares to the Employee Participants will be accelerated as set forth in (g) below. For the avoidance of doubt, the Vesting Period for non-Employee Participants shall not be accelerated to less than 12 months.

Subject to the Listing Rules, the Board or the Committee may from time to time, at its discretion, determine the Earliest Vesting Date and other subsequent date(s), if any, upon which the Awarded Shares (or the net sale proceeds thereof) held by the Trustee upon trust and which are referable to a Selected Participant shall vest in that Selected Participant.

The Vesting Date in respect of any Award shall be not less than 12 months from the Grant Date, provided that for Employee Participants, the Vesting Date may be less than 12 months from the Grant Date (including on the Grant Date) in the following circumstances:

- (a) grants of “make whole” Awards to new Employee Participants to replace share awards such new Employee Participants forfeited when leaving their previous employers;

- (b) grants to an Employee Participant whose employment is terminated due to death, disability or event of force majeure;
- (c) grants of Awards which are subject to the fulfilment of performance targets specified in the Award Notice;
- (d) grants of Awards the timing of which is determined by administrative or compliance requirements not connected with the performance of the relevant Employee Participant, in which case the Vesting Date may be adjusted to take account of the time from which the Award would have been granted if not for such administrative or compliance requirements;
- (e) grants of Awards with a mixed vesting schedule such that the Awards vest evenly over a period of 12 months;
- (f) grants of Awards with a total vesting and holding period of more than 12 months; or
- (g) grants of Awards to an Employee Participant who has retired at his normal retirement date or an earlier retirement date (with prior agreement given by the Company or the subsidiary or the Related Entity), or there is any change in control of the Company by way of offer, merger, scheme of arrangement or otherwise.

Notwithstanding any contrary provisions set forth in (a) to (g) above, the Vesting Period for non-Employee Participants shall not be less than 12 months.

9. LAPSE OF AWARDS

Any Award made to Selected Participant(s) shall lapse forthwith and be cancelled on the occurrence of any of the following:

- (a) a Selected Participant ceases to be an Employee Participant or Related Entity Participant other than due to retirement or death (including without limitation, ceasing to be an Employee Participant or Related Entity Participant by virtue of a corporate reorganisation of the Group or the Related Entity); or
- (b) the Subsidiary or Related Entity by which a Selected Participant is employed ceases to be a Subsidiary or Related Entity of the Company (or of a member of the Group); or
- (c) the Board or the Committee shall at its absolute discretion determine in respect of a Selected Participant that (a) the Selected Participant or his associate has committed any breach of any contract entered into between the Selected Participant or his associate on one part and any member of the Group or any Related Entity on the other part as the Board or the

Committee may in its absolute discretion determine; or (b) the Selected Participant has fallen into any of the following conditions: (i) the results of the economic responsibility audit and other similar assessment(s) show that duties of the Selected Participant are not performed effectively or is in serious dereliction of duty or malfeasance; (ii) non-compliance with all relevant laws and regulations and the articles of association of the Company; (iii) during his/her term of office, the Selected Participant is subject to disciplinary actions by virtue of illegal behaviours, including but not limited to bribery, corruption, theft, leakage of the Group's business and technical secrets, damages to the Group's interests and reputation through related party transactions and resulting in material negative impact on the Group's image; and (iv) the Selected Participant fails to perform or fails to properly perform his/her duties, resulting in substantial asset losses and other serious adverse consequences to the Group; or (c) the Selected Participant has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally, or has been convicted any criminal offence involving his integrity or honesty; or (d) the Selected Participant could no longer make any contribution to the growth and development of any member of the Group or the Related Entity by reason of the cessation of its relationship with the Group or its Related Entity or by any other reasons whatsoever; or (e) the Selected Participants has caused any material misstatement in the financial statements of the Company; or

- (d) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company; or
- (e) a Selected Participant is found to be an Excluded Participant; or
- (f) a Selected Participant fails to return duly executed transfer documents prescribed by the Trustee for the relevant Awarded Shares within the stipulated period.

In the event of lapse of any Award, the Award or the relevant part of an Award made to such Selected Participant shall automatically lapse forthwith and all the Awarded Shares or the relevant Awarded Shares shall not vest on the relevant Vesting Date but shall become Returned Shares for the purposes of the 2023 Share Award Scheme.

10. PERFORMANCE TARGETS

At the time of grant of the Awarded Shares, the Board or the Committee may, in its sole and absolute discretion, specify any performance target(s) for vesting of Awards in the Award Notice. If performance targets are imposed at the grant of the relevant Awarded Shares, the Board will have regard to the purpose of the 2023 Share Award Scheme in assessing the reasonableness and suitability of such performance targets, with reference to factors including but not limited to, as and when appropriate,

(i) financial parameters relevant to the Group (such as revenue, market share and net profit of relevant products or services of the Group); (ii) non-financial parameters of the Group (such as the contribution to the brands/reputation or business development of the Group, the active users retention rate, users payment rate, etc.); (iii) individual performance indicators relevant to the roles and responsibilities of the Selected Participant (such as the frequency and quality of updates to game product content and the number of new licenses obtained); and/or (iv) other targets the Board or the Committee may determine in its absolute discretion. Based on the tasks assigned to the Eligible Participants, the Board or the Committee will consider a number of non-financial parameters which include, among other things, new game product development progress, game product or service quality, player refund rate, staff turnover rate, staff training and development, etc.

Generally, the Company will also utilise its internal assessment system to appraise and evaluate whether the Eligible Participants will contribute to the long-term growth of the Group on a case-by-case basis. Specifically, the Eligible Participants' expected contribution will be considered with reference to factors including but not limited to their past contributions to the Group, the nature of job duties or services, position within or related to the Group and other features including geographical location, business strategy focus and corporate culture. Specific weightings will be given to the factors above in order to provide a fair and objective appraisal of the Eligible Participants before Awarded Shares will be granted, such that the grants will be on a fair and reasonable basis and in the interest of the Company and its Shareholders as a whole.

In addition, the Company will assess whether the Selected Participants have met the performance targets set at the grant of the relevant Awarded Shares on a case-by-case basis at the time of each vesting in accordance to our internal performance appraisal management system. In particular, the Company assesses the actual performance and contribution of the Selected Participants in the past financial year in accordance with the performance targets set at the grant of the relevant Awarded Shares, and reports the list of Selected Participants who have met the relevant performance targets to the Board, which finally determines whether the Selected Participants reported have met the relevant performance targets.

11. AMOUNT PAYABLE ON APPLICATION OR ACCEPTANCE OF AN AWARD

The Board or the Committee may determine in its absolute discretion the amount (if any) payable on application or acceptance of an Award and the period within which any such payments must be made, which amounts (if any) and periods shall be set out in the Award Notice.

12. PURCHASE PRICE OF AWARDED SHARES

The Board and the Committee may determine and specify the purchase price of the Awarded Shares (if any) in the Award Notice.

The purchase price of the Awarded Shares (i.e. the price payable by a Selected Person to purchase the Awarded Shares), if any, shall be such price which shall be determined by the Board from time to time based on considerations such as the prevailing closing price of the Shares, the purpose of the Award and the characteristics and profile of the Selected Person. Such room for discretion provides the Board with flexibility to stipulate, if necessary, a purchase price for Awarded Shares, while balancing the purpose of the Award and the interests of Shareholders.

13. VOTING AND DIVIDEND RIGHTS

The Trustee shall not exercise the voting rights in respect of any Shares held under the trust constituted by the Trust Deed. In particular, the Trustee holding unvested Shares under the 2023 Share Award Scheme, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given.

Any dividends and other distributions declared and made in respect of any Awarded Shares during the Vesting Period shall be held by the Trustee in accordance with the terms of the 2023 Share Award Scheme and the Trust Deed and treated and dealt with as income of the trust constituting the Trust Deed generally.

14. DURATION AND TERMINATION OF THE 2023 SHARE AWARD SCHEME

Subject to early termination by the Board, the 2023 Share Award Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date, after which period no further Awards shall be made but the provisions of the 2023 Share Award Scheme shall remain in full force and effect to the extent necessary to give effect to any Awards made prior thereto and the administration of the trust property held by the Trustee pursuant to the Trust Deed.

The 2023 Share Award Scheme shall terminate on the earlier of (i) the 10th anniversary date of the Adoption Date; and (ii) such date of early termination as determined by the Board or the Committee and notified to the Trustee in writing, provided that such termination shall not affect any subsisting rights of any Selected Participant(s).

Upon termination of the 2023 Share Award Scheme:

- (a) Subject to the decision of the Board or the Committee and in the event that the Selected Participant died or retired as provided in the paragraph headed "Vesting of Awarded Shares" of this circular, all the Awarded Shares shall

become vested in the Selected Participant according to the conditions of the Award, subject to the receipt by the Trustee of the required documents prescribed by the Trustee, save in respect of the events of lapse of all the Awarded Shares pursuant to the terms of the 2023 Share Award Scheme;

- (b) Returned Shares and such non-cash income remaining in the trust fund shall be sold by the Trustee, within twenty-eight (28) Business Days (on which the trading of the Shares has not been suspended) of receiving notice of such termination of the 2023 Share Award Scheme (or such longer period as the Board or the Committee may otherwise determine);
- (c) Residual Cash, net proceeds of sale referred to in preceding paragraph (ii) above and such other funds remaining in the trust constituted by the Trust Deed (after making appropriate deductions in respect of all disposal costs, liabilities and expenses in accordance with the Trust Deed) shall be remitted to the Company forthwith after the sale. For the avoidance of doubt, the Trustee may not transfer any Shares to the Company nor may the Company otherwise hold any such Shares as described in the preceding paragraph (ii) above whatsoever (other than its interest in the proceeds of sale of the same).

15. ADJUSTMENTS AND EFFECT OF ALTERATION OF CAPITAL STRUCTURE

If the Company conducts any capitalisation issue, rights issue, share consolidation, share sub-division or capital reduction, the maximum number of Shares that may be issued by the Company pursuant to the 2023 Share Award Scheme and all other share option or award schemes of the Company under the unutilised Scheme Mandate Limit shall be adjusted accordingly, with reference to the total number of issued Shares at the date immediately before and after such event and rounded to the nearest whole Share, such that the Select Participants will be entitled to the same proportion of the Company's equity capital as to which such Select Participants previously entitled to.

In respect of any such adjustments, other than any made on a capitalisation issue, an independent financial adviser or the Company's auditors must confirm to the Directors in writing that the adjustments satisfy the requirements under the Notes to Rule 17.03(13) of the Listing Rules.

16. RANKING OF SHARES

The Awarded Shares shall be identical to all existing issued Shares and shall be allotted and issued subject to all the provisions of the articles of association of the Company for the time being in force and will rank *pari passu* with the other fully paid Shares in issue, save that the Selected Participants shall not have any voting rights, or rights to participate in any dividends or distributions (including those arising on a liquidation of the Company) declared or recommended or resolved to be paid to the Shareholders prior to vested.

17. TRANSFERABILITY

An Award shall be personal to the Selected Participant and shall not be transferable or assignable and no Selected Participant shall in any way sell, transfer, charge, mortgage, encumber or otherwise dispose of or create any security or adverse interest whatsoever in favour of any third party over or in relation to an Award or enter or purport to enter into any agreement to do so. Any breach of the foregoing by any Selected Participant shall entitle the Company to cancel the Award made to such Selected Participant, and the Board or Committee shall notify the Trustee in writing accordingly.

18. CANCELLATION OF AWARDS

Where the Company cancels any Award granted to a Selected Participant, and makes a new grant of Award to the same Selected Participant, such new grant of Award may only be made under the 2023 Share Award Scheme with available Scheme Mandate Limit approved by Shareholders. The Award cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit.

19. ALTERATION OF THE RULES OF THE 2023 SHARE AWARD SCHEME

The 2023 Share Award Scheme may be amended in any respect by a resolution of the Board provided that, (i) unless with the prior written consent of the Trustee, any such amendment or modification shall not impose any additional or more onerous duties, responsibilities or liabilities on the Trustee; and (ii) any alteration to the terms and conditions of the Scheme that are of a material nature or any alteration to the authority of the Board to alter the terms of the Scheme or any alteration to the specific terms of the Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules to the advantage of Selected Participant or proposed Selected Participant must be approved by the Shareholders in general meeting (with the Selected Participant or proposed Selected Participant and their associates abstaining from voting). The Board's determination as to whether any proposed alteration to the terms and conditions of the 2023 Share Award Scheme is material shall be conclusive.

Any change to the terms of Awards granted to a Selected Participant must be approved by the Board, the remuneration committee of the Company, the independent non-executive Directors of the Company and/or the Shareholders (as the case may be) if the initial grant of such Awards under the Scheme was approved by the Board, the remuneration committee of the Company, the independent non-executive Directors of the Company and/or the Shareholders (as the case may be) except where the alterations take effect automatically under the existing terms of the Scheme.

The provisions in the 2023 Share Award Scheme may be amended by the Board to reflect any amendments on the relevant Listing Rules made by the Stock Exchange after the date of adoption of the Scheme to comply with the relevant provisions of the Listing Rules which the 2023 Share Award Scheme has been drafted to reflect the position as at the date of adoption of the 2023 Share Award Scheme.

Written notice of all details relating to changes to the terms of the 2023 Share Award Scheme during the lifetime of the 2023 Share Award Scheme shall be given to all Selected Participants and the Trustee immediately upon such changes take effect.

20. CLAWBACK MECHANISM

In any of the following circumstances, the Board may, at its sole and absolute discretion, require the Selected Participant to return the gains from the vested Awarded Shares:

- (a) when the Selected Participant is an Eligible Participant, the Selected Participant has committed any act of fraud or dishonesty or serious misconduct during the period of his employment or engagement by any member of the Group;
- (b) when the Selected Participant is an Eligible Participant, the Selected Participant has engaged in any act or omission to perform any of his duties that has had or will have a material adverse effect on the reputation or interests of any member of the Group; or
- (c) when the Selected Participant has engaged in any act that has had or will have a material adverse effect on the reputation or interests of any member of the Group within the period of two years after the Selected Participant ceases to be an Eligible Participant.



Gala Technology Holding Limited

望塵科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2458)

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

Unless otherwise specified, terms defined in this notice shall have the same meanings in the circular of the Company dated on the same day as this notice (the “**Circular**”). Details regarding the resolutions in this notice are set out in the Circular.

NOTICE IS HEREBY GIVEN that 2023 First EGM of the Company will be held at 43F, Qianhai Shimao Finance Centre II, No. 3040, Xinghai Avenue, Nanshan Street Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen, PRC at 2:30 p.m. on Thursday, 14 December 2023 for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. To approve and adopt the 2023 Share Award Scheme with effect from the Adoption Date, and to authorize the Directors to do all acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Award Scheme, including but without limitation:
 - (a) to administer or authorize a committee of the Board to administer the 2023 Share Award Scheme under which Awards will be awarded to the Eligible Participants (as defined in the 2023 Share Award Scheme) under the 2023 Share Award Scheme, including but not limited to determining and granting the Awards in accordance with the terms of the 2023 Share Award Scheme;
 - (b) to modify and/or amend the 2023 Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the terms of the 2023 Share Award Scheme and subject to the Listing Rules;
 - (c) to allot and issue from time to time such Shares which shall not in aggregate exceed 5% of the total number of Shares outstanding as at the date of approval of the 2023 Share Award Scheme by the Shareholders, as may be required to be allotted and issued pursuant to the grant of the Awards under the 2023 Share Award Scheme and subject to the Listing Rules; and

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

- (d) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Award Scheme.

By order of the Board of
Gala Technology Holding Limited
Jia Xiaodong
Chairman and Executive Director

Hong Kong, 24 November 2023

Notes:

1. For the purpose of determining the shareholders who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 11 December 2023 to Thursday, 14 December 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 8 December 2023.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of two or more shares may appoint more than one proxy to attend and vote on his behalf. A proxy need not be a shareholder of the Company. On the counting of votes, votes may be given either personally or by proxy.
3. 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 being a corporation, either under seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. In order to be valid, the instrument appointing a proxy and, if required by the Board, the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 48 hours before the time appointed for holding the meeting or any adjourned meeting. Completion and delivery of any instrument of appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding of shares.
6. The resolutions set out in this notice shall be decided by poll.

As at the date of this notice, the executive Directors of the Company are Mr. Jia Xiaodong, Mr. Huang Xiang and Mr. Li Xin; and the independent non-executive Directors of the Company are Mr. Zhan Peixun, Mr. Leung Ming Shu and Ms. Chak Hoi Kee Clara.