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GoFintech Innovation Limited

國富創新有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 290)

Website: <https://290.com.hk>

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of GoFintech Innovation Limited (the “**Company**”) will be held at Units No. 4102-06, 41/F, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Wednesday, 29 May 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as the ordinary resolution of the Company (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 13 May 2024 (the “**Circular**”)):

ORDINARY RESOLUTIONS

1. “**THAT** the existing share option scheme adopted by the Company’s then shareholders on 2 September 2021 (the “**Share Option Scheme**”) be and is hereby terminated upon which the Share Option Scheme shall cease to have any further force with effect from the date on which the Share Award Scheme becomes unconditional and effective, except that the Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of the share options granted under the Share Option Scheme prior to its termination, its termination and ancillary matters or otherwise to the extent as may be required in accordance with the terms of the Share Option Scheme.”
2. “**THAT** conditional upon the passing of resolutions numbered 1, and subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the ordinary shares (the “**Shares**”) of HK\$0.1 each in the share capital of the Company which may fall to be allotted and issued in respect of awards (the “**Share Award**”) which may be granted under the new share award scheme of the Company (the “**Share Award Scheme**”), the rules of which (the “**Scheme Rules**”) have been produced to this meeting marked “**A**” and initialed by the chairman of this meeting for identification, the Share Award Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of

the Company, as the directors of the Company (the “**Directors**”) may consider necessary, desirable or expedient to give effect to and implement the Share Award Scheme, including without limitation:

- (a) administering the Share Award Scheme under which the Share Award may be granted to participants eligible under the Share Award Scheme in accordance with the Scheme Rules and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
- (b) modifying and/or amending the Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the rules of the Share Award Scheme and the requirements of the Listing Rules;
- (c) subject to the Listing Rules, as amended, revised and supplemented from time to time, granting Share Award under the Share Award Scheme and allotting, issuing and otherwise dealing with from time to time such number of Shares as may be required to be issued in respect of the Share Award that may be granted under the Share Award Scheme;
- (d) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares on the Stock Exchange that may hereafter from time to time be allotted and issued in respect of the Share Award that may be granted under the Share Award Scheme;
- (e) consenting, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant regulatory authorities (including the Stock Exchange) in relation to the Share Award Scheme; and
- (f) any one or more Directors be and is/are hereby authorised to sign or execute such documents and do all such acts and things in connection with the implementation of the Share Award Scheme as they may in their discretion consider to be appropriate, necessary, desirable or expedient to carry out, to give effect to or in connection with the Share Award Scheme.”

3. “**THAT** conditional upon on the passing of resolutions numbered 1, 2 and 4 set out in this notice, the Directors be and are hereby authorised to grant Share Award (as defined in the Scheme Rules (as defined in resolution numbered 1 set out in this notice)) to the Eligible Participants (as defined in the Scheme Rules) in accordance with the rules of the Share Award Scheme up to a maximum of 541,093,796 Shares, being approximately 8.55% of the entire issued share capital as at the date of passing of this resolution, to allot and issue Shares in respect of Share Award so granted and to take all necessary actions incidental thereto as the directors of the Company deem fit.”

4. “**THAT** conditional upon the passing of resolutions numbered 1, 2 and 3 set out in this notice, the Directors be and are hereby authorised to grant Share Award (as defined in the Scheme Rules (as defined in resolution numbered 1 set out in this notice)) to the Service Provider Participants (as defined in the Scheme Rules) in accordance with the Scheme Rules up to a maximum of 63,262,458 Shares, being approximately 1% of the entire issued share capital as at the date of passing of this resolution, to allot and issue Shares in respect of the Share Award so granted and to take all necessary actions incidental thereto as the directors of the Company deem fit.”

By order of the Board
GoFintech Innovation Limited
CHAN Kin Sang
Chairman and Independent Non-executive Director

Hong Kong, 13 May 2024

Registered office:
P.O. Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Units No. 4102-06
41/F COSCO Tower
183 Queen’s Road Central
Hong Kong

Notes:

1. A form of proxy for use at the EGM or any adjournment thereof is enclosed. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her 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 authorised to sign the same.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road North Point, Hong Kong. not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
4. In order to determine the eligibility of the Shareholders to attend and vote at the EGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration by no later than 4:00 p.m. on Thursday, 23 May 2024. Shareholders whose names appear on the register of members of the Company on Thursday, 23 May 2024 are entitled to attend and vote at the EGM.

5. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. Pursuant to Rule 13.39(4) of the Listing Rules, all resolution at the EGM will be conducted by way of a poll.

As at the date of this notice, the Board consists of one executive Director, namely Ms. SUN Qing; four non-executive Directors, namely Mr. HAN Hanting, Dr. NIE Riming, Mr. LI Chunguang and Mr. HUA Yang; and four independent non-executive Directors, namely Mr. CHAN Kin Sang (Chairman), Mr. CHIU Kung Chik, Mr. LI Gaofeng and Ms. LUI Mei Ka.