
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in FingerTango Inc., you should at once forward this circular and the accompanying 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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FingerTango Inc.

指尖悅動控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 6860)

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of FingerTango Inc. to be held at Building 5, Zone A, Huaxin Kechuang Island, No. 248 Qiaotou Street, Haizhu District, Guangzhou, PRC on Friday, 21 June 2024 at 10:30 a.m., at which, among other things, the above proposals will be considered and approved, is set out on pages 20 to 24 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions as indicated thereon to 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, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 10:30 a.m. on Wednesday, 19 June 2024) before the time of the meeting (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting (or any adjournment thereof) should you so wish.

30 May 2024

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RESPONSIBILITY STATEMENT

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

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Building 5, Zone A, Huaxin Kechuang Island, No. 248 Qiaotou Street, Haizhu District, Guangzhou, PRC on Friday, 21 June 2024 at 10:30 a.m. (or any adjournment thereof)
“Articles of Association”	the articles of association of the Company (as amended, supplemented or otherwise modified from time to time)
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company” or “our Company”	FingerTango Inc., an exempted company incorporated in the Cayman Islands with limited liability on 9 January 2018, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 6860)
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group” or “our Group”	the Company and its subsidiaries
“HK\$” and “HK\$ cents”	Hong Kong dollars and cents, respectively the lawful currency of Hong Kong

DEFINITIONS

“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with (including but not limited to the resale of Treasury Shares) Shares of up to 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	28 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Liu”	Mr. Liu Jie (劉傑), an executive Director, the chairman of the Board, chief executive officer and the controlling shareholder (as defined in the Listing Rules) of our Company
“PRC” or “China”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, China
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution granting such mandate

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (as amended, supplemented or otherwise modified from time to time)
“Share(s)”	ordinary share(s) of US\$0.000005 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong (as amended, supplemented or otherwise modified from time to time)
“Treasury Shares”	the Shares repurchased and held by the Company in treasury (if any), as authorised by the laws and regulations of the Cayman Islands and the Articles of Association, which for the purpose of the Listing Rules, include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
“%”	per cent.

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company or entity names in Chinese or another language which are marked with “” and the Chinese translation of company or entity names in English which are marked with “*” is for identification purpose only.*

LETTER FROM THE BOARD



FingerTango Inc.

指尖悅動控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 6860)

Executive Directors:

Mr. Liu Jie (*Chairman and Chief Executive Officer*)
Dr. Chan Man Fung

Independent Non-executive Directors:

Mr. Chow Wing Yiu
Mr. Jiang Huihui
Mr. Shin Ho Chuen

Registered Office in the Caymans Islands:

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

Principal Place of Business in Hong Kong:

Room 1602, 16/F., Park Commercial Centre
180 Tung Lo Wan Road
Causeway Bay
Hong Kong

30 May 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information and to seek your approval in respect of the resolutions to be proposed in respect of, among other matters, (i) the granting to the Directors of the Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors; (iii) the re-appointment of auditor; and to give you the notice of the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors (i) a general unconditional mandate to allot, issue and deal with (including but not limited to the resale of Treasury Shares) Shares not exceeding 20% of the aggregate number of Shares of the Company in issue (excluding Treasury Shares, if any); (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue (excluding Treasury Shares, if any); and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (ii) above.

The above general mandates will continue in force until (i) the conclusion of the next annual general meeting of the Company; or (ii) the date by which the next annual general meeting of the Company is required by the Articles of Association or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the Annual General Meeting to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 4 to 6 set out in the notice of Annual General Meeting on pages 20 to 24 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 1,918,088,000 Shares, assuming that no further Shares are to be issued or repurchased prior to the Annual General Meeting, the Issue Mandate will grant to the Directors an authority to issue up to 383,617,600 Shares.

EXTENSION OF ISSUE MANDATE

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the Annual General Meeting to authorize the Directors to extend the Issue Mandate to allot and issue Shares by an amount of shares representing the aggregate nominal value of Shares purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares (excluding Treasury Shares, if any) as at the date of passing the resolution for approving the Repurchase Mandate.

LETTER FROM THE BOARD

The Board notes that with effect from 11 June 2024, the Listing Rules will be amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may cancel the repurchased Shares and/or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution numbered 4 of the notice of the Annual General Meeting and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the Annual General Meeting.

RE-ELECTION OF DIRECTORS

According to article 84(1) of the Articles of Association, not less than one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company and the retiring Directors shall be eligible for re-election. In accordance with article 84(1) of the Articles of Association, Mr. Liu shall retire by rotation at the Annual General Meeting and, being eligible, has offered himself for re-election as Director.

According to article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. In accordance with article 83(3) of the Articles of Association, Dr. Chan Man Fung, Mr. Chow Wing Yiu, Mr. Jiang Huihui and Mr. Shin Ho Chuen shall retire at the Annual General Meeting and, being eligible, have offered themselves for re-election as Directors.

At the Annual General Meeting, the re-election of the retiring Directors will be voted on individually by separate resolutions as set out in the notice convening the Annual General Meeting.

LETTER FROM THE BOARD

The nomination committee of the Company (the “**Nomination Committee**”) had reviewed the independence of Mr. Chow Wing Yiu, Mr. Jiang Huihui and Mr. Shin Ho Chuen and each of Mr. Chow Wing Yiu, Mr. Jiang Huihui and Mr. Shin Ho Chuen has also submitted annual confirmation to the Company on his fulfillment of the independence guidelines set out in Rule 3.13 of the Listing Rules. After due consideration, the Board confirmed that each of Mr. Chow Wing Yiu, Mr. Jiang Huihui and Mr. Shin Ho Chuen continue to be considered as independent and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

The Nomination Committee will recommend to the Board for the appointment/re-appointment of a Director in accordance with the following selection criteria and nomination procedures:

- (a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company’s board diversity policy, the requirements in the Company’s constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates’ contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;
- (b) assess the independence of independent non-executive Directors to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and
- (c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in light of this evaluation prepare a description of the role and capabilities required for a particular appointment.

The Nomination Committee has considered Mr. Liu, Dr. Chan Man Fung, Mr. Chow Wing Yiu, Mr. Jiang Huihui and Mr. Shin Ho Chuen’s extensive experience, their working profile and other experience and factors as set out in their biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Liu, Dr. Chan Man Fung, Mr. Chow Wing Yiu, Mr. Jiang Huihui and Mr. Shin Ho Chuen have the required character, integrity and experience to continuously fulfill their roles as Directors effectively. The Board believed that their re-election as Directors would be in the best interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITOR

CWK CPA Limited will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer itself for re-appointment.

The Board hereby proposed the Shareholders to approve the re-appointment of CWK CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

ANNUAL GENERAL MEETING

The Annual General Meeting will be held on Friday, 21 June 2024. A notice convening the Annual General Meeting is set out on pages 20 to 24 of this circular to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate, the re-election of Directors and the re-appointment of auditor.

A form of proxy for use at the Annual General Meeting is enclosed herewith, and is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fingertango.com). If you are not able to attend and/or vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to 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, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions put to vote at the Annual General Meeting will be taken by way of poll.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

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, 18 June 2024 to Friday, 21 June 2024, both days 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, all transfers of shares documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Monday, 17 June 2024.

RECOMMENDATION

The Board considers that the resolutions in relation to the granting of the Issue Mandate and the Repurchase Mandate, the re-election of Directors and the re-appointment of auditor to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions to be proposed at the Annual General Meeting.

GENERAL INFORMATION

Your attention is also drawn to the additional information as set out in Appendices I to II to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board

FingerTango Inc.

LIU Jie

Chairman, Chief Executive Officer and Executive Director

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,918,088,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 191,808,800 Shares, representing 10% of the existing issued Shares as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES OF SHARES

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles of Association and subject to the provisions of the Cayman Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles of Association and subject to the provisions of the Cayman Companies Law, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2023 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the 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.

The Directors will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

Neither this explanatory statement nor the proposed share repurchase (if any) under the Repurchase Mandate has any unusual features.

6. STATUS OF REPURCHASED SHARES

As stated in the Letter from the Board, with effect from 11 June 2024, the Listing Rules will be amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury; and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may cancel such repurchased Shares and/or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution numbered 4 of the notice of the Annual General Meeting and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands. Any resale of treasury shares pursuant to the Issue Mandate may only be made after the amendments to the Listing Rules have come into effect on 11 June 2024.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Prices	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
May	0.126	0.101
June	0.108	0.093
July	0.106	0.086
August	0.105	0.087
September	0.095	0.075
October	0.099	0.078
November	0.090	0.076
December	0.083	0.073
2024		
January	0.091	0.076
February	0.089	0.075
March	0.128	0.073
April	0.086	0.070
May (up to the latest practicable date)	0.095	0.076

8. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

9. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

10. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Director, Mr. Liu is interested in 1,007,837,500 Shares held through LJ Technology Holding Limited, a company wholly-owned by Mr. Liu, which represents approximately 52.54% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Mr. Liu would be increased from 52.54% to approximately 58.38% of the total number of Shares in issue, such increase would not give rise to a general offer obligation under the Takeovers Code. The Directors have no present intention to effect repurchases to an extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

11. REPURCHASE OF SHARES

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months immediately preceding the Latest Practicable Date.

The following set out the details of the Directors who will retire and, being eligible, will offer themselves for re-election at the Annual General Meeting pursuant to article 84(1) and article 83(3) of the Articles of Association.

Executive Director**Mr. LIU Jie (劉傑)**

Mr. LIU Jie (劉傑), aged 42, is the co-founder of our Group and currently is Director of the Company. Mr. Liu was appointed as chairman, chief executive officer of the Company and has been re-designated as an executive Director on 16 March 2018. Mr. Liu has served as the president of Shanghai Youmin Networks Technology Limited* (上海遊民網絡科技有限公司) since December 2013. With more than 16 years of experience in the mobile internet industry and profound expertise in user experience and traffic, Mr. Liu has been the key driver of our business strategy and achievements to date. Mr. Liu is mainly responsible for the strategic development, overall operation and management and major decision-making of our Group.

From December 2004 to February 2005, Mr. Liu worked as a product manager at Shenzhen Xuntian Communication Technology Company Limited (深圳市訊天通信技術有限公司). From December 2004 to February 2005, Mr. Liu worked as a product manager at Shenzhen Haotian Investment Company Limited. From October 2006 to December 2012, Mr. Liu served as the general manager at Shenzhen Dongrun Information Consultation Company Limited, an advertising and consulting company, and was mainly responsible for corporate operation and management.

Mr. Liu obtained a graduate certificate in computer science and application from Guangdong University of Foreign Studies in July 2003.

Mr. Liu has entered into a service contract with the Company for a term of three years, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Under the service contract, Mr. Liu is entitled to a Director's remuneration of HK\$240,000 per annum, which is determined by the Board with reference to his duties and responsibilities as well as prevailing market conditions.

Pursuant to Part XV of the SFO, Mr. Liu is interested in 1,007,837,500 Shares held by LJ Technology Holding Limited, representing 52.54% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu (i) does not hold any other positions with the Company and other members of the Group; (ii) does not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other major appointments and professional qualifications; (iv) does not have any other interest in any shares, underlying shares or debentures of the Company or any of its associated corporation which are required to be disclosed pursuant to Part XV of the SFO; (v) does not have any other relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; (vi) does not have any information that needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (vii) does not have any other matters that need to be brought to the attention of the Shareholders.

DR. CHAN MAN FUNG (陳文鋒)

Dr. CHAN Man Fung (陳文鋒), aged 37, has been appointed as an executive Director and a member of the remuneration committee of the Company with effect from 29 June 2023. Dr. Chan is a merchant having businesses and investments in Hong Kong and the PRC. Dr. Chan has extensive experience in corporate finance and the legal and financial services fields both in the PRC and Hong Kong and was involved in several merger and acquisition transactions and initial public offerings. Dr. Chan is currently an executive director and co-chairman of P.B. Group Limited (Stock Code: 8331), a company listed on the GEM of the Stock Exchange.

Dr. Chan received his Postgraduate Diploma in Business Administration from the Society of Business Practitioners of Cheshire, England in 2017, obtained his doctorate degree in Business Administration from Warnborough College, Ireland in 2016 and received his Postgraduate Diploma in Legal Practice from the University of Oxford, England in 2011. He was graduated from the University of London with a bachelor degree of Laws in 2007 and from The Hong Kong Polytechnic University with a bachelor degree of Arts with a major in Business Studies in 2006. Dr. Chan is a fellow member of Society of Business Practitioners of Cheshire, England and a practicing chartered legal executive lawyer in England. Dr. Chan was a licensed person for types 1 (dealing in securities), 2 (dealing in future contracts), 4 (advising on securities) and 9 (asset management) regulated activities under the SFO and currently is the substantial shareholder of a corporation licensed by the Securities and Futures Commission of Hong Kong to carry out types 1 (dealing in securities), 4 (advising on securities) and 9 (asset management) regulated activities under the SFO.

Dr. Chan has entered into a service contract with the Company for a term of three years, subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the service agreement, Dr. Chan is entitled to a Director's remuneration of HK\$240,000 per annum which is determined by the Board with reference to his experience, duties and responsibilities as well as prevailing market rates.

Save as disclosed above, as at the Latest Practicable Date, Dr. Chan (i) does not hold any other positions with the Company and other members of the Group; (ii) does not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other major appointments and professional qualifications; (iv) does not have any interest in any shares, underlying shares or debentures of the Company or any of its associated corporation which are required to be disclosed pursuant to Part XV of the SFO; (v) does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; (vi) does not have any information that needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (vii) does not have any other matters that need to be brought to the attention of the Shareholders.

Independent Non-executive Directors

MR. CHOW WING YIU (周永堯)

Mr. Chow Wing Yiu (周永堯), age 35, has been appointed as an independent non-executive Director and the chairman of the audit committee of the Company with effect from 29 August 2023. Mr. Chow has over 12 years of working experience in auditing, accounting, taxation, internal control and company secretarial services. Mr. Chow is the founder and managing director of a professional firm of Certified Public Accountants in Hong Kong. He has extensive audit experience in the PRC and Hong Kong, covering various industries.

Mr. Chow holds a Bachelor degree of Business Administration in Accounting from Hong Kong Metropolitan University in June 2010. He is currently a member of Hong Kong Institute of Certified Public Accountants and Certified Public Accountant (Practising) registered in Hong Kong.

Mr. Chow has entered into an appointment letter with the Company for a term of three years, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Under the appointment letter, Mr. Chow is entitled to a Director's fee of HK\$200,000 per annum which is determined by the Board with reference to his experience, duties and responsibilities as well as prevailing market rates.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chow (i) does not hold any other positions with the Company and other members of the Group; (ii) does not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other major appointments and professional qualifications; (iv) does not have any interest in any shares, underlying shares or debentures of the Company or any of its associated corporation which are required to be disclosed pursuant to Part XV of the SFO; (v) does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; (vi) does not have any information that needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (vii) does not have any other matters that need to be brought to the attention of the Shareholders.

MR. JIANG HUIHUI (江輝輝)

Mr. JIANG Huihui (江輝輝), aged 40, has been appointed as an independent non-executive Director and a member of each of the audit committee of the Company, remuneration committee of the Company and Nomination Committee with effect from 29 June 2023 and re-designated as the chairperson of remuneration committee of the Company with effect from 29 August 2023. Mr. Jiang has extensive experience in finance, investment fund management and the media and entertainment related businesses. Mr. Jiang is currently the general manager of an assets management company located in Beijing, the PRC, responsible for the management of overall operation of the company. Mr. Jiang is also the management consultant of a film and television production company located in Beijing, the PRC, responsible for identifying issues in the company and developing plans of action for enhancing performance.

Mr. Jiang obtained a bachelor degree of Engineering from University of Central Lancashire in 2005 and a degree of Master of Engineering Studies from University of Technology, Sydney in 2007.

Mr. Jiang has entered into an appointment letter with the Company for a term of three years, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Under the appointment letter, Mr. Jiang is entitled to a Director's fee of HK\$200,000 per annum which is determined by the Board with reference to his experience, duties and responsibilities as well as prevailing market rates.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiang (i) does not hold any other positions with the Company and other members of the Group; (ii) does not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other major appointments and professional qualifications; (iv) does not have any interest in any shares, underlying shares or debentures of the Company or any of its associated corporation which are required to be disclosed pursuant to Part XV of the SFO; (v) does not have any relationships with any Directors, senior

management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; (vi) does not have any information that needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (vii) does not have any other matters that need to be brought to the attention of the Shareholders.

MR. SHIN HO CHUEN (單浩銓)

Mr. SHIN Ho Chuen (單浩銓), aged 35, has been appointed as an independent non-executive Director and a member of each of the audit committee of the Company, the remuneration committee of the Company and the Nomination Committee with effect from 29 August 2023. Mr. Shin has over 9 years of law related working experience. Mr. Shin was employed by David Fong & Co. as an assistant solicitor from July 2016 to July 2020 and he has been a partner of the firm since August 2020. Since March 2022, Mr. Shin has been an independent director of Onion Global Limited (OGBLY: US), a company listed on U.S. OTC Markets. Since February 2023, Mr. Shin has been an independent non-executive director of Jiading International Group Holdings Limited (Stock Code: 8153), a company listed on the GEM of the Stock Exchange.

Mr. Shin obtained a bachelor of laws degree and a postgraduate certificate in laws from The Chinese University of Hong Kong in November 2012 and July 2013, respectively. He was admitted as a solicitor in Hong Kong in March 2016.

Mr. Shin has entered into an appointment letter with the Company for a term of three years, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Under the appointment letter, Mr. Shin is entitled to a Director's fee of HK\$200,000 per annum which is determined by the Board with reference to his experience, duties and responsibilities as well as prevailing market rates.

Save as disclosed above, as at the Latest Practicable Date, Mr. Shin (i) does not hold any other positions with the Company and other members of the Group; (ii) does not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other major appointments and professional qualifications; (iv) does not have any interest in any shares, underlying shares or debentures of the Company or any of its associated corporation which are required to be disclosed pursuant to Part XV of the SFO; (v) does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; (vi) does not have any information that needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (vii) does not have any other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



FingerTango Inc.

指尖悅動控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 6860)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) of FingerTango Inc. (the “**Company**”) will be held at Building 5, Zone A, Huaxin Kechuang Island, No. 248 Qiaotou Street, Haizhu District, Guangzhou, People’s Republic of China (the “**PRC**”) on Friday, 21 June 2024 at 10:30 a.m. to transact the following businesses:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements, directors’ report and the independent auditor’s report of the Company and its subsidiaries for the year ended 31 December 2023.
2. To re-elect the following retiring directors of the Company and authorise the board (the “**Board**”) of directors of the Company (the “**Directors**”) to fix the Directors’ remuneration (as separate resolutions):
 - (i) To re-elect Mr. Liu Jie as an executive Director;
 - (ii) To re-elect Dr. Chan Man Fung as an executive Director;
 - (iii) To re-elect Mr. Chow Wing Yiu as an independent non-executive Director;
 - (iv) To re-elect Mr. Jiang Huihui as an independent non-executive Director;
 - (v) To re-elect Mr. Shin Ho Chuen as an independent non-executive Director; and
 - (vi) To authorize the Board to fix the remuneration of the Directors.
3. To re-appoint CWK CPA Limited as an auditor of the Company and to authorize the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. “**THAT:**

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.000005 each in the share capital of the Company (the “**Shares**”), including the resale of Treasury Shares (as hereinafter defined), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) 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 (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; shall not exceed 20% of the total number of Shares in issue (excluding Treasury Shares (as hereinafter defined), if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose 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 law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares open for a period fixed by Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).

“**Treasury Shares**” means the Shares repurchased and held by the Company in treasury (if any), as authorised by the laws and regulations of the Cayman Islands and the articles of association of the Company, which for the purpose of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), include Shares repurchased by the Company and held or deposited in the Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited for sale on the Stock Exchange, and has the meaning ascribed thereto under the Rules Governing the Listing of Securities on the Stock Exchange which will come into effect on 11 June 2024 and as amended from time to time.”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing the resolution.”

By order of the Board

FingerTango Inc.

LIU Jie

Chairman, Chief Executive Officer and Executive Director

Guangzhou, the PRC, 30 May 2024

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024, both dates inclusive, during which period no transfer of Shares will be effected. All transfers of shares documents 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 17 June 2024.
2. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing signed by the appointor or of his/her attorney duly authorized in writing, or if the appointor is a corporation, either under common seal, or signed by an officer or attorney or other person duly authorized, and must be deposited with the Company’s share registrar in Hong Kong,

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Computershare Hong Kong Investor Services Limited at 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Annual General Meeting (or any adjournment thereof).

5. With respect to resolution no. 2 of this notice, Mr. Liu Jie, Dr. Chan Man Fung, Mr. Chow Wing Yiu, Mr. Jiang Huihui and Mr. Shin Ho Chuen shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under The Rules Governing the Listing of Securities on the Stock Exchange are set out in Appendix II in the circular of the Company dated 30 May 2024.
6. If a tropical cyclone warning signal number 8 or above is hoisted, or “extreme conditions after a super typhoon” or black rainstorm warning announced by the Hong Kong Government are in force at or after 8:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed or adjourned. The Company will publish an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.fingertango.com) to notify shareholders of the Company of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Board comprises Mr. LIU Jie and Dr. CHAN Man Fung as executive Directors and Mr. CHOW Wing Yiu, Mr. JIANG Huihui and Mr. SHIN Ho Chuen as independent non-executive Directors.