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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 adviser.

If you have sold or transferred all your shares in GoFintech Innovation Limited, you should at once hand 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 the transferee.

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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>

PROPOSALS FOR

- (1) GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS;**
- (3) RE-APPOINTMENT OF AUDITOR;**
- (4) AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY AND ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY; AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of GoFintech Innovation Limited to be held at Units No. 4102-06, 41/F, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Monday, 12 August 2024 at 11:00 a.m. is set out on pages 21 to 26 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible, and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than Saturday, 10 August 2024 at 11:00 a.m.) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, should you so wish and in such event the form of proxy shall be deemed to be revoked. For the avoidance of doubt, holders of Treasury Shares (if any) have no voting rights at the Company’s general meeting(s).

12 July 2024

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DEFINITIONS

In this circular, unless otherwise defined, terms used herein shall have the following meanings:

| | |
|----------------------------|---|
| “AGM” | the annual general meeting of the Company to be convened and held at Units No. 4102-06, 41/F, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Monday, 12 August 2024 at 11:00 a.m. or any adjournment thereof |
| “Articles” | the articles of association of the Company, as amended from time to time |
| “Audit Committee” | the audit committee of the Board |
| “Board” | the board of Directors |
| “close associate(s)” | has the meaning ascribed to it/them under the Listing Rules |
| “Company” | GoFintech Innovation Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange |
| “Consultation Conclusions” | the Conclusions on the Consultation Paper on “Proposed Amendments to Listing Rules relating to Treasury Shares” published by the Stock Exchange on 12 April 2024 |
| “core connected person” | has the meaning ascribed to it/them under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Extension Mandate” | a general and unconditional mandate to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate, set out as resolution no. 6 in the Notice of AGM |
| “Group” | the Company and its subsidiaries from time to time |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |

DEFINITIONS

| | |
|---------------------------|---|
| “Issue Mandate” | a general and unconditional mandate to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares (including any sale or transfer of Treasury Shares, if any, out of treasury) not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of the passing of the relevant resolution set out as resolution no. 4 in the Notice of AGM |
| “Latest Practicable Date” | 5 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular |
| “Listing Rules” | The Rules Governing the Listing of Securities on the Stock Exchange |
| “Memorandum” | the memorandum of association of the Company, as amended from time to time |
| “Memorandum and Articles” | the Memorandum and the Articles |
| “Nomination Committee” | the nomination committee of the Board |
| “Notice of AGM” | the notice convening the AGM as set out on pages 21 to 26 of this circular |
| “PRC” | The People’s Republic of China which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “Remuneration Committee” | the remuneration committee of the Board |
| “Repurchase Mandate” | a general and unconditional mandate to be granted to the Directors to exercise all the powers of the Company to repurchase Shares on the Stock Exchange which shall not exceed 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of the passing of the relevant resolution set out, as resolution no. 5 in the Notice of AGM |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | ordinary share(s) of HK\$0.10 each in the share capital of the Company |

DEFINITIONS

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|-------------------|--|
| “Shareholder(s)” | holder(s) of Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | The Codes on Takeovers and Mergers |
| “Treasury Shares” | Shares repurchased and held by the Company in treasury, as authorised by the laws of the Cayman Islands and the Articles which include Shares repurchased by the Company and held or deposited in CCASS (as defined in the Listing Rules) for sale on the stock Exchange |
| “%” | percentage |

LETTER FROM THE BOARD



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>

Executive Director:

Ms. SUN Qing

Non-Executive Directors:

Mr. HAN Hanting

Dr. NIE Riming

Mr. LI Chunguang

Mr. HUA Yang

Independent Non-Executive Directors:

Mr. CHAN Kin Sang (*Chairman*)

Mr. CHIU Kung Chik

Mr. LI Gaofeng

Ms. LUI Mei Ka

Registered Office:

P.O. Box 309, Umland 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

12 July 2024

To the Shareholders,

Dear Sirs or Madams,

PROPOSALS FOR
(1) GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
(4) AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND
ARTICLES OF ASSOCIATION OF THE COMPANY AND
ADOPTION OF THE THIRD AMENDED AND
RESTATED MEMORANDUM OF ASSOCIATION AND
ARTICLES OF ASSOCIATION OF THE COMPANY; AND
(5) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM and to give you the Notice of AGM. Resolutions to be proposed at the AGM include, among other things, the approval of (i) the grant of the Issue Mandate; (ii) the

LETTER FROM THE BOARD

grant of the Repurchase Mandate; (iii) the grant of the Extension Mandate; (iv) the re-election of retiring Directors; (v) the re-appointment of the auditor of the Company; and (vi) the amendments to the Memorandum and Articles and adoption of the third amended and restated Memorandum and Articles.

2. PROPOSED GRANT OF THE ISSUE MANDATE, THE REPURCHASE MANDATE AND THE EXTENSION MANDATE

As at the Latest Practicable Date, the Company had 6,326,245,848 Shares in issue and the Company did not hold any treasury Shares. The Company's existing mandates to issue and repurchase the Shares were approved by its then Shareholders on 19 September 2023. Unless otherwise renewed, the existing mandates to issue and repurchase the Shares will expire at the conclusion of the AGM.

Pursuant to the Consultation Conclusions, amendments to the Listing Rules have been made to govern the resale of treasury shares by an issuer in the same manner as the Listing Rules that currently apply to an issue of new shares.

Taking into account the aforesaid amendments to the Listing Rules with respect to treasury shares taking effect on 11 June 2024, in order to give the flexibility to the Company to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM:

(i) Issue Mandate

an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with new Shares (including any sale or transfer of Treasury Shares, if any, out of treasury) not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution at the AGM. As at the Latest Practicable Date, a total of 6,326,245,848 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the date of AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 1,265,249,169 Shares.

(ii) Repurchase Mandate

An ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, such number of Shares not exceeding 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution at the AGM. As at the Latest Practicable Date, a total of 6,326,245,848 Shares were in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 632,624,584 Shares.

LETTER FROM THE BOARD

(iii) Extension Mandate

Conditional upon the passing of the resolutions set out as resolutions no. 4 and no. 5 to grant the Issue Mandate and Repurchase Mandate respectively, an ordinary resolution will also be proposed at the AGM to extend the Issue Mandate by an addition of an amount representing the number of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 100 of the Articles, Dr. NIE Riming (“**Dr. Nie**”), Mr. LI Chunguang (“**Mr. Li**”) and Ms. LUI Mei Ka (“**Ms. Lui**”) shall hold office until the AGM and, being eligible, offer themselves for re-election at the AGM.

Pursuant to Article 117 of the Articles, Mr. LI Gaofeng, Mr. HAN Hanting (“**Mr. Han**”) and Mr. CHIU Kung Chik (“**Mr. Chiu**”) shall retire from office by rotation.

As Mr. Han and Mr. LI Gaofeng have notified the Company that they would like to devote more time to their personal business commitments, they will not offer themselves for re-election at the forthcoming AGM. Mr. Chiu, being eligible, will offer himself for re-election at the forthcoming AGM.

Mr. Han and Mr. LI Gaofeng have confirmed that they have no disagreement with the Board and there is no other matter in relation to their retirement that needs to be brought to the attention of the Shareholders.

According to the terms of reference of the Nomination Committee, the Nomination Committee will make recommendations to the Board on the appointment and re-appointment of the Directors. In proposing an independent non-executive Director for re-election at the AGM, the Nomination Committee has reviewed and considered, among others, the key attributes (including age, seniority, qualifications, area of expertise and experience of the retiring independent non-executive Directors) to the Board and requirements pertaining to independence, continuity, professional competence and diversity of the Board.

LETTER FROM THE BOARD

Furthermore, the Nomination Committee has also reviewed and assessed each of the annual independence confirmation provided by Ms. Lui and Mr. Chiu to the Board confirming that each of them has satisfied all the independence criteria as set out in Rule 3.13 of the Listing Rules. The Nomination Committee considered each of Ms. Lui and Mr. Chiu remains independent. In the circumstances, the Nomination Committee has recommended to the Board the re-election of Dr. Nie, Mr. Li, Ms. Lui and Mr. Chiu at the AGM.

The Board has accepted the recommendation by the Nomination Committee for recommending the Shareholders to re-elect Dr. Nie and Mr. Li as non-executive Directors and Ms. Lui and Mr. Chiu as independent non-executive Directors at the AGM and considers that the said re-election of Dr. Nie, Mr. Li, Ms. Lui and Mr. Chiu is in the best interest of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of their re-election at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, the biographical details of Dr. Nie, Mr. Li, Ms. Lui and Mr. Chiu are set out in Appendix II to this circular.

4. PROPOSED RE-APPOINTMENT OF AUDITOR

ZHONGHUI ANDA CPA Limited (“**ZHONGHUI ANDA**”) will retire as the auditor of the Company at the AGM and, being eligible, offer itself for re-appointment.

Following the recommendation of the Audit Committee, the Board proposed to re-appoint ZHONGHUI ANDA as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company; and the Board proposed it be authorised to fix remuneration of the auditor. An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the AGM for consideration and approval by the Shareholders.

5. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES AND ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES

In order to (i) bring the Memorandum and the Articles in line with the relevant requirements of the applicable laws and procedures of the Cayman Islands and the Listing Rules; (ii) allow the Company to hold, sell and transfer Treasury Shares; (iii) facilitate the dissemination of corporate communications to Shareholders electronically as required under the Listing Rules; and (iv) incorporate certain housekeeping amendments, the Board proposes to make certain amendments (the “**Proposed Amendments**”) to the Memorandum and Articles (the details of which are set out in Appendix III to this circular) and to adopt (the “**Proposed Adoption**”) the third amended and restated Memorandum and Articles incorporating the Proposed Amendments.

LETTER FROM THE BOARD

Save for the Proposed Amendments, the contents of the other provisions of the Memorandum and Articles shall remain unchanged.

The legal advisers of the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the legal advisers of the Company as to Cayman Islands laws have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands. In addition, the Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

A special resolution will be proposed at the AGM for the Shareholders to, among others, consider and, if thought fit, approve the Proposed Amendments and the Proposed Adoption. The Proposed Amendments and the third amended and restated Memorandum and Articles will take effect on the date on which the Proposed Amendments and the Proposed Adoption are approved by the Shareholders at the AGM.

6. THE AGM

A notice convening the AGM to be held at Units No. 4102-06, 41/F, COSCO Tower, 183 Queen's Road Central, Hong Kong on Monday, 12 August 2024 at 11:00 a.m. is set out on pages 21 to 26 of this circular. A copy of the annual report of the Company for the year ended 31 March 2024 is despatched to the Shareholders together with this circular. Ordinary resolutions will be proposed to approve, among others, (i) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the proposed re-election of retiring Directors; and (iii) the proposed re-appointment of auditor of the Company. A special resolution will be proposed to approve the Proposed Amendments and the Proposed Adoption.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible, and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than Saturday, 10 August 2024 at 11:00 a.m.) or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

In accordance with Rule 13.39(4) of the Listing Rules, all votes 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 a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the AGM will demand on poll for every resolution put to the vote at the AGM pursuant to Article 81 of the Articles. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM under the Listing Rules.

7. RECORD DATE FOR AGM

In order to determine the eligibility of the Shareholders to attend and vote at the AGM of the Company which is scheduled to be held on Monday, 12 August 2024, 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 Tuesday, 6 August 2024. Shareholders whose names are recorded in the register of members of the Company on Tuesday, 6 August 2024 are entitled to attend and vote at the AGM. For the avoidance of doubt, holders of Treasury Shares (if any) have no voting rights at the Company's general meeting(s).

8. RECOMMENDATIONS

The Directors consider that the proposed ordinary resolutions and special resolution as set out in the Notice of AGM are in the interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of all the relevant resolutions as set out in the Notice of AGM.

Your attention is drawn to the additional information set out in the appendices to this circular.

9. 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board
GoFintech Innovation Limited
CHAN Kin Sang

Chairman and Independent Non-executive Director

This appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 6,326,245,848 and the Company did not hold any Treasury Shares.

Subject to the passing of the relevant ordinary resolution to approve the Repurchase Mandate (as set out in resolution no. 5 of the Notice of AGM) and on the basis that no further Shares are issued or repurchased prior to the date of AGM, exercise in full of the Repurchase Mandate would allow the repurchase by the Company of a maximum of 632,624,584 Shares during the period as set out in resolution no. 5 of the Notice of AGM, representing not more than 10% of the total number of issued Shares (excluding treasury shares, if any) as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the 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 of the Group and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

With effect from 11 June 2024, the Listing Rules was amended to introduce flexibility for listed companies to cancel shares repurchased and/or hold repurchased shares as treasury shares. Following such changes to the Listing Rules take effect, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares as Treasury Shares following settlement of such repurchase, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made.

For any Treasury Shares deposited with CCASS (as defined in the Listing Rules) pending re-sale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC (as defined in the Listing Rules) 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 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.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

There might be an adverse impact on the working capital or gearing position of the Company (as compared with its financial position as disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 March 2024) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. The Directors, however, do not propose to exercise the Repurchase Mandate to such an 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 be appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date and up to the Latest Practicable Date were as follows:

| | Price Per Share | |
|--|------------------------|---------------|
| | Highest | Lowest |
| | <i>HK\$</i> | <i>HK\$</i> |
| 2023 | | |
| July | 0.132 | 0.089 |
| August | 0.127 | 0.047 |
| September | 0.093 | 0.046 |
| October | 0.165 | 0.076 |
| November | 0.320 | 0.117 |
| December | 0.400 | 0.110 |
| 2024 | | |
| January | 0.540 | 0.144 |
| February | 0.580 | 0.320 |
| March | 0.510 | 0.425 |
| April | 0.800 | 0.475 |
| May | 1.070 | 0.680 |
| June | 1.000 | 0.940 |
| July (up to and including the Latest Practicable Date) | 0.960 | 0.920 |

5. INTENTION AND UNDERTAKING

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates, have any present intention to sell any Shares to the Company or its subsidiaries in the event that such mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles.

6. TAKEOVERS CODE CONSEQUENCE

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

As at the Latest Practicable Date, Dr. LIU Zhiwei ("**Dr. Liu**") (the single largest substantial Shareholder) beneficially held 1,255,788,000 Shares, representing approximately 19.85% of the issued share capital of the Company. On the basis that no further Shares are issued or repurchased prior to the AGM and the shareholding of Dr. Liu remains unchanged, in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, if so approved, in accordance with the terms of resolution no. 5 as set out in the Notice of AGM, the shareholding of Dr. Liu will be increased from approximately 19.85% to approximately 22.06%. Such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate to repurchase Shares. If the Directors exercise the Repurchase Mandate (whether in whole or in part), they will not exercise it to the extent which would result in the number of Shares being held by the public falling below the relevant minimum prescribed percentage of the Company as required by the Listing Rules, which is 25% of the entire issued share capital of the Company.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. CONFIRMATION

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

The following are the biographical details of the retiring Directors who are proposed to be re-elected at the AGM:

NON-EXECUTIVE DIRECTORS

Dr. Nie, aged 43, was appointed as a non-executive Director in October 2023. Dr. Nie graduated from Zhejiang University in 2005 with a bachelor's degree in Engineering and further obtained a master's degree in Business Administration from Fudan University in 2014 and a Ph. D. in Economics from Fudan University in 2021. Dr. Nie is currently the vice president and a researcher at the Shanghai Institute of Finance and Law. He was also a visiting senior research assistant of Hong Kong Baptist University (School of Business) in March 2013. Dr. Nie has over 15 years of experience in finance and economics.

Since November 2018, Dr. Nie has served as a director of Purekind Fund Management Co., Ltd. From December 2015 to October 2016, Dr. Nie was a supervisor of Bestone Asset Management Corporation Limited.

The Company has entered into a letter of appointment with Dr. Nie for an initial term of 12 months with effect from the date of his appointment subject to the terms of renewal contained therein and retirement by rotation and re-election in accordance with the Articles. Dr. Nie is entitled to a remuneration of HK\$180,000 per annum which was determined and approved by the Remuneration Committee and the Board with reference to his duties, work experience, responsibilities, the Company's performance as well as the prevailing market conditions.

Save as disclosed herein, Dr. Nie (i) does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO; (ii) does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company (as defined under the Listing Rules); (iii) does not hold any other positions in the Group; (iv) has not held any other directorships in any other public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; (v) does not have any other major appointments and professional qualifications; and (vi) is not aware of any other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

Mr. Li, aged 39, was appointed as a non-executive Director in February 2024. Mr. Li graduated from Tsinghua University in 2009 with a bachelor's degree in Architecture and further obtained a master's degree in Philosophy from Columbia University in the United States in 2012. Mr. Li has extensive experience in the fields of artificial intelligence, blockchain and digital technology. He is currently the president and chief scientist of the Renxue International Foundation, a researcher at the Tsinghua (Qingdao) Academy of Arts and Science Innovation Research, a member of the Academic and Technical Committee of the Metaverse and AI 30 Forum, and an academic chairperson of the Youth Branch of the Chinese Society for Futures Studies. From May 2018 to October 2020, Mr. Li served as the vice president and chief expert of the Forum 30 on Global AI and Blockchain. From October 2015 to September 2018, Mr. Li served as the president and chief expert of Beijing Holographic Think Tank Culture Technology Co., Ltd. From October 2015 to June 2018, Mr. Li served as the vice president and chief expert of Beijing Triple Community Technology Co., Ltd. From December 2013 to September 2015, Mr. Li served as the vice president of Beijing INFOBOX Technology Co., Ltd. From November 2012 to November 2013, he served as the director of the strategic planning department of Beijing 55world Information Technology Co., Ltd.

The Company has entered into a letter of appointment with Mr. Li for an initial term of 12 months with effect from the date of his appointment subject to the terms of renewal contained therein and retirement by rotation and re-election in accordance with the Articles. Mr. Li is entitled to a remuneration of HK\$180,000 per annum which was determined and approved by the Remuneration Committee and the Board with reference to his duties, work experience, responsibilities, the Company's performance as well as the prevailing market conditions.

Save as disclosed herein, Mr. Li (i) does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO; (ii) does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company (as defined under the Listing Rules); (iii) does not hold any other positions in the Group; (iv) has not held any other directorships in any other public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; (v) does not have any other major appointments and professional qualifications; and (vi) is not aware of any other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Lui, aged 39, was appointed as an independent non-executive Director in September 2023. She is also a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. Ms. Lui graduated from The Chinese University of Hong Kong with a degree in bachelor of business administration in 2006 and is currently a member of the Hong Kong Institute of Certified Public Accountants. Since 27 September 2018, Ms. Lui has been the chief financial officer and a joint company secretary of Feiyu Technology International Company Limited (stock code: 1022), a company listed on the main board of the Stock Exchange. Since 21 April 2017, Ms. Lui has also been an independent non-executive director of China Tangshang Holdings Limited (stock code: 674), a company listed on the main board of the Stock Exchange.

Ms. Lui has over 16 years of experience in financial management and corporate finance. From October 2016 to July 2018, she was the chief financial officer and company secretary of GR Properties Limited (stock code: 108), a company listed on the main board of the Stock Exchange and which is engaged in property development and investment. From March 2014 to May 2016, she was the company secretary and financial controller of LT Commercial Real Estate Limited, a company previously listed on the main board of the Stock Exchange under the stock code 112, which was engaged in property development and investment. Prior to that, Ms. Lui had about seven years of experience in auditing and accounting at Deloitte Touche Tohmatsu from September 2006 to August 2013.

The Company has entered into a letter of appointment with Ms. Lui for an initial term of 12 months with effect from the date of her appointment subject to the terms of renewal contained therein and retirement by rotation and re-election in accordance with the Articles. Ms. Lui is entitled to a remuneration of HK\$180,000 per annum which was determined and approved by the Remuneration Committee and the Board with reference to her duties, work experience, responsibilities, the Company's performance as well as the prevailing market conditions.

Save as disclosed herein, Ms. Lui (i) does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO; (ii) does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company (as defined under the Listing Rules); (iii) does not hold any other positions in the Group; (iv) has not held any other directorships in any other public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; (v) does not have any other major appointments and professional qualifications; and (vi) is not aware of any other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

Mr. Chiu, aged 39, was appointed as an independent non-executive Director in March 2017. He is also the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee. Mr. Chiu graduated from the University of Chicago with a bachelor's degree in Economics. He has extensive experience and knowledge in investment banking, capital financing, corporate restructuring, merger and acquisition, complex transaction structuring, etc. Mr. Chiu currently serves as an independent non-executive director of Shandong Hi-Speed New Energy Group Limited (stock code: 1250), a company listed on the main board of the Stock Exchange. He is also a non-executive director of Link Holdings Limited (stock code: 8237), a company listed on the GEM of the Stock Exchange.

From 2008 to 2015, Mr. Chiu worked with UBS AG in the investment banking department in its Hong Kong office, primarily focusing on advising large scale corporate clients on their capital market activities. During the aforesaid period, he had completed a number of high-profile capital market transactions, merger and acquisition transactions as well as debt financing transactions.

The Company has entered into a letter of appointment with Mr. Chiu in respect of his appointment as an independent non-executive Director for a term of one year commencing on 20 March 2017 and subject to retirement by rotation and re-election in accordance with the Articles. Mr. Chiu is entitled to a director's fee of HK\$180,000 per annum which was determined and approved by the Remuneration Committee and the Board with reference to the prevailing market rate and his duties and responsibilities with the Company.

Save as disclosed herein, Mr. Chiu (i) does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO; (ii) does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company (as defined under the Listing Rules); (iii) does not hold any other positions in the Group; (iv) has not held any other directorships in any other public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; (v) does not have any other major appointments and professional qualifications; and (vi) is not aware of any other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

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| | <p style="text-align: center;">SECOND-THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">GOFINTECH INNOVATION LIMITED 國富創新有限公司</p> <p style="text-align: center;">(adopted by special resolution passed on _____ 2024+9-September-2023)</p> |
| | <p style="text-align: center;">SECOND-THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">GOFINTECH INNOVATION LIMITED 國富創新有限公司</p> <p style="text-align: center;">(adopted by special resolution passed on _____ 2024+9-September-2023)</p> |
| | <p style="text-align: center;">SECOND-THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">GOFINTECH INNOVATION LIMITED 國富創新有限公司</p> <p style="text-align: center;">(adopted by special resolution passed on _____ 2024+9-September-2023)</p> |
| <p><u>“treasury share(s)”</u></p> | <p><u>“treasury shares” shall mean share(s) repurchased or acquired by the Company and held by the Company as treasury share(s);</u></p> |

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| 7 | <p>Company may purchase and finance the purchase of own shares and warrants</p> <p>(a) Subject to the Act, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by <u>an ordinary</u> resolution of the shareholders; and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.</p> <p>(b) The Board may accept the surrender for no consideration of any fully paid share.</p> <p>(c) <u>Shares purchased or acquired by the Company may be cancelled, or (subject to the Listing Rules) classified and held as treasury shares.</u></p> <p>(d) <u>Subject to the Listing Rules, the Board may by a resolution of the Directors at any time:</u></p> <p style="padding-left: 20px;">(i) <u>cancel any one or more treasury shares;</u></p> <p style="padding-left: 20px;">(ii) <u>transfer any one or more treasury shares to any person, whether or not for valuable consideration.</u></p> |
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| 164 | <p>Annual profit and loss account and balance sheet</p> <p>(c) To the extent permitted by and subject to due compliance with these Articles, the Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 158(b) shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company demand the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.</p> |
| 169 | <p>Service of notices</p> <p>(a) Except as otherwise provided in these Articles, <u>any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules)</u> any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules, <u>the Act, the Electronic Transactions Act</u> and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website <u>or on the Exchange's website</u> provided that the Company has obtained the member's prior express positive confirmation in writing to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means or (in the case of notice) by advertisement published in the newspapers. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p> |
| 171 | <p>When notice by post deemed to be served</p> |

NOTICE OF AGM



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 IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) 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 Monday, 12 August 2024 at 11:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 March 2024.
2.
 - (a) To re-elect Dr. NIE Riming as a non-executive Director;
 - (b) To re-elect Mr. LI Chunguang as a non-executive Director;
 - (c) To re-elect Ms. LUI Mei Ka as an independent non-executive Director;
 - (d) To re-elect Mr. CHIU Kung Chik as an independent non-executive Director;
 - (e) To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration; and
 - (f) To grant power to the Board to appoint additional Director(s).
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorize the Board to fix their remuneration.

NOTICE OF AGM

To consider, as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) (including any sale or transfer of treasury shares, if any, out of treasury) and to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period (as defined hereinafter);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise or in the form of sale or transfer of treasury shares, if any, out of treasury) and issued by the Directors pursuant to the approval in paragraph (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter); or (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) an issue of Shares pursuant to any scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”) in force from time to time, shall not exceed 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF AGM

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of 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 or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in a general meeting.

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

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and that the exercise by the Directors of all the powers of the Company to repurchase such Shares are subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as defined hereinafter) to procure the Company to repurchase its Shares at a price determined by the Directors;

NOTICE OF AGM

- (c) the number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined hereinafter) shall not exceed 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the passing of this resolution and the authority granted pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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, or any other applicable law to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.”
6. “**THAT** conditional upon the passing of the resolutions set out as resolutions no. 4 and 5 above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares (including any sale or transfer of treasury shares, if any, out of treasury) pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 5 above, provided that such an extended amount shall not exceed 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of this resolution.”

To consider, as special business and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

7. “**THAT** the memorandum of association and articles of association of the Company be amended in the manner as set out in the circular of the Company dated 12 July 2024 (the “**Circular**”) and the third amended and restated memorandum of association and articles of association of the Company in the form of the document marked “A” and produced to the Meeting and for the purpose of identification initialed by the chairman of the Meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the third amended and restated memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company with immediate effect after the close of the

NOTICE OF AGM

Meeting and that any director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the third amended and restated memorandum of association and articles of association of the Company.”

By Order of the Board
GoFintech Innovation Limited
CHAN Kin Sang

Chairman and Independent Non-executive Director

Hong Kong, 12 July 2024

Notes:

- (1) A Shareholder entitled to attend and vote at the Meeting may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a Shareholder.
- (2) Where there are joint registered holders of any Shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting 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.
- (3) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting (i.e. not later than Saturday, 10 August 2024 at 11:00 a.m.) or any adjournment thereof (as the case may be).
- (4) All voting by the Shareholders at the Meeting shall be conducted by way of poll.
- (5) Completion and delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the Meeting if the Shareholder so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
- (6) In order to determine the eligibility of the Shareholders to attend and vote at the Meeting, 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 Tuesday, 6 August 2024. Shareholders whose names are recorded in the register of members of the Company on Tuesday, 6 August 2024 are entitled to attend and vote at the Meeting.
- (7) An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision as whether to vote for or against the resolution no. 5 is set out in the Appendix I to the Circular.
- (8) Biographical details of each of Dr. Nie, Mr. Li, Ms. Lui and Mr. Chiu proposed to be re-elected as Directors at the Meeting are set out in the Appendix II to the Circular.

NOTICE OF AGM

- (9) After verified by the scrutineer, the poll results will be published on the Company's website (www.290.com.hk) and HKExnews website (www.hkexnews.hk).

- (10) If a Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or extreme conditions caused by super typhoons is in force in Hong Kong at or at any time after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the Company's website and HKExnews website to notify Shareholders of the date, time and place of the rescheduled meeting.

- (11) For the avoidance of doubt, holders of Treasury Shares (if any) have no voting rights at the Company's general meeting(s).