

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 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 8088 Investment Holdings 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 transferee.

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8088 Investment Holdings Limited

八零八八投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8088)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of 8088 Investment Holdings Limited to be held at Units 5906-12, 59/F., The Center, 99 Queen's Road Central, Hong Kong on Friday, 10 June 2022 at 11:00 a.m. (the "AGM") is set out on pages 12 to 15 of this circular. Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Information" page for at least 7 days from the date of its posting and the website of the Company at www.8088inc.com.

PRECAUTIONARY MEASURES FOR THE AGM

Measures being taken for prevention and control of the spread of the coronavirus pandemic at the AGM, including but not limited to:

- compulsory body temperature checks
- compulsory wearing of surgical face masks
- no refreshments or drinks will be served

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company requires attendees to wear surgical face masks and reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“2002 Share Option Scheme”	the share option scheme of the Company adopted by the Shareholders at the extraordinary general meeting of the Company held on 27 March 2002
“2014 Share Option Scheme”	the share option scheme of the Company adopted by the Shareholders at the extraordinary general meeting of the Company held on 15 April 2014
“AGM”	the annual general meeting of the Company to be held at Units 5906-12, 59/F., The Center, 99 Queen’s Road Central, Hong Kong on Friday, 10 June 2022 at 11:00 a.m.
“Articles of Association”	the articles of association of the Company
“Board”	the Company’s Board of Directors
“Close Associate”	has the meaning as defined under the GEM Listing Rules
“Company”	8088 Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Core Connected Person”	has the meaning as defined under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of the HKSAR
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 March 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information disclosed herein
“Options”	the share options granted under the 2002 Share Option Scheme and the 2014 Share Option Scheme to subscribe for Shares in accordance with the 2002 Share Option Scheme and 2014 Share Option Scheme

DEFINITIONS

“Repurchase Mandate”	the general mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares of the Company up to a maximum of 10% of the total number of the issued Share at the date of passing resolution no. 5 set out in the notice convening the Annual General Meeting
“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Share(s)
“Shares”	ordinary share(s) of US\$0.002 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	Code on Takeovers and Mergers
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

Note: Unless otherwise specified herein, amounts denominated in US\$ in this circular have been translated, for the purpose of illustration only, into Hong Kong dollar amounts using the rate of HK\$7.80 = US\$1.00. No representation is made that any amount in US\$ or HK\$ could have been or could be converted at the above rates or at any other rates at all.

LETTER FROM THE BOARD

8088 Investment Holdings Limited

八零八八投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8088)

Executive Directors:

Chan Suet Ngan

Hu Kenneth

Independent Non-executive Directors:

Yuen Kwok On

Yau Chung Hang

Ip Wing Wai

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Office:

22/F., New World Tower II,

18 Queen's Road Central,

Central,

Hong Kong

31 March 2022

*To the Shareholders and the holders
of the outstanding Options of the Company*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM for (a) the granting to the Directors of general mandates to issue and repurchase Shares and (b) the re-election of the retiring Directors.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on 18 June 2021, ordinary resolutions were passed by the then Shareholders giving general unconditional mandates to the Directors to:

- (i) allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution;
- (ii) repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing such resolution; and
- (iii) extend the general mandate as mentioned in paragraph (i) above by the amount representing the total number of Shares repurchased by the Company under the general mandate as mentioned in paragraph (ii) above.

The above general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval to renew these general mandates by way of ordinary resolutions at the AGM.

The relevant resolutions are set out as resolutions nos. 4 to 6 in the notice of the AGM. The general mandates, if refreshed in the AGM, will be valid up to: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or (c) the revocation or variation of these resolutions by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, the issued share capital of the Company comprised 554,857,005 Shares of US\$0.002 each.

Subject to the passing of resolution no. 4 in relation to the general mandate to issue additional Shares and on the assumption that no further Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the general mandate to issue a maximum of 110,971,401 Shares, representing 20% of issued share capital as at the Latest Practicable Date.

EXPLANATORY STATEMENT

The explanatory statement, required by the GEM Listing Rules to be sent to Shareholders in connection with the Repurchase Mandate, is set out in the Appendix to this circular. The explanatory statement contains all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate at the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 87 of the Articles of Association, the Directors retiring by rotation at the AGM are Ms. Chan Suet Ngan and Mr. Yau Chung Hang, who, being eligible, offer themselves for re-election. As required by the GEM Listing Rules, the biographical information of the aforementioned Directors proposed to be re-elected at the AGM are set out below:

Ms. Chan Suet Ngan

Ms. Chan, aged 51, joined the Board in January 2018, and was appointed as an Executive Director. Ms. Chan was appointed as the Company Secretary of the Company in November 2013. Ms. Chan is currently the Chairman of Nomination Committee of the Board, the Authorised Representative, the Head of Finance and Company Secretariat of the Company and is responsible for overseeing the finance and accounting operations as well as compliance of policies, rules and procedures in relation to accounting matters of the Group. She also acts as director of certain subsidiaries of the Group. Ms. Chan possesses over 20 years experience in the fields of accounting, finance and company secretariat. Before joining the Company, she held senior position in the accounts and finance department in a listed company in Hong Kong.

Ms. Chan is a member of CPA Australia and is also a member of the Hong Kong Institute of Certified Public Accountants. She obtained her Bachelor of Commerce degree from the University of Auckland, New Zealand.

Except as otherwise disclosed herein, Ms. Chan has not held any directorship in any other listed public companies in the past three years.

Ms. Chan entered into a letter of appointment with the Company in relation to her appointment as an Executive Director and Head of Finance and Company Secretariat. No specific length of services has been agreed between the Company and Ms. Chan. Ms. Chan is subject to retirement by rotation in accordance with the Articles of Association of the Company. Ms. Chan emoluments comprise a director's fee to be reviewed and determined by the Board annually with the authorisation granted by the Shareholders at the annual general meeting of the Company and with reference to her duties and responsibilities with the Company, the Company's performance and the prevailing market condition. For the financial year ended 31 December 2021, her emoluments comprise Director's fee and allowance of HK\$3,358,000 from the Group.

As at the Latest Practicable Date, Ms. Chan owns 19,850 Shares of the Company and is interested in 200,000 Options and 600,000 Options at an exercise price of HK\$4.94 per Share and HK\$1.56 per Share, respectively, to subscribe for Shares.

Except as otherwise disclosed herein, Ms. Chan does not have any relationship with any directors or senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company with the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Save as disclosed above and as far as the Board is aware, there is no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and the Board is not aware of any other matters that need to be brought to the attention of holders of securities of the Company in connection with the appointment of Ms. Chan.

Mr. Yau Chung Hang

Mr. Yau, aged 49, joined the Board in July 2019, and was appointed as an Independent Non-Executive Director. Mr. Yau is a member of the Audit Committee of the Board. He has over 21 years of experience in finance and accounting. Mr. Yau is currently an independent non-executive director of Shuang Yun Holdings Limited (stock code: 1706) from October 2017, a company listed on the Main Board of the Stock Exchange, which engages in roadworks services and construction machinery rental services in Singapore. Mr. Yau had been appointed as an independent non-executive director of Wang Yang Holdings Limited (now known as Central Holding Group Co., Ltd.) (stock code: 1735) from March 2018 to October 2019, a company listed on the Main Board of the Stock Exchange, which engages in construction works. Mr. Yau had been appointed as an executive director of Tokyo Chuo Auction Holdings Limited (stock code: 1939) from September 2018 to September 2019, a company listed on Main Board of the Stock Exchange, which engages in artwork auction business in both Japan and Hong Kong. Mr. Yau had been appointed as an independent non-executive director of ABC Communications (Holdings) Limited (now known as Ban Loong Holdings Limited) (stock code: 30) from May 2013 to October 2014, a company listed on the Main Board of the Stock Exchange.

Mr. Yau obtained a Higher Diploma in Accountancy from the City University of Hong Kong in November 1995. He holds a degree of Bachelor of Arts in Accountancy from the University of Bolton, the United Kingdom in August 2005. He has been a fellow member of The Association of Chartered Certified Accountants since December 2006 and a member of Hong Kong Institute of Certified Public Accountants since April 2002.

Except as otherwise disclosed herein, Mr. Yau has not held any directorship in any other listed public companies in the past three years.

Pursuant to the terms of appointment, Mr. Yau has been appointed for a fixed term of one year and renewable automatically for a further period of one year unless a written termination notice is given by either party in advance. His emoluments comprise a Director's fee to be reviewed and determined by the Board with the authorisation granted by the Shareholders at an annual general meeting of the Company and with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market condition. Mr. Yau is subject to re-election at the AGM and thereafter subject to rotation for retirement every three years in accordance with the Articles of Association of the Company. For the financial year ended 31 December 2021, Mr. Yau received a director's fee of approximately HK\$120,000.

Except as otherwise disclosed herein, Mr. Yau does not have any relationship with any directors or senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company with the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

The Board would consider to enhance its diversity with different expertise when appointing or re-electing an independent non-executive Director. Mr. Yau has confirmed his independence pursuant to Rule 5.09 of the GEM Listing Rules and possess extensive experience in finance and accounting. The Board considers Mr. Yau is independent and can bring further contributions to the Board and its diversity.

Save as disclosed above and as far as the Board is aware, there is no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and the Board is not aware of any other matters that need to be brought to the attention of holders of securities of the Company in connection with the appointment of Mr. Yau.

RESPONSIBILITY STATEMENT

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

CLOSURE OF BOOKS

The register of members of the Company will be closed from Tuesday, 7 June 2022 to Friday, 10 June 2022, both days inclusive, during which period no transfer of shares will be registered. All properly 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, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 6 June 2022 in order to be eligible to attend and vote at the AGM.

GENERAL INFORMATION

A notice of the AGM is set out on pages 12 to 15 of this circular.

A form of proxy for the AGM is also enclosed. Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors, including the independent non-executive Directors, are of the opinion that the proposals of (a) the granting to the Directors of the general mandates to issue and repurchase Shares; and (b) the re-election of the retiring Directors are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend you vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of
8088 Investment Holdings Limited
CHAN Suet Ngan
Executive Director

This explanatory statement contains all the information required pursuant to Rule 13.08 of the GEM Listing Rules to be given to Shareholders to enable them to make an informed decision on whether to vote for or against the resolutions relating to the Repurchase Mandate.

1. SHARE CAPITAL OF THE COMPANY

As at the Latest Practicable Date, the issued share capital of the Company comprised 554,857,005 Shares of US\$0.002 each.

Subject to the passing of the resolution in relation to the Repurchase Mandate and on the assumption that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 55,485,700 Shares, representing 10% of issued share capital as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws and regulations of the Cayman Islands. The Company may not repurchase Shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

If the Repurchase Mandate is exercised in full, there might be a material adverse effect on the working capital or gearing position of the Group as compared with the position disclosed in the audited financial statements for the year ended 31 December 2021. However, the Directors 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 or gearing levels of the Group which in the opinion of the Directors are from time to time appropriate for the Group unless the Directors determine that such repurchases are, taking into account of all relevant factors, in the best interests of the Company and its Shareholders. On exercise of the Repurchase Mandate, the Directors intend to maintain the Company's public float above 25%.

4. UNDERTAKING

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

5. CORE CONNECTED PERSONS AND CLOSE ASSOCIATES

As at the Latest Practicable Date, none of the Directors, nor to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules) has a present intention to sell Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the GEM 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, if the Repurchase Mandate is approved by Shareholders.

6. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares during the six months preceding the Latest Practicable Date.

7. SHARE PRICES

The highest and lowest prices at which Shares of the Company have been traded on GEM during each of the twelve months preceding the Latest Practicable Date are as follows:

Year	Month	Lowest Traded Price (HK\$) (Note)	Highest Traded Price (HK\$) (Note)
2021	April	0.032	0.042
	May	0.035	0.063
	June	0.038	0.079
	July	0.035	0.060
	August	—	—
	September	—	—
	October	—	—
	November	—	—
	December	—	—
2022	January	—	—
	February	—	—
	March (up to Latest Practicable Date)	—	—

Note: Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 16 July 2021.

8. EFFECT OF TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase in shareholding interest, 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, so far as the Directors are aware, Hong Kong HNA Holding Group Co. Limited (“**HK HNA Holding Group Co**”) and Mr. Wu King Shiu, Kelvin, who are the substantial Shareholders holding 10% or more of voting rights attaching to the Shares.

HK HNA Holding Group Co were interested or deemed to be interested in 66,141,232 Shares (representing approximately 11.92% of voting rights attaching to the issued ordinary share capital of the Company). HK HNA Holding Group Co is wholly-owned by HNA Holdings International Co., Ltd. (“**HNA Holdings**”). HNA Holdings is wholly-owned by HNA Logistics Group Co., Ltd. (“**HNA Logistics**”). HNA Logistics is owned as to 51.38% by HNA Holding Group Co., Ltd. and 21.61% by HNA Group Co., Ltd.. HNA Holding Group Co., Ltd. is owned as to 96.06% by HNA Group Co., Ltd.. HNA Group Co., Ltd. is owned as to approximately 70% by Hainan Traffic Administration Holding Co., Ltd. (“**Hainan Traffic**”). Hainan Traffic is owned as to approximately 50% by Sheng Tang Development (Yangpu) Co. Limited (“**Sheng Tang**”). Sheng Tang is owned as to 35% by Tang Dynasty Development Co. Limited (“**Tang Dynasty**”) and 65% by Hainan Province Cihang Foundation. Tang Dynasty is owned as to approximately 98% by Pan-American Aviation Holding Company, which is in turn 100% beneficially owned by Cihang Sino-Western Cultural and Educational Exchange Foundation Limited.

Mr. Wu King Shiu, Kelvin (“**Mr. Wu**”) owns 14,544,400 Shares (including his family interest). Hero Sign Limited (“**Hero Sign**”), Abundant Star Ventures Limited (“**Abundant Star**”) and Vantage Edge Limited (“**Vantage Edge**”) own 25,394,400 Shares, 45,454,545 Shares and 34,090,937 Shares, respectively. Mr. Wu King Shiu, Kelvin is deemed to have interests in 25,394,400 Shares, 45,454,545 Shares and 34,090,937 Shares of which Hero Sign, Abundant Star and Vantage Edge were deemed to be interested by virtue of the SFO since Mr. Wu through Billion Town Limited indirectly wholly owned AID Partners GP2, Ltd.. AID Partners GP2, Ltd. is the general partner of AID Partners Capital II, L.P. (“**AID Cap II**”). AID Cap II is interested in the entire issued share capital of Leader Fortune International Limited, which is interested in the entire issued share capital of Hero Sign, Abundant Star and Vantage Edge. Mr. Wu is interested in 119,484,282 Shares, representing approximately 21.53% of voting rights attaching to the issued ordinary share capital of the Company.

In the event that the Company exercises the Repurchase Mandate in full, the shareholdings of HK HNA Holding Group Co and Mr. Wu in the Company will increase to approximately 13.24% and 23.92%, respectively, and such increase will not give rise to an obligation to make a mandatory offer under the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such extent so as to result in triggering takeover obligation or the public holding of shares would be reduced below 25% of the issued share capital of the Company.

Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

NOTICE OF ANNUAL GENERAL MEETING

8088 Investment Holdings Limited

八零八八投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8088)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at Units 5906-12, 59/F., The Center, 99 Queen's Road Central, Hong Kong on Friday, 10 June 2022 at 11:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the Reports of the Directors and Auditor for the year ended 31 December 2021;
2. To re-elect the Directors and to authorize the Board of Directors to fix the remuneration of the Directors;
3. To re-appoint the Auditor of the Company and to authorize the Directors to fix their remuneration;
4. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“THAT:

- (A) subject to paragraph (C) below, pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.002 each (the “**Shares**”) in the capital of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (C) the aggregate total 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) above, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company, or any securities which are convertible into Shares, (iii) any share option scheme 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 acquire Shares, and (iv) any scrip dividend scheme or similar arrangements providing for the allotment of Shares in lieu of the whole or a part of a dividend on Shares pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the aggregate number of issued Shares as at the date of passing of this resolution and the approval in paragraph (A) shall be limited accordingly;
- (D) the approval in paragraph (A) above shall be additional to the authority given to the Directors at any time to allot and issue additional Shares in the capital of the Company; and
- (E) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (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 to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors made to the holders of the Shares on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“THAT:

- (A) subject to paragraph (C) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued Shares on the Stock Exchange or any other stock exchange on which the securities of the Company 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, rules and regulations of the Stock Exchange or any other stock exchange, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors to procure the Company to repurchase the Shares at such prices as the Directors may at their discretion determine;
- (C) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (A) above during the Relevant Period shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution and the approval in paragraph (A) above 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 earlier of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (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 to be held; or
 - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“**THAT**, conditional upon the passing of resolution no. 4 and 5 the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional Shares under resolution no. 4 be and is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate, of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 5.”

By order of the Board
8088 Investment Holdings Limited
CHAN Suet Ngan
Executive Director

Hong Kong, 31 March 2022

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
3. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, at the meeting in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding.
4. Delivery of the form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.
5. A circular containing important information concerning the resolutions, as required by the GEM Listing Rules, will be despatched to shareholders.
6. The register of members of the Company will be closed from Tuesday, 7 June 2022 to Friday, 10 June 2022, both days inclusive, during which period no transfer of shares will be registered. All properly 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, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 6 June 2022 in order to be eligible to attend and vote at the AGM.
7. This notice will remain on the GEM website on the "Latest Information" page for at least 7 days from the date of its posting and the website of the Company at www.8088inc.com.