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

If you have sold or transferred all your shares in F8 Enterprises (Holdings) Group Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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F8 ENTERPRISES (HOLDINGS) GROUP LIMITED

F 8 企 業 (控 股) 集 團 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8347)

**PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Financial adviser to the Company



中 孚 資 本 有 限 公 司
HOLOGRAM CAPITAL LIMITED

Capitalised terms used on this cover page have the same meanings as those defined in this circular. A letter from the Board is set out on pages 6 to 12 of this circular.

A notice convening the EGM to be held at My Palace, 7 Kent Road, Kowloon Tong, Kowloon, Hong Kong on Monday, 27 June 2022, at 11:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric 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 EGM. The completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the website of the Stock Exchange at www.hkexnews.hk on the "Latest Listed Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at www.f8.com.hk.

PRECAUTIONARY MEASURES FOR THE EGM

Measures will be taken to prevent and control the spread of the novel coronavirus at the EGM, including:

- compulsory body temperature checks and health declarations
- compulsory wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the EGM venue.

The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the EGM as an alternative to attending the EGM in person.

Due to the constant evolving novel coronavirus situation in Hong Kong, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the Company's website at www.f8.com.hk for the latest announcements and information.

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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PRECAUTIONARY MEASURES FOR THE EGM

We care about the health of the Shareholders, staff and stakeholders which is of paramount importance. In view of the ongoing novel coronavirus pandemic, the Company will implement the following precautionary measures at the EGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at the EGM venue entrance. Any person whose body temperature over 37.4 degrees Celsius may be denied entry into the EGM venue or be required to leave the EGM venue.
- (ii) Each attendee shall declare whether (a) he/she has traveled outside Hong Kong within the 14-day period immediately before the date of EGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions or is wearing a wristband for compulsory quarantine may be denied entry into the EGM venue or be required to leave the meeting venue.
- (iii) The Company requests each attendee inside the EGM venue to wear self-prepared surgical face mask throughout the EGM and to maintain a safe distance.
- (iv) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all Shareholders that physical attendance in person at the EGM for the purpose of exercising voting rights is not necessary. Shareholders may appoint the chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM instead of attending the EGM in person, by completing and returning the proxy form attached to this circular.

If any Shareholder chooses not to attend the EGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our email at cs@f8.com.hk.

If any Shareholder has any question relating to precautionary measures of the EGM, please contact the Company's branch share registrar, Boardroom Share Registrars (HK) Limited as follows:

Address: Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong

Email: srinfo.hk@boardroomlimited.com

Tel: (852) 2153 1688

Fax: (852) 3020 5058

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimize any risk to Shareholders and others attending the EGM and to comply with any requirements or recommendations of any government agencies from time to time.

EXPECTED TIMETABLE

Set out below is the expected timetable for the Share Consolidation which is indicative only and has been prepared on the assumption that all the conditions of the Share Consolidation will be fulfilled:

Event	Date
Latest time for lodging transfers of the Existing Shares in order to qualify for attendance and voting at the EGM.....	4:30 p.m. on Monday, 20 June 2022
Closure of register of members of the Company for transfer of the Shares to determine the right to attend and vote at the EGM (both days inclusive)	Tuesday, 21 June 2022 to Monday, 27 June 2022
Latest time for lodging proxy forms for the EGM (not less than 48 hours prior to the time of the EGM)	11:00 a.m. on Saturday, 25 June 2022
Record date for determining attendance and voting at the EGM	Monday, 27 June 2022
Expected date and time of the EGM.....	11:00 a.m. on Monday, 27 June 2022
Announcement of the poll result of the EGM	Monday, 27 June 2022
Register of members of the Company re-opens.....	Tuesday, 28 June 2022
 The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation and Rights Issue. 	
Effective date of the Share Consolidation.....	Wednesday, 29 June 2022
Commencement of dealings in the Consolidated Shares.....	9:00 a. m. on Wednesday, 29 June 2022
Original counter for trading in the Existing Shares in board lots of 8,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Wednesday, 29 June 2022
Temporary counter for trading in the Consolidated Shares in board lots of 800 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Wednesday, 29 June 2022
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Wednesday, 29 June 2022

EXPECTED TIMETABLE

Event	Date
Original counter for trading in the Consolidated Shares in board lots of 8,000 Consolidated Shares (in the form of new share certificates) reopens	9:00 a.m. on Thursday, 14 July 2022
Parallel trading in the Consolidated Shares (in the form of both existing share certificates and new share certificates) commences	9:00 a.m. on Thursday, 14 July 2022
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares and fully-paid Rights Shares	9:00 a.m. on Thursday, 14 July 2022
Parallel trading in the Consolidated Shares (in the form of both existing share certificates and new share certificates) ends.....	4:10 p.m. on Wednesday, 3 August 2022
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Wednesday, 3 August 2022
Temporary counter for trading in the Consolidated Shares in board lots of 800 Consolidated Shares (in the form of existing share certificates) closes.....	4:10 p.m. on Wednesday, 3 August 2022
Latest time for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Friday, 5 August 2022

All times and dates in this circular refer to Hong Kong local times and dates.

The expected timetable is subject to change, and any such change will be further announced by the Company as and when appropriate.

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 25 May 2022 in respect of, among others, the Share Consolidation and the Rights Issue
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or public holiday in Hong Kong) on which commercial banks are generally open for business in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “PRC”	the People’s Republic of China (for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“close associate”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Act”	the Companies Act, Cap. 22 (As Revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (as amended, supplemented or otherwise modified from time to time)
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), including its amendments from time to time
“Company”	F8 Enterprises (Holdings) Group Limited (F8企業(控股)集團有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consolidated Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company immediately following the Share Consolidation becoming effective
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, approve, among other things, the Share Consolidation
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation having become effective
“GEM”	the GEM of the Stock Exchange
“GEM Listing Committee”	has the same meaning ascribed to it under the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	third party(ies) independent of the Company and not a connected person (as defined in the GEM Listing Rules) of the Company
“Last Trading Day”	25 May 2022, being the last trading day of the Shares on the Stock Exchange prior to the release of the Announcement
“Latest Practicable Date”	6 June 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Registrar”	Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, the Hong Kong branch share registrar and transfer office of the Company
“Rights Issue”	the proposed issue by way of rights on the basis of one (1) rights share for every two (2) Consolidated Shares at the subscription price of HK\$0.34 per rights share subject to, among other things, the Share Consolidation becoming effective, detail of which are disclosed in the Announcement
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be

DEFINITIONS

“Share Consolidation”	the consolidation of every ten (10) issued and unissued Existing Shares of HK\$0.01 each into one (1) Consolidated Share of HK\$0.10 each
“Shareholder(s)”	the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

F8 ENTERPRISES (HOLDINGS) GROUP LIMITED

F8 企業(控股)集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8347)

Executive Directors:

Mr. Fong Chun Man (*Chairman*)
Ms. Lo Pui Yee (*Vice Chairlady*)
Mr. Chan Chi Fai (*Chief Executive Officer*)

Registered office:

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

Independent non-executive Directors:

Mr. Chui Chi Yun, Robert
Mr. Kwong Yuk Lap
Mr. Wang Anyuan

*Head office and principal place of
business in Hong Kong:*

Unit 3304, 33/F
Tower 1, Enterprise Square Five
38 Wang Chiu Road
Kowloon Bay
Hong Kong

9 June 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in relation to, among other things, the Share Consolidation.

The purpose of this circular is to provide the Shareholders, among other things, (i) further information regarding the proposed Share Consolidation; and (ii) the notice of the EGM.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of par value HK\$0.01 each be consolidated into one (1) Consolidated Share of par value HK\$0.10 each.

LETTER FROM THE BOARD

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$20,000,000 divided into 2,000,000,000 Existing Shares of HK\$0.01 each, of which 1,008,000,000 Existing Shares have been allotted and issued as fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective but before the completion of the Rights Issue and assuming no change in the number of Shares in issue from the Latest Practicable Date to the effective date of the Share Consolidation, the authorised share capital of the Company will become HK\$20,000,000 divided into 200,000,000 Consolidated Shares of HK\$0.10 each, of which 100,800,000 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank pari passu in all respects with each other in accordance with the Company's articles of association.

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 8,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 8,000 Consolidated Shares.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Group or the interests or rights of the Shareholders, save for any fractional Consolidated Shares which may arise.

As at the Latest Practicable Date, the Company has no options outstanding under any share option scheme of the Company or any other convertible bonds, derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the fulfillment of the following conditions:

- (i) the passing of the ordinary resolution(s) by the Shareholders to approve the Share Consolidation at the EGM;
- (ii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands (where applicable) and the GEM Listing Rules to effect the Share Consolidation; and
- (iii) the GEM Listing Committee granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

None of the conditions above stated may be waived.

LETTER FROM THE BOARD

The Share Consolidation is expected to become effective on Wednesday, 29 June 2022, being the second Business Day immediately following the fulfillment of the above conditions.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

Application for listing

Application has been made to the GEM Listing Committee for the granting of the listing of, and permission to deal in, the Consolidated Shares in issued and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of the dealings in the Consolidated Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Reasons for and benefits of the Share Consolidation

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. Furthermore, as stated in the “Guide on Trading Arrangements for Selected Types of Corporate Actions” (the “**Guideline**”) issued by The Hong Kong Exchange and Clearing Limited on 28 November 2008 and updated on 1 October 2020, (i) market price of the shares at a level less than HK\$0.1 each will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

The Existing Shares have been trading below HK\$0.10 and the value of each board lot has remained below HK\$2,000 during the past 6 months. It is expected that the Share Consolidation will increase the nominal value of the Shares and would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange. Based on the closing price of HK\$0.033 per Existing Share (equivalent to the theoretical closing price of HK\$0.33 per Consolidated Share) as quoted on the Stock Exchange on the Latest Practicable Date, the value of each board lot of the Existing Shares is HK\$264,

LETTER FROM THE BOARD

which is less than HK\$2,000, and the theoretical market value of each board lot of the Consolidated Shares would be HK\$2,640 assuming the Share Consolidation becoming effective. As such, the Share Consolidation would (i) enable the Company to comply with the trading requirements under the GEM Listing Rules and the Guideline; and (ii) reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot as the transaction fees are typically charged either per board lot or by trading amount subject to a minimum charge. Accordingly, the trading amount for each board lot would maintain at a reasonable level in order to attract more investors and to extend the shareholder base of the Company, and thus increasing the liquidity in trading of the Shares.

In view of the foregoing, the Company considers the Share Consolidation to be justifiable notwithstanding the potential costs and impact arising from creation of odd lots (if any) to Shareholders. The Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

The Board also believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group nor result in change in the relative rights of the Shareholders.

Upon the Share Consolidation becoming effective, the Board proposed to raise gross proceeds of approximately HK\$17.1 million by way of the Rights Issue on the basis of one (1) rights share for every two (2) Consolidated Shares by issuing 50,400,000 rights shares at the subscription price of HK\$0.34 per Rights Share (assuming no further issue of new Share(s) and no repurchase or surrender of Share(s) by the Company on or before the record date for determining entitlements under the Rights Issue). The Rights Issue is not subject to Shareholders' approval under the GEM Listing Rules, but is conditional upon fulfillment of the conditions of the Rights Issue. For details of the Rights Issue, please refer to the Announcement.

Other than the Rights Issue, as at the Latest Practicable Date, the Company currently has no other plan or intention to carry out any future corporate actions in the next twelve months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fund raising activities in the next twelve months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising activities when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

Fractions of the Consolidated Shares

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders. All fractions of Consolidated Shares will be aggregated (rounded down to the nearest whole number) and sold in the market for the benefit of the Company if a premium (net of expenses) can be obtained, and the Company will retain the proceeds from such sale. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

LETTER FROM THE BOARD

Arrangement on odd lot trading

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Profitech Securities Limited to stand in the market to provide matching services on a best effort basis to the Shareholders who wish to top up or sell their holdings of odd lots of the Consolidated Shares to a full new board lot. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Profitech Securities Limited is an Independent Third Party not connected with the Company or any of the directors, chief executives, or substantial shareholders of the Company or any of its subsidiaries or associates.

Shareholders who wish to take advantage of this facility should contact Mr. Wayne Wong of Silverbricks Securities Company Limited at Rooms 1005–1006, 10/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong (telephone number: (852) 3998 5127) during the period between Thursday, 14 July 2022 to Wednesday, 3 August 2022 (both days inclusive) between 9:00 a.m. and 4:00 p.m. on any Business Day. Holders of the Consolidated Shares in odd lots should note that the matching of the sale and purchase of odd lots of the Consolidated Share will be on a best effort basis only and successful matching of the sale and purchase of odd lots of the Consolidated Shares will not be guaranteed and will depend on there being an adequate amount of odd lots of the Consolidated Shares available for matching. Shareholders are advised to consult their financial advisers if they are in doubt about the above arrangements.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is expected to be Wednesday, 29 June 2022, Shareholders may from Wednesday, 29 June 2022 to Friday, 5 August 2022 (both days inclusive) between 9:00 a.m. and 4:30 p.m. on any Business Day, submit their existing share certificates in pink colour for the Existing Shares to the Registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for exchange for share certificates in light blue colour for the Consolidated Shares at the expense of the Company. Thereafter, each share certificate for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be from time to time be specified by the Stock Exchange) for each new share certificate issued for the Consolidated Shares or each share certificate for the Existing Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher. Nevertheless, the share certificates for the Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Consolidated Shares at any time but are not accepted for trading, settlement and registration upon completion of the proposed Share Consolidation.

Closure of register of members

The register of members of the Company will be closed from Tuesday, 21 June 2022 to Monday, 27 June 2022 (both dates inclusive) for the purpose of determining the Shareholders' entitlements to attend and vote at the EGM. During this period, no transfer of Shares will be registered.

LETTER FROM THE BOARD

Any relevant transfer documents (together with the relevant share certificates) must be lodged with the Registrar at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Monday, 20 June 2022.

Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Share Consolidation” above. Accordingly, the Share Consolidation may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Existing Shares. If they are in doubt, they should consult their professional advisers.

EGM

The Share Consolidation is conditional upon, among other things, the approval by the Shareholders by way of ordinary resolution at the EGM. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, as none of the Shareholders or their associates would have any interest in the Share Consolidation, no Shareholder would be required to abstain from voting in favour of the resolution(s) relating to the Share Consolidation at the EGM.

The EGM will be convened and held for the Shareholders at 11:00 a.m. on Monday, 27 June 2022 at My Palace, 7 Kent Road, Kowloon Tong, Kowloon, Hong Kong, to consider and, if thought fit, approve, among others, the Share Consolidation. A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. All resolutions to be proposed at the EGM will be voted on by poll. Only the Shareholders are entitled to attend and vote at the EGM.

A proxy form for the EGM is enclosed with this circular. Whether or not you intend to be present at the EGM, you are advised to complete the proxy form and return it to the Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the EGM. The completion and delivery of a proxy form will not preclude you from attending or voting in person at the EGM or any adjourned meeting thereof should you so wish, and in such case, the form of proxy submitted by you shall be deemed to be revoked.

COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, the controlling Shareholders nor any of their respective close associates (as defined in the GEM Listing Rules) has any interest in a business which competes or may compete, either directly or indirectly, with the business of the Group or any other conflict of interest which any such person has or may have with the Group which would be required to be disclosed pursuant to the GEM Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the Share Consolidation is in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders should vote in favour of the relevant ordinary resolution to be proposed at the EGM.

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 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.

Yours faithfully,
For and on behalf of the Board
F8 Enterprises (Holdings) Group Limited
Fong Chun Man
Chairman and Executive Director

NOTICE OF EGM

F8 ENTERPRISES (HOLDINGS) GROUP LIMITED

F 8 企 業 (控 股) 集 團 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8347)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of F8 Enterprises (Holdings) Group Limited (the “**Company**”) will be held at My Palace, 7 Kent Road, Kowloon Tong, Kowloon, Hong Kong, on Monday, 27 June 2022 at 11:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, passing, the following resolutions with or without amendments as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**, subject to the fulfilment of all the conditions (the “**Conditions**”) set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 9 June 2022 (the “**Circular**”), a copy of which has been tabled at the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification, with effect from the second Business Day (as defined in the Circular) immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is later):

- (a) every ten (10) issued and unissued existing ordinary share(s) of HK\$0.01 each in the share capital of the Company (the “**Existing Shares**”) be consolidated into one (1) ordinary share of HK\$0.10 each (“**Consolidated Share(s)**”), and such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the “**Share Consolidation**”) so that following the Share Consolidation the authorised share capital of the Company will be changed from HK\$20,000,000 divided into 2,000,000,000 Existing Shares of par value of HK\$0.01 each to HK\$20,000,000 divided into 200,000,000 Consolidated Shares of par value of HK\$0.10 each;
- (b) all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation (if any) will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Director(s)**”) may think fit; and

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- (c) any one of the Directors be and are hereby authorised generally to do all such acts and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as he or she shall, in his or her absolute discretion, deem appropriate to effect and implement the Share Consolidation.”

Yours faithfully,
For and on behalf of the Board
F8 Enterprises (Holdings) Group Limited
Fong Chun Man
Chairman and Executive Director

Hong Kong, 9 June 2022

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

*Head office and principal place of
business in Hong Kong:*
Unit 3304, 33/F
Tower 1, Enterprise Square Five
38 Wang Chiu Road
Kowloon Bay
Hong Kong

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the EGM or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies (if such Member is the holder of two or more shares in the Company) to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. A proxy need not be a Member but must be present in person at the Meeting to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting or its adjourned meeting, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at any 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 of members in respect of the joint holding.
3. A form of proxy for use at the Meeting or its adjourned meeting is enclosed.
4. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or its adjourned meeting. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the Meeting or its adjourned meeting and in such event, the form of proxy previously submitted shall be deemed to be revoked.
5. For determining Members’ entitlement to attend and vote at the Meeting, the register of Members will be closed from Tuesday, 21 June 2022 to Monday, 27 June 2022 (both dates inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for attending the forthcoming Meeting, all transfer documents accompanied by the relevant share certificate must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 June 2022.

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6. According to Rule 17.47(4) of the GEM Listing Rules, the voting at the Meeting or its adjourned meeting will be taken by poll.

At the date of this notice, the executive directors of the Company are Mr. Fong Chun Man (Chairman), Ms. Lo Pui Yee (Vice Chairlady) and Mr. Chan Chi Fai (Chief Executive Officer); the independent non-executive directors of the Company are Mr. Chui Chi Yun, Robert, Mr. Kwong Yuk Lap and Mr. Wang Anyuan.

This notice, 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.

This notice will remain on the “Latest Listed Company Announcements” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its posting. This notice will also be published on the Company’s website at www.f8.com.hk.

This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of this notice shall prevail over the Chinese text.