
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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Finsoft Financial Investment Holdings Limited (“**Company**”), you should at once hand this circular and the form of proxy to the purchaser, the 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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FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED
匯財金融投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

**(1) PROPOSED GRANT OF REPURCHASE MANDATE
AND ISSUE MANDATE;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
**(3) AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION;**
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“**AGM**”) of the Company to be held at Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 14 June 2024 is set out on pages AGM-1 to AGM-7 of this circular. A form of proxy is published on the website of the Company at www.finsofthk.com and the website of the Stock Exchange at www.hkexnews.hk, and enclosed with this circular. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon 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 by 11:00 a.m. on Wednesday, 12 June 2024 or not later than 48 hours before the time appointed for holding any adjournment or postponement of the AGM. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment or postponement thereof should you so desire and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at <http://www.hkexnews.com.hk> for a minimum period of 7 days from the date of posting and the website of the Company at www.finsofthk.com.

22 May 2024

* For identification purposes only

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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.

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.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company convened to be held at Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 14 June 2024 or any adjournment or postponement thereof, the notice of which is set out on pages AGM-1 to AGM-7 of this circular
“Articles of Association”	the existing second amended and restated articles of association of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Finsoft Financial Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM
“Compliance Committee”	the compliance committee of the Board
“Director(s)”	the director(s) of the Company
“Extension Mandate”	the general and unconditional mandate proposed to be granted to the Directors to the effect that the number of Shares repurchased under the Repurchase Mandate will be added to the total number of Shares (including any sale or transfer of treasury Shares (if any) out of treasury) which may be allotted and issued under the Issue Mandate
“GEM”	GEM of the Stock Exchange
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate proposed to authorise the Directors to allot and issue or otherwise deal with new Shares (including any sale or transfer of treasury Shares (if any) out of treasury) of up to 20% of the aggregate number of Shares in issue (excluding treasury Shares, if any) as at the date of passing of an ordinary resolution approving the same
“Latest Practicable Date”	17 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Memorandum and Articles of Association”	the Memorandum of Association and the Articles of Association
“Memorandum of Association”	the existing second amended and restated memorandum of association of the Company
“New Memorandum and Articles of Association”	the third amended and restated memorandum of association and the third amended and restated articles of association of the Company
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to authorise the Directors to repurchase the fully paid-up Shares of up to 10% of the aggregate number of Shares in issue (excluding treasury Shares, if any) as at the date of passing of an ordinary resolution approving the same

DEFINITIONS

“Rule Amendments”	the amendments to the GEM Listing Rules pursuant to the conclusions to the consultation paper on “Proposed Amendments to Listing Rules Relating to Treasury Shares” published by the Stock Exchange on 12 April 2024, which are scheduled to come into effect on 11 June 2024
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“treasury Shares”	has the meaning ascribed to it under the GEM Listing Rules which is scheduled to come into effect on 11 June 2024 and as amended from time to time
“%”	per cent.

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD

FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED

匯財金融投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

Executive Directors:

Ms. Tin Yat Yu Carol (*Chairman*)
Ms. Liu Mung Ting (*Chief Executive Officer*)
Ms. Lin Ting

Registered office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Independent non-executive Directors:

Mr. Hon Ming Sang
Ms. Lee Kwun Ling, May Jean
Mr. Tang Shu Pui Simon

*Headquarters, Head Office and
Principal Place of Business
in Hong Kong:*

Unit 708, 7th Floor
Capital Centre
151 Gloucester Road
Wanchai
Hong Kong

22 May 2024

To the Shareholders

Dear Sir or Madam

**(1) PROPOSED GRANT OF REPURCHASE MANDATE
AND ISSUE MANDATE;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain ordinary and special resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things:

- (i) the Repurchase Mandate;

* *For identification purposes only*

LETTER FROM THE BOARD

- (ii) the Issue Mandate;
- (iii) the Extension Mandate;
- (iv) the re-election of Directors; and
- (v) the Proposed Amendments.

The full text of these resolutions is set out in the notice convening the AGM.

REPURCHASE MANDATE

On 23 June 2023, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM.

On 12 April 2024, the Stock Exchange published conclusions to its consultation paper on “Proposed Amendments to Listing Rules Relating to Treasury Shares”. The Rule Amendments are scheduled to come into effect on 11 June 2024 which will have the effect of, among others, removing the requirements to cancel repurchased shares such that listed issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents and adopting a framework in the GEM Listing Rules to govern the resale of treasury shares (“**New Treasury Share Regime**”). The Directors consider that the New Treasury Share Regime will provide greater flexibility to the Company in repurchasing and reselling Shares, thereby allowing the Company an additional channel to manage its capital structure.

An ordinary resolution will be proposed at the AGM to approve the Repurchase Mandate. As at the Latest Practicable Date, the Company had 504,232,936 Shares in issue. Subject to the passing of an ordinary resolution approving the Repurchase Mandate and on the basis that the total number of Shares in issue remains the same from the Latest Practicable Date up to the date of passing such resolution, exercise of the Repurchase Mandate in full would result in up to a maximum of 50,423,293 Shares, representing 10% of the total number of Shares in issue (excluding treasury Shares, if any), being repurchased by the Company. An explanatory statement as required under the GEM Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

ISSUE MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will be proposed to approve the Issue Mandate in order to ensure flexibility and discretion to the Directors to issue new Shares. As at the Latest Practicable Date, the Company had 504,232,936 Shares in issue. Subject to the passing of an ordinary resolution approving the Issue Mandate and on the basis that the total number of Shares in issue remains the same from the Latest Practicable Date up to the date of passing such resolution, the exercise of the Issue Mandate to allot, issue and deal with new Shares (including any sale or transfer of treasury Shares (if any) out of treasury) in full would result in up to a maximum of 100,846,587 Shares, representing 20% of the total number of Shares in issue, being issued by the Company during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. Subject to the Issue Mandate being approved by the Shareholders at the AGM and the Company having treasury Shares, the Directors will only exercise its powers under the Issue Mandate for the sale or transfer of the treasury Shares after the Rule Amendments have come into effect. An ordinary resolution in relation to the Extension Mandate will also be proposed to extend the Issue Mandate by adding to it such number of Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of three executive Directors, namely, Ms. Tin Yat Yu Carol (Chairman) (“**Ms. Tin**”), Ms. Liu Mung Ting (Chief Executive Officer) (“**Ms. Liu**”) and Ms. Lin Ting (“**Ms. Lin**”), and three independent non-executive Directors, namely, Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean (“**Ms. Lee**”) and Mr. Tang Shu Pui Simon (“**Mr. Tang**”).

Pursuant to Article 112 of the Articles of Association, any person appointed by the Board as a Director either to fill a casual vacancy or as an addition Director shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, each of Ms. Liu and Mr. Tang who was appointed by the Board as a Director with effect from 7 July 2023, shall retire from office at the AGM, and being eligible, will offer herself/himself for re-election at the AGM. Further, any Director appointed under the Article 112 of the Articles of Association shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting of the Company. Pursuant to Article 108(a) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Ms. Lin and Ms. Lee shall retire from office by rotation at the AGM and they, being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

The Nomination Committee has recommended the re-election of Ms. Lee and Mr. Tang as independent non-executive Directors to the Board, after reviewing their professional qualifications, skills, knowledge, relevant experience, working profile and other factors (including but not limited to gender, age, cultural and educational background as set out in the board diversity policy of the Company) in accordance with the nomination policy and the board diversity policy of the Company. The Nomination Committee has also assessed the independence of Ms. Lee and Mr. Tang by reference to the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules and reviewed their annual written confirmations of independence. The Nomination Committee had evaluated the past performance of Ms. Lee and Mr. Tang and found their performance satisfactory. The Nomination Committee considered that each of Ms. Lee and Mr. Tang will continue to bring to the Board her/his own perspectives, skills and experience as further detailed in Appendix II to this circular and that she/he can contribute to the diversity of the Board, in particular, with her/his strong educational background and extensive work experience. Therefore, the Board is satisfied that each of Ms. Lee and Mr. Tang has the required character, integrity, perspectives, skills and experience to continuously fulfill her/his role as an independent non-executive Director effectively. The Board believes that the re-election of each of Ms. Lee and Mr. Tang as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

The biographical details of each of Ms. Liu, Ms. Lin, Ms. Lee and Mr. Tang are set out in Appendix II to this circular.

AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 17 May 2024, pursuant to which the Board proposed to seek the approval from the Shareholders at the AGM of the Proposed Amendments in order to (i) bring the Memorandum and Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the GEM Listing Rules which took effect on 31 December 2023; and (ii) incorporate other consequential and house-keeping amendments.

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

LETTER FROM THE BOARD

Details of the Proposed Amendments are set out in Appendix III to this circular. In view of the number of proposed changes, the Board proposes to seek approval of the Shareholders by a special resolution at the AGM to amend the Memorandum and Articles of Association by way of adoption of the New Memorandum and Articles of Association. The New Memorandum and Articles of Association which are subject to the approval of the Shareholders by way of a special resolution at the AGM will become effective upon such approval has been obtained.

AGM

A notice convening the AGM to be held at Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 14 June 2024 is set out on pages AGM-1 to AGM-7 of this circular.

In order to determine the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024 (both days inclusive), during which period no transfer of Shares can be registered. To qualify for the attendance and voting at the AGM, the Shareholders must ensure that all transfer documents accompanied by the relevant share certificates are 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 not later than 4:00 p.m. on Friday, 7 June 2024.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

ACTIONS TO BE TAKEN

A form of proxy for use by the Shareholders at the AGM is published on the website of the Company at www.finsofthk.com and the website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon 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 by 11:00 a.m. on Wednesday, 12 June 2024 or not later than 48 hours before the time appointed for holding any adjournment or postponement of the AGM. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment or postponement thereof should you so desire and in such event, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

COMPETITION AND CONFLICT OF INTEREST

Ms. Tin, the chairman of the Board and an executive Director, is also a director of Delta Wealth Finance Limited (which is principally engaged in money lending business).

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or their respective close associates (having the meaning ascribed to it in the GEM Listing Rules) had engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, or had any other conflict of interests with the Group. As at the Latest Practicable Date, the Company did not have any controlling Shareholder (having the meaning ascribed to it in the GEM Listing Rules).

RECOMMENDATION

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the Extension Mandate; (iv) the re-election of Directors; and (v) the Proposed Amendments.

The Directors (including the independent non-executive Directors) consider that the resolutions, including but not limited to: (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the Extension Mandate; (iv) the re-election of Directors; and (v) the Proposed Amendments as set out in the notice of the AGM are in the interests of the Company, the Group and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

Yours faithfully

On behalf of the Board

Finsoft Financial Investment Holdings Limited

Ms. Tin Yat Yu Carol

Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to you for consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 504,232,936 Shares in issue.

Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no Shares will be allotted, issued or repurchased by the Company prior to the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to 50,423,293 Shares, representing 10% of the total number of Shares in issue (excluding treasury Shares, if any), being repurchased by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

After the Rule Amendments have come into effect, the Company may cancel Shares repurchased or hold Shares repurchased as treasury Shares, subject to market conditions and the capital management needs of the Group at the relevant time of the repurchase(s).

For the treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall:

- (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS;
- (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; and
- (iii) take any other appropriate 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.

2. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed by the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

may only be paid out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for distribution by way of dividend or distribution or the proceeds of a new issue of shares made for the purpose of the repurchase. It is envisaged that the funds required for any repurchase of the Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

3. REASONS FOR SHARE REPURCHASES

Although the Directors have no present intention of exercising the Repurchase Mandate if so granted, the Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the Company's net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders as a whole.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in the previous 12 months and up to the Latest Practicable Date were as follows:

Year	Month	Share Price	
		Highest HK\$	Lowest HK\$
2023	May	0.175	0.151
	June	0.220	0.151
	July	0.169	0.154
	August	0.200	0.155
	September	0.166	0.160
	October	0.162	0.135
	November	0.180	0.097
	December	0.143	0.100
2024	January	0.120	0.075
	February	0.110	0.074
	March	0.147	0.074
	April	0.085	0.052
	May (up to the Latest Practicable Date)	0.077	0.055

5. CONFIRMATION

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

Neither the explanatory statement in this appendix nor the proposed share repurchase pursuant to the Repurchase Mandate has any unusual features.

6. TAKEOVERS CODE AND PUBLIC FLOAT

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

As at the Latest Practicable Date, to the best of the Directors' knowledge and belief having made all reasonable enquiries, Ms. Tin, an executive Director and the chairman of the Board, was beneficially interested in 145,868,000 Shares, representing approximately 28.93% of the issued share capital of the Company. In the event that the Directors should exercise in full the Repurchase Mandate and there is no other change in the issued share capital of the Company, the shareholding of Ms. Tin will be increased to approximately 32.14% of the issued share capital of the Company. Accordingly, an exercise of the Repurchase Mandate in full will result in Ms. Tin becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as the aforesaid, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate. However, the Company undertakes not to repurchase Shares which would result in the number of Shares held by the public being reduced to less than 25%.

7. DISCLOSURE OF INTERESTS OF DIRECTORS AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief having made all reasonable enquiries, their close associates (having the meaning ascribed to it in the GEM Listing Rules), had any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company under the Repurchase Mandate.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, no core connected person (having the meaning ascribed to it in the GEM Listing Rules) of the Company had notified the Company that he/she/it had a present intention to sell any Shares or that he/she/it has undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE IMPACT

The exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts contained in the annual report of the Company for the year ended 31 December 2023).

The Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts contained in the annual report of the Company for the year ended 31 December 2023) which, in the opinion of the Directors, are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

The following are the particulars of the Directors proposed to be re-elected at the AGM:

Ms. Liu Mung Ting

Ms. Liu, aged 26, has been appointed as (i) an executive Director and the chief executive officer of the Company with effect from 7 July 2023; and (ii) an authorised representative of the Company (for the purpose of Rule 5.24 of the GEM Listing Rules), the compliance officer of the Company (for the purpose of Rule 5.19 of the GEM Listing Rules) and the chairman of the Compliance Committee with effect from 1 January 2024.

Ms. Liu obtained a degree of Bachelor of Science (Economics) from the University College London in July 2019 and a degree of Master of Science in International Business from the Hult International Business School in August 2020.

Ms. Liu was a director of Wine Master Holdings Limited, a company principally engaged in wine procurement, sales, and inventory management functions from April 2020 to September 2022. She also worked as an analyst in relation to real estate private equity at M3 Capital Partners (HK) Limited, the Hong Kong office of M3 Capital Partners LLC, a global private equity capital advisory firm which advises real asset companies and fund managers on investment and private equity fund structures and strategic decisions, including restructuring, recapitalization and mergers and acquisitions, from September 2020 to July 2023, whereby she was involved in capital raising for multiple real estate private equity deals across China, Japan, Hong Kong and Vietnam totalling more than US\$3.5 billion equity raised while working with multiple clients and investors including large sovereign wealth funds, pension funds, etc.

Ms. Liu is a daughter of Ms. Tin, the chairman of the Board, an executive Director and a substantial Shareholder (having the meaning ascribed to it in the GEM Listing Rules).

Ms. Liu has entered into a service contract with the Company for a term commencing from 7 July 2023 to 31 December 2024, unless terminated by no less than one month's notice in writing served by either party on the other. Ms. Liu's directorship in the Company is subject to retirement by rotation and re-election in accordance with the Articles of Association and the GEM Listing Rules. Ms. Liu is currently entitled to a remuneration consisting of a monthly director's fee of HK\$10,000 and a monthly salary of HK\$60,000, which was determined by the Board with reference to her background, qualifications, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Ms. Liu did not (i) hold any other major appointments and professional qualifications; (ii) hold any other positions with the Company or other members of the Group; and (iii) have any relationships with any Directors, senior management, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules).

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

As at the Latest Practicable Date, Ms. Liu (i) did not hold any directorships in any other listed companies in the last three years; and (ii) was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Ms. Liu that need to be brought to the attention of the Shareholders.

Ms. Lin Ting

Ms. Lin, aged 54, has been appointed as an executive Director with effect from 23 June 2016. She is a member of the Compliance Committee. Ms. Lin is currently a director of a number of indirect wholly-owned subsidiaries of the Company.

Ms. Lin graduated from Shanghai University of Engineering Science (上海工程技術大學) with a Bachelor degree in Industrial Enterprise Management in 1992. She also obtained a Master degree in Technology Management in Information Technology from the Hong Kong University of Science and Technology in 2004.

Ms. Lin was qualified as a project management professional by the Project Management Institute in March 2014. Ms. Lin joined the China Cargo Airlines Co., Ltd. (中國貨運航空有限公司) in August 1998 and served as deputy general manager of the business development department since March 2009. She then joined Eastern Airlines Logistics Co., Ltd. (東方航空物流有限公司) in November 2012 as the general manager of the information department. Ms. Lin then served as general manager in the logistics product department of China Eastern Airlines Co., Ltd. (中國東方航空股份有限公司), a joint stock limited company incorporated in the PRC with limited liability whose H shares are listed on the Stock Exchange (Stock Code: 670), A shares are listed on the Shanghai Stock Exchange (Stock Code: 600115) and American depositary shares are listed on the New York Stock Exchange, Inc., and the holding company of Eastern Airlines Logistics Co., Ltd., from April 2013 to June 2015. From 7 December 2015 to 22 June 2016, Ms. Lin was an independent non-executive director of Hang Tai Yue Group Holdings Limited (a company listed on GEM with Stock Code: 8081). Ms. Lin has been appointed as an independent non-executive director of UJU Holding Limited (a company listed on the Main Board of the Stock Exchange with Stock Code: 1948) since October 2021. She has been appointed as an independent non-executive director and a member of each of the audit committee, nomination committee, remuneration committee and risk management committee of Tibet Water Resources Ltd. (a company listed on the Main Board of the Stock Exchange with Stock Code: 1115) since July 2022.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Ms. Lin has entered into a service contract with the Company for a term commencing from 1 January 2024 to 31 December 2024 (both days inclusive), unless terminated by no less than one month's notice in writing served by either party on the other. Ms. Lin's directorship in the Company is subject to retirement by rotation and re-election in accordance with the Articles of Association and the GEM Listing Rules. Ms. Lin is currently entitled to an annual director's fee of HK\$300,000, which was determined by the Board with reference to her background, qualifications, experience, duties and responsibilities within the Group and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Ms. Lin did not hold (i) any other major appointments and professional qualifications; (ii) any other positions with the Company or other members of the Group; and (iii) any directorships in any other listed companies in the last three years.

As at the Latest Practicable Date, Ms. Lin (i) did not have any relationships with any Directors, senior management, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (ii) was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Ms. Lin that need to be brought to the attention of the Shareholders.

Ms. Lee Kwun Ling, May Jean

Ms. Lee, aged 63, has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 10 September 2013.

Ms. Lee obtained a degree of Master of Business Administration (Executive) at the City University of Hong Kong in October 2014. Ms. Lee also obtained her Doctor of Business Administration from the City University of Hong Kong in November 2018.

From December 2006 to October 2012, Ms. Lee worked for King Fook Holdings Limited and her last position was director of sales and brand development, Greater China. From October 2012 to January 2015, Ms. Lee worked for Boucheron Hong Kong Limited as a retail director. Ms. Lee was a director of Yan Oi Tong, a registered non-profit charitable organisation, from 2010 to 2014 and from 2017 to the present. Ms. Lee was an independent non-executive director of China Brilliant Global Limited (a company listed on GEM with Stock Code: 8026) from February 2018 to September 2023.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Ms. Lee has entered into an appointment agreement with the Company for a term commencing from 1 January 2024 to 31 December 2024 (both days inclusive), unless terminated by no less than one month's notice in writing served by either party on the other. Ms. Lee's directorship in the Company is subject to retirement by rotation and re-election in accordance with the Articles of Association and the GEM Listing Rules. Ms. Lee is currently entitled to an annual director's fee of HK\$102,000, which was determined by the Board with reference to her background, qualifications, experience, duties and responsibilities within the Group and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Ms. Lee did not hold (i) any other major appointments and professional qualifications; (ii) any other positions with the Company or other members of the Group; and (iii) any directorships in any other listed companies in the last three years.

As at the Latest Practicable Date, Ms. Lee (i) did not have any relationships with any Directors, senior management, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (ii) was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Ms. Lee that need to be brought to the attention of the Shareholders.

Mr. Tang Shu Pui Simon

Mr. Tang, aged 58, has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 7 July 2023.

Mr. Tang is a practising solicitor and an accredited mediator with the Hong Kong International Arbitration Centre. He is a partner of P. C. Woo & Co., a firm of solicitors with over 70 years of service in Hong Kong.

Mr. Tang is a panel member of the Insurance Appeals Tribunal, legal advisor of the General Agents and Managers Association of Hong Kong, vice president of the Hong Kong Institute of Patent Attorneys Limited, senior legal adviser to Hong Kong Brands Protection Alliance Limited, founding member, board member and honorary legal counsel of Hong Kong-ASEAN Economic Cooperation Foundation, member of the Standing Committee on Standards and Development of the Law Society of Hong Kong, legal advisor to Kitchee (Sports Management) Limited, a coopted member of the Executive Board of Hong Kong Air Cadet Corps, fellow member of the Hong Kong Institute of Directors, board member of Monte Jade Science and Technology Association of Hong Kong.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Tang has been appointed as an independent non-executive director of Virtual Mind Holding Company Limited (“**Virtual Mind**”) (a company formerly known as Runway Global Holdings Company Limited and CEFC Hong Kong Financial Investment Company Limited, which is listed on the Main Board of the Stock Exchange with Stock Code: 1520) since August 2016. Mr. Tang has been appointed as a member of each of the audit committee, the nomination committee, and the corporate governance committee of Virtual Mind since November 2016. Mr. Tang was a member of the remuneration committee of Virtual Mind from November 2016 to January 2021, and he has been appointed as the chairman of the remuneration committee of Virtual Mind since January 2021.

Mr. Tang was a director of the following private companies incorporated in Hong Kong and dissolved by deregistration:

Name of company	Principal business activity before deregistration	Date of dissolution
Rofta Surveyors Limited	Provision of property related consultancy services	14 March 2014
Borneo Resources Investment Group Limited	Provision of consultancy services	28 January 2022
MediateSolve Limited	Provision of medication services	14 April 2023

Borneo Resources Investment Group Limited and MediateSolve Limited were dissolved by deregistration under section 751 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), and Rofta Surveyors Limited was dissolved by deregistration under section 291AA of the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong). To the best of the knowledge and belief of Mr. Tang, the above companies had ceased business and were solvent at the time of them being dissolved by deregistration.

Mr. Tang has entered into an appointment agreement with the Company for a term commencing from 7 July 2023 to 31 December 2024, unless terminated by no less than one month’s notice in writing served by either party on the other. Mr. Tang’s directorship in the Company is subject to retirement by rotation and re-election in accordance with the Articles of Association and the GEM Listing Rules. Mr. Tang is currently entitled to an annual director’s fee of HK\$120,000, which was determined by the Board with reference to his background, qualifications, experience, duties and responsibilities with the Group and the prevailing market conditions.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

As at the Latest Practicable Date, save as disclosed above, Mr. Tang did not hold (i) any other major appointments and professional qualifications; (ii) any other positions with the Company or other members of the Group; and (iii) any directorships in any other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Tang (i) did not have any relationships with any Directors, senior management, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (ii) was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Tang that need to be brought to the attention of the Shareholders.

This appendix sets out the Proposed Amendments, as marked up for ease of reference, to the Memorandum and Articles of Association. Unless otherwise specified, clause and article numbers referred to herein are clause and article numbers of the Memorandum and Articles of Association.

Clause Number	Proposed Amendments (showing changes to the Memorandum of Association)
7.	The authorised share capital of the Company is HK\$10,000,000 <u>100,000,000</u> consisting of 200,000,000 <u>2,000,000,000</u> shares of HK\$0.05 each with the power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

Article Number	Proposed Amendments (showing changes to the Articles of Association)
1.	<p>(b) Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:</p> <p><u>“electronic communication” means a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium;</u></p> <p>In these Articles, unless there be something in the subject or context inconsistent herewith:</p> <p>(iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force, <u>Section 8 and Section 19 of the Electronic Transactions Act of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.</u></p>
6.	The authorised share capital of the Company on the date of the adoption of these Articles is HK\$10,000,000 <u>100,000,000</u> divided into 200,000,000 <u>2,000,000,000</u> Shares of HK\$0.05 each.

175. (b) Subject to paragraph (c) below, ~~every balance sheet of the Company shall be signed on behalf of the Board by 2 of the Directors and~~ a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be ~~delivered or sent by post together with the notice of annual general meeting~~ to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.
- (c) Subject to the Listing Rules, the Company may send summarized financial statements to Shareholders ~~who has, in accordance with the Listing Rules, consented and elected to receive summarized financial statements~~ instead of the full financial statements. The summarized financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than twenty-one days before the general meeting ~~to those Shareholders that have consented and elected to receive the summarized financial statements.~~

- (d) The requirement to send to a person referred to in Article 175(b) the documents referred to in that provision or summarized financial statements in accordance with Article 175(c) shall be deemed satisfied where, in accordance with all applicable Statutes and any other applicable laws, rules and regulations from time to time in force, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 175(b) and, if applicable, summarized financial statements complying with Article 175(c), in any manner permitted by these Articles, including on the Company's website.
180. (A) (i) ~~Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Law and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.~~
- (ii) ~~Except where otherwise expressly stated, 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) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Law and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.~~

- (iii) ~~Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Articles, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.~~
- (A) Any notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, the Statutes and any other applicable laws, rules and regulations from time to time in force, any such notice and document may be given or issued by the following means:
- (a) by serving it personally on the relevant person; or
 - (b) by sending it through the post in a prepaid envelope addressed to such Shareholder at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose; or
 - (c) by delivering or leaving it at such address as aforesaid; or
 - (d) by an advertisement in the Newspapers or other publication and where applicable, in accordance with the requirements of the HK Stock Exchange; or
 - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 180(C); or
 - (f) by publishing it on the Company’s website or the website of the HK Stock Exchange; or

- (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- ~~(B) (i) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office.~~
- ~~(ii) The Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board.~~
- (B) In the case of joint holders of a Share all notices and documents shall be given to that one of the joint holders whose name stands first in the Register and notice and document so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (C) Every Shareholder or a person who is entitled to receive notice and document from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices and documents can be served upon him.
- (D) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Article 175(b), Article 175(c) and Article 180 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Shareholder, in the Chinese language only to such Shareholder.

181. (b) ~~[Reserved]Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.~~
- (c) ~~[Reserved]If on 3 consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him.~~

182. ~~Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.~~

~~Any notice or other document:~~

- ~~(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;~~
- ~~(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent provided that the Company or its agent has not received any “non-delivery message” after sending to any particular electronic address;~~
- ~~(c) if placed or published on either the Company’s website or the website of the HK Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;~~

- (d) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and
- (e) if published as an advertisement in the Newspapers or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.

NOTICE OF ANNUAL GENERAL MEETING

FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED

匯財金融投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Meeting**”) of Finsoft Financial Investment Holdings Limited (“**Company**”) will be held at Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 14 June 2024 for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors (“**Directors**”) and the auditor of the Company for the year ended 31 December 2023.
2.
 - (a) To re-elect Ms. Liu Mung Ting as an executive Director.
 - (b) To re-elect Ms. Lin Ting as an executive Director.
 - (c) To re-elect Ms. Lee Kwun Ling, May Jean as an independent non-executive Director.
 - (d) To re-elect Mr. Tang Shu Pui Simon as an independent non-executive Director.
3. To authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration.
4. To re-appoint RSM Hong Kong as the auditor of the Company and to authorise the Board to fix their remuneration.
5. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares (“**Shares**”) in the capital of the Company on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on GEM

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

of the Stock Exchange (“**GEM Listing Rules**”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of the Shares which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of issued Shares (excluding treasury Shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

- 6. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares (if any) out of treasury) in the capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and

NOTICE OF ANNUAL GENERAL MEETING

debentures and any other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures and any other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued, or otherwise be dealt with (including any sale or transfer of treasury Shares (if any) out of treasury) (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) an issue of Shares under any share option scheme or similar arrangement adopted by the Company from time to time for the grant or issue to any eligible persons thereunder of Shares or rights to acquire Shares in the capital of the Company;
 - (iii) an issue of Shares as scrip dividends or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company in force from time to time; or
 - (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate number of issued Shares (excluding treasury Shares, if any) on the date of passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of the Shares which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares (excluding treasury Shares, if any) on the date of the passing of this resolution);

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same;
- (e) the authority conferred on the Directors of all the powers of the Company to sell or transfer treasury Shares pursuant to paragraph (a) above shall only be exercised after the amendments to the GEM Listing Rules relating to treasury shares have come into effect; and
- (f) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting;

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

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions no. 5 and 6 as set out in the notice convening the Meeting (“**Notice**”), the general mandate granted to the Directors to allot, issue and deal with additional Shares in the capital of the Company pursuant to resolution no. 6 as set out in the Notice be and is hereby extended by the addition thereto (including any sale or transfer of treasury Shares (if any) out of treasury) of a number representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 5 as set out in the Notice, provided that such number of shares shall not exceed 10% of the number of issued Shares as at the date of passing of this resolution.”

SPECIAL RESOLUTION

8. To consider and, if thought fit, to pass the following resolution as a special resolution:

“**THAT** the third amended and restated memorandum of association and articles of association of the Company in the form of the document marked “**A**” produced to the Meeting and, for the purpose of identification, signed by the chairman of the Meeting, which restates the existing second amended and restated memorandum of association and articles of association of the Company to reflect all of the proposed amendments referred to in Appendix III to the circular of the Company dated 22 May 2024, be and are hereby 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 second amended and restated memorandum of association and articles of association of the Company with immediate effect after the close of the Meeting, and that the Directors be and are 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.”

On behalf of the Board
Finsoft Financial Investment Holdings Limited
Ms. Tin Yat Yu Carol
Chairman

Hong Kong, 22 May 2024

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Headquarters, head office and principal place
of business in Hong Kong:*

Unit 708, 7th Floor
Capital Centre
151 Gloucester Road
Wanchai
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one proxy, or if he/she/it is the holder of two or more Shares, more than one proxy to attend and vote in his/her/its stead. A proxy need not be a shareholder of the Company.
2. A form of proxy of the Meeting is published on the website of the Company at www.finsofthk.com and the website of the Stock Exchange at www.hkexnews.hk. The form of proxy shall be signed by the shareholder of the Company or his/her/its attorney duly authorised in writing or, in the case of a corporation, the form of proxy must be made under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. In order 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 thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event by 11:00 a.m. on Wednesday, 12 June 2024 or not less than 48 hours before the time appointed for holding any adjournment or postponement of the Meeting.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy previously submitted shall be deemed to be revoked.
5. Where there are joint registered holders of any Share, any one of such persons may vote at the above Meeting (or any adjournment or postponement thereof), either personally or by proxy, in respect of such Share as if he/she/it 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 Share shall alone be entitled to vote in respect thereof.
6. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution no. 5 above is set out in Appendix I to the circular of the Company dated 22 May 2024.
7. In order to determine the entitlement of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024 (both days inclusive), during which period no transfer of Shares can be registered. To qualify for the attendance and voting at the Meeting, shareholders of the Company must ensure that all transfer documents 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 not later than 4:00 p.m. on Friday, 7 June 2024.

NOTICE OF ANNUAL GENERAL MEETING

8. If typhoon signal number 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in effect/hoisted 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 website of the Stock Exchange at www.hkexnews.hk and the website of the Company at <https://www.finsofthk.com> to notify the shareholders of the Company of the date, time and place of the rescheduled Meeting. The Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.
9. References to time and dates in this notice are to Hong Kong time and dates.
10. As at the date of this notice, the Board consists of three executive Directors, namely Ms. Tin Yat Yu Carol (Chairman), Ms. Liu Mung Ting (Chief Executive Officer) and Ms. Lin Ting, and three independent non-executive Directors, namely Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Mr. Tang Shu Pui Simon.