THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in EFT Solutions Holdings Limited (the "**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

EFT Solutions Holdings Limited
俊盟國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8062)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND EXTENSION MANDATE;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) DECLARATION OF FINAL DIVIDEND AND RECORD DATE AND CLOSURE OF REGISTER OF MEMBER;
(4) RE-APPOINTMENT OF AUDITOR; AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "**Annual General Meeting**") of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 8 August 2025 at 11:00 a.m. is set out on pages 14 to 19 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. by 11:00 a.m., Wednesday, 6 August 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and, in such event, the proxy shall be deemed to be revoked.

This circular will remain on the website of the Stock Exchange at www.hkexnews.hk on the "Latest Company Announcements" page for at least 7 days from the date of its publication and be posted on the website of the Company at www.eftsolutions.com.

16 July 2025

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.

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD

INTRODUCTION 3

GENERAL MANDATE TO ISSUE SHARES 4

REPURCHASE MANDATE TO REPURCHASE SHARES 4

EXTENSION OF THE ISSUE MANDATE 4

RE-ELECTION OF RETIRING DIRECTORS 4

RE-APPOINTMENT OF AUDITOR 5

DECLARATION OF FINAL DIVIDEND AND RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS 5

NOTICE OF ANNUAL GENERAL MEETING 6

FORM OF PROXY 6

VOTING BY WAY OF POLL 6

RESPONSIBILITY STATEMENT 7

RECOMMENDATION 7

GENERAL INFORMATION 7

APPENDIX I — DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION 8

APPENDIX II — EXPLANATORY STATEMENT 10

NOTICE OF ANNUAL GENERAL MEETING 14

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

"Annual General Meeting"	the annual general meeting of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 8 August 2025 at 11:00 a.m. or any adjournment thereof, the notice of which is set out on pages 14 to 19 of this circular
"Articles of Association"	the amended and restated articles of association of the Company, as amended from time to time
"Board"	the board of Directors
"Cayman Companies Law"	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
"Company"	EFT Solutions Holdings Limited (俊盟國際控股有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 26 May 2016
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
"Final Dividend"	the final dividend proposed to be paid out of the retained earnings of the Company of HK1.00 cent per Ordinary Share in respect of the year ended 31 March 2025
"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time

"General Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the relevant resolution granting the General Mandate
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency for the time being of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	9 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of issued Shares as at the date of the passing of the relevant resolution granting the Repurchase Mandate
"Securities and Futures Ordinance"	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"SFC"	the Securities and Futures Commission of Hong Kong
"Share(s)" or "Ordinary Share(s)"	ordinary share(s) of par value of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC as amended, supplemented or otherwise modified from time to time
"%"	per cent

EFT Solutions Holdings Limited
俊盟國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8062)

Executive Director:
Mr. Lo Chun Kit Andrew *(Chairman)*

Non-executive Directors:
Ms. Lam Ching Man
Mr. Lui Hin Weng Samuel

Independent non-executive Directors:
Mr. Chow Ka Wo Alex
Mr. Wong Ping Yiu
Ms. Cheng Wai Sin

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

Principal place of business in Hong Kong:
Workshops B1 & B3
11/F, Yip Fung Industrial Building
28–36 Kwai Fung Crescent
Kwai Chung, New Territories
Hong Kong

16 July 2025

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND EXTENSION MANDATE;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) DECLARATION OF FINAL DIVIDEND AND RECORD DATE AND CLOSURE OF REGISTER OF MEMBER;
(4) RE-APPOINTMENT OF AUDITOR; AND
(5) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide Shareholders with the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) the grant to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of the retiring Directors; (iii) the declaration of Final Dividend; and (iv) the re-appointment of auditor.

GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to the GEM Listing Rules, for the General Mandate to issue Shares. An ordinary resolution no. 4(A) will be proposed at the Annual General Meeting to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares in the share capital of the Company up to 20% of the number of issued Shares as at the date of the passing of the resolution in relation to the General Mandate. As at the Latest Practicable Date, there was 480,000,000 Shares in issue. Subject to the passing of the above ordinary resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 96,000,000 Shares.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution no. 4(B) will be proposed at the Annual General Meeting to approve the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of the passing of the resolution in relation to the Repurchase Mandate. As at the Latest Practicable Date, there was 480,000,000 Shares in issue. Subject to the passing of the above ordinary resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 48,000,000 Shares.

An explanatory statement required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

EXTENSION OF THE ISSUE MANDATE

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

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors is Mr. Lo Chun Kit Andrew; the non-executive Directors are Ms. Lam Ching Man and Mr. Lui Hin Weng Samuel; and the independent non-executive Directors are Mr. Chow Ka Wo Alex, Mr. Wong Ping Yiu and Ms. Cheng Wai Sin.

Pursuant to Article 108 of the Articles of Association, Ms. Lam Ching Man, Mr. Wong Ping Yiu and Ms. Cheng Wai Sin, will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election and appointment is subject to shareholders' approval at the relevant general meeting. Details of the above named Directors who are proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

RE-APPOINTMENT OF AUDITOR

The Board (which agreed with the view of the audit committee of the Company) recommended that, subject to the approval of the Shareholders at the Annual General Meeting, KPMG will be re-appointed as the external auditor of the Company.

DECLARATION OF FINAL DIVIDEND AND RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS

As mentioned in the annual results announcement of the Company dated 30 June 2025, it was the intention of the Board to recommend the payment of the Final Dividend out of the retained earnings of the Company of HK1.00 cent per Share in respect of the year ended 31 March 2025 to Shareholders whose names appeared on the register of members of the Company on 22 August 2025, totalling not less than HK$4,800,000, subject to the approval of the Shareholders at the Annual General Meeting and in compliance with Cayman Companies Law.

Under Section 34(2) of Cayman Companies Law, the share premium account may be applied by the company paying dividends to shareholders provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to the Final Dividend, the Company meets the solvency test as laid down under Cayman Companies Law and shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the Final Dividend is proposed to be paid.

The register of members of the Company will be closed for the following periods:

(1) from 5 August 2025 to 8 August 2025, both days inclusive, during which period no transfer of shares will be registered for the purpose of ascertaining the Shareholders entitled to attend and vote at the Annual General Meeting. The record date for the attending and voting at the meeting is Friday, 8 August 2025; and

(2) from 21 August 2025 to 22 August 2025, both days inclusive, during which period no transfer of shares will be registered for the purpose of ascertaining the Shareholders entitled to the Final Dividend to be approved at the Annual General Meeting. The record date for determining the entitlement to the Final Dividend is Friday, 22 August 2025.

All completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 4 August 2025 and 20 August 2025, respectively.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 14 to 19 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve (i) the grant to the Directors of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate; (ii) the re-election of the retiring Directors; (iii) the declaration of Final Dividend; and (iv) the re-appointment of auditor.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. by 11:00 a.m., Wednesday, 6 August 2025) or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish and, in such event, the proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Pursuant to Article 72 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the chairman may, pursuant to the GEM Listing Rules, allow a resolution to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all his/her/its votes in the same way.

An announcement on the results of the vote by poll will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of the retiring Directors, the declaration of Final Dividend and the re-appointment of auditor in the interest of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese version.

Yours faithfully
By order of the Board
EFT Solutions Holdings Limited
Lo Chun Kit Andrew
Chairman and Chief Executive Officer

The following are the particulars of the retiring Directors (as required by the GEM Listing Rules) proposed to be re-elected at the Annual General Meeting.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, save as disclosed herein, none of the following Directors has any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

DIRECTOR CANDIDATES

Non-Executive Director

Ms. Lam Ching Man ("**Ms. Lam**"), aged 50, was appointed as a non-executive Director in June 2016. Ms. Lam was appointed as a director of EFT Solutions Limited ("**EFT**") for the periods from June 2005 to August 2008 and from April 2013 to February 2015, respectively. Ms. Lam is currently responsible for formulating the overall corporate strategic planning and major decision-making of the Group as well as supervising the administration of the Group. Ms. Lam completed her secondary education in July 1993. Ms. Lam has over 17 years of experience in administrative function. Ms. Lam is the spouse of Mr. Lo, and the sister-in-law of Mr. Lo Chun Wa. Ms. Lam has entered into a service agreement with the Company for a term of three years commencing from listing date of the Company and is subject to retirement by rotation and re-election in accordance with the Articles of Association.

Pursuant to the service agreement. Ms. Lam is entitled to a monthly director's remuneration of HK$15,000, which have been determined by the remuneration committee of the Company and the Board with reference to her performance, duties and responsibilities with the Company and prevailing market condition.

As at the Latest Practicable Date, Ms. Lam was deemed to be interested in 356,420,000 Shares within the meaning of Part XV of the Securities and Future Ordinance.

Independent Non-executive Directors

Mr. Wong Ping Yiu ("**Mr. Wong**"), aged 61, was appointed as an independent non-executive Director in October 2019. He served as an executive director of Shunten International (Holdings) Limited (formerly known as RM Group Holdings Limited) (stock code: 932) from June 2016 to May 2018 and remains as a vice president since May 2018. Mr. Wong has extensive experience in strategic marketing and property leasing.

Mr. Wong has entered into a service contract with the Company for a term of three years commencing from 28 October 2019 and is subject to retirement by rotation and re-election in accordance with the Articles of Association.

Pursuant to the service contract, Mr. Wong is entitled to a monthly director's remuneration of HK$15,000 and subject to a discretionary bonus, which have been determined by the remuneration committee of the Company and the Board with reference to his performance, duties and responsibilities with the Company and prevailing market condition.

As at the Latest Practicable Date, Mr. Wong does not have, and is not deemed to have any interests or short position in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Cheng Wai Sin ("**Ms. Cheng**"), aged 50, has over 25 years of experience in accounting and finance for corporate and banking sectors. Ms. Cheng worked as the chief financial officer of Hutchison Telecommunications Hong Kong Holdings Limited, a company that listed on Main Board of the Stock Exchange (stock code: 215) from 2012 to 2022. Since November 2022, Ms. Cheng is the chief financial officer of Kerry Properties Limited, a company that listed on Main Board of the Stock Exchange (stock code: 683). Ms. Cheng is a qualified accountant with membership of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Hong Kong Corporate Governance Institute. She obtained a degree of bachelor of arts in business studies from Hong Kong Polytechnic University in 1997 and a degree of master of science in finance from City University of Hong Kong in 2003.

Ms. Cheng has entered into a letter of appointment with the Company for a term of one year commencing her appointment and is subject to retirement by rotation and re-election in accordance with the Company's articles of association.

Pursuant to the letter of appointment, Ms. Cheng is entitled to a director's fee of HK$15,000 per month or such other sum as the Board and/or the remuneration committee of the Company may from time to time determine based on her background, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Cheng does not have, and is not deemed to have any interests or short position in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

This Appendix II serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting authorising the proposed Repurchase Mandate.

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

This Appendix contains the particulars pursuant to Rule 13.08 and other provisions of the GEM Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on GEM or on any other stock exchange on which securities of the company are listed and such exchange is recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 480,000,000 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 48,000,000 Shares which represent 10% of the total number of issued Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by Cayman Companies Law or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

REASONS FOR THE REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, and the GEM Listing Rules and the applicable laws of Cayman Islands and Hong Kong. Under Cayman Companies Law, any repurchase by the Company may be made out of profits or share premium of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, subject to Cayman Companies Law, out of capital and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing the credit of the share premium account of the Company or, subject to Cayman Companies Law, out of capital.

IMPACT ON WORKING CAPITAL OR GEARING POSITION

The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and/or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 March 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

REPURCHASE OF SHARES MADE BY THE COMPANY

No repurchase of Share has been made by the Company during the last six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

DISCLOSURE OF INTERESTS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates, as defined in the GEM Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any of his/her/its Shares to the Company or its subsidiaries, or have undertaken not to do so, if the Repurchase Mandate is approved and exercised.

DIRECTORS' UNDERTAKING

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

CORE CONNECTED PERSONS

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved and exercised.

THE TAKEOVERS CODE AND EFFECT OF EXERCISING THE REPURCHASE MANDATE

If as a result of a repurchase of Shares by the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeover Codes as a results of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, LCK Group Limited and Mr. Lo Chun Kit Andrew held 356,420,000 Shares, representing approximately 74.25% of the total number of the issued Shares. LCK Group Limited is wholly owned by Mr. Lo Chun Kit Andrew, the Chairman of the Board, the chief executive officer and an executive Director. In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of LCK Group Limited and Mr. Lo Chun Kit Andrew will be increased to approximately 80% of the total number of the issued Shares of the Company. To the best knowledge and belief of the Directors, such increase would not give rise to any obligation to make a mandatory offer under the Takeovers Code.

The GEM Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

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

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during the period from each of the twelve months proceeding the Latest Practicable Date were as follows:

Month	Highest traded prices *HK$*	Lowest traded prices *HK$*
2024		
July	0.380	0.290
August	0.330	0.295
September	0.320	0.225
October	0.310	0.280
November	0.320	0.275
December	0.310	0.285
2025		
January	0.305	0.275
February	0.300	0.270
March	0.290	0.270
April	0.390	0.265
May	0.340	0.280
June	0.370	0.275
July (up to the Latest Practicable Date)	0.310	0.280

EFT Solutions Holdings Limited
俊盟國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8062)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of EFT Solutions Holdings Limited (the "**Company**") will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 8 August 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 March 2025.

2. a. To re-elect the following retiring directors of the Company:

   i. Ms. Lam Ching Man as non-executive director of the Company.

   ii. Mr. Wong Ping Yiu as independent non-executive director of the Company.

   iii. Ms. Cheng Wai Sin as independent non-executive director of the Company.

   b. To authorise the board of directors of the Company (the "**Board**") to fix the remuneration of the directors of the Company.

3. To re-appoint KPMG as auditor of the Company and to authorise the Board to fix its remuneration.

4. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:

(A) "**THAT**:

(i) subject to paragraph (iii) below, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

(iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly;

(iv) for the purpose of this resolution:

(a) "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) "**Rights Issue**" means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company)."

(B) "**THAT**:

(i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on GEM or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and GEM under the Codes on Takeovers and Mergers and Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**"), be and is hereby generally and unconditionally approved;

(ii) the aggregate number of shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly;

(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(iv) for the purpose of this resolution:

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

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or

(c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting."

(C) "**THAT** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount of shares of the Company shall not exceed 10% of the total number of issued shares of the Company at the date of the passing of the said resolutions."

5. As special business, to consider and, if thought fit, to pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

"**THAT** the payment of a final dividend of HK1.00 cent per share of the Company in respect of the year ended 31 March 2025 to the shareholders of the Company whose names appeared on the register of members of the Company on 22 August 2025 be and is hereby approved."

Yours faithfully
By order of the Board
EFT Solutions Holdings Limited
Lo Chun Kit Andrew
Chairman

16 July 2025

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

Principal place of business in Hong Kong:
Workshops B1 & B3
11/F, Yip Fung Industrial Building
28–36 Kwai Fung Crescent
Kwai Chung, New Territories
Hong Kong

Notes:

(i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.

(ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

(iii) In order to be valid, the form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

(iv) The transfer books and register of members will be closed from Tuesday, 5 August 2025 to Friday, 8 August 2025, both days inclusive to determine the entitlement of the shareholders to attend the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 4 August 2025. The record date for the attending and voting at the meeting is Friday, 8 August 2025.

(v) For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 21 August 2025 to Friday, 22 August 2025 (both days inclusive), during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with

the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 20 August 2025. The record date for determining the entitlement to the proposed final dividend is Friday, 22 August 2025.

(vi) In respect of ordinary resolution numbered 2 above, Ms. Lam Ching Man, Mr. Wong Ping Yiu and Ms. Cheng Wai Sin shall retire and being eligible, offered themselves for re-election at the above meeting. Details of the above Directors are set out in Appendix I to the circular of the Company dated 16 July 2025.

(vii) In respect of ordinary resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances where they consider that the repurchase would be in the best interests of the Company and its shareholders. An explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the general mandate to repurchase shares of the Company, as required by the GEM Listing Rules, is set out in Appendix II to the circular of the Company dated 16 July 2025.

(viii) (a) Subject to paragraph (b) below, if a tropical cyclone typhoon signal no. 8 is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed and the Members will be informed of the date, time and venue of the postponed Annual General Meeting by an announcement posted on the respective websites of the Company and the Stock Exchange.

(b) If a black rainstorm warning signal is cancelled at or before three hours before the time fixed for holding the Annual General Meeting and where conditions permit, the Annual General Meeting will be held as scheduled.

(c) The Annual General Meeting will be held as scheduled when a tropical cyclone typhoon signal no. 3 is hoisted or an amber or red rainstorm warning signal is in force.

(d) After considering their own situations, the Members should decide on their own as to whether they would attend the Annual General Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

(ix) The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises the executive Director Mr. Lo Chun Kit Andrew; the non-executive Directors Ms. Lam Ching Man and Mr. Lui Hin Weng Samuel; and the independent non-executive Directors Mr. Chow Ka Wo Alex, Mr. Wong Ping Yiu and Ms. Cheng Wai Sin.