THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, 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 **Coolpoint Innonism Holding Limited** (the "**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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 howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

COOLPOINT INNONISM HOLDING LIMITED
快意智能股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8040)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES (INCLUDING SALE OR TRANSFER OF TREASURY SHARES); RE-ELECTION OF RETIRING DIRECTORS; RE-APPOINTMENT OF AUDITORS; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting ("**AGM**") of the Company to be held at Conference Hall 07, 2/F, Building 10W, 10 Science Park West Avenue, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on 10 September 2025 at 11:00 a.m. is set out on pages 13 to 17 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same 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 AGM (i.e. 11:00 a.m. on 8 September 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 meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

This circular together with the form of proxy will remain on the Stock Exchange's website at www.hkexnews.hk for at least seven days from the date of its publication. This circular will also be posted on the Company's website at www.coolpointinnonism.com.

Hong Kong, 25 July 2025

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, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

"AGM"	the annual general meeting of the Company to be held at Conference Hall 07, 2/F, Building 10W, 10 Science Park West Avenue, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on Wednesday, 10 September 2025 at 11:00 a.m., a notice of which is set out on pages 13 to 17 of this circular
"Articles of Association"	the existing second amended and restated articles of association of the Company as amended from time to time
"Auditors"	the auditors of the Company
"Board"	the board of Director(s) of the Company
"Company"	Coolpoint Innonism Holding Limited, a company incorporated in the Cayman Islands with limited liability with its shares listed on GEM
"Core Connected Person"	has the meaning ascribed thereto under the GEM Listing Rules
"DCB"	DCB Company Limited, a company incorporated in Hong Kong with limited liabilities on 16 June 2008 and indirect wholly-owned subsidiary of the Company
"Director(s)"	the director(s) of the Company
"Extreme Conditions"	extreme conditions including but not limited to serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons as announced by the government of Hong Kong
"GEM"	GEM operated by 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
"Group"	the Company and its subsidiaries from time to time
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China

"Issue Mandate"	the general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares and/or sell or transfer Treasury Shares (if any) during the relevant period not exceeding 20% of the aggregate number of the issued Shares (excluding Treasury Shares, if any) as at the date of passing the resolution granting such mandate
"Latest Practicable Date"	15 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular prior to its publication
"Listing Date"	14 February 2018, on which dealings in the Shares first commenced on GEM
"Memorandum of Association"	the existing second amended and restated memorandum of association of the Company as amended from time to time
"Multi Rewards"	Multi Rewards Limited, a company incorporated in BVI with limited liabilities on 3 January 2017 and direct wholly-owned subsidiary of the Company
"Repurchase Mandate"	the general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise the power of the Company to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of the issued Shares (excluding Treasury Shares, if any) as at the date of passing the resolution granting such mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) with a nominal value of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the same meaning ascribed thereto under the GEM Listing Rules
"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs
"Treasury Shares"	has the meaning ascribed to it under the GEM Listing Rules
"%"	per cent.

COOLPOINT INNONISM HOLDING LIMITED
快意智能股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8040)

Executive directors:
Mr. Cheng Tsang Fu Dennis
(Chairman and Chief Executive Officer)
Ms. Liu Lee Lee Lily
Mr. Chui Kai Tai, MH
Mr. Lee Chi Wai

Non-executive director:
Prof. Leung Yiu Cheong

Independent non-executive directors:
Mr. Xu Zhi Qiang
Mr. Chiu Wai Hon
Ms. Cheung Kong Hung

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

Principal place of business in Hong Kong:
Unit 315A, 3/F
Building 5W Phase One
Hong Kong Science Park
Pak Shek Kok
New Territories

25 July 2025

To the Shareholders

Dear Sirs or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES (INCLUDING SALE OR TRANSFER OF TREASURY SHARES); RE-ELECTION OF RETIRING DIRECTORS; RE-APPOINTMENT OF AUDITORS; AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Directors will propose at the AGM the resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; (iii) the proposed re-election of the retiring Directors; and (iv) the re-appointment of the Auditors.

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

ISSUE MANDATE

At the last annual general meeting held on 10 September 2024, a general and unconditional mandate was granted to the Directors to allot, issue and deal with additional Shares and such mandate will lapse at the conclusion of the AGM.

Therefore, an ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on the 340,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to allot, issue and deal with additional Shares and/or to sell or transfer Treasury Shares (if any) up to a total of 68,000,000 Shares, being 20% of the aggregate number of the issued Shares (excluding Treasury Shares, if any) as at the date of the resolution in relation thereto. The Issue Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REPURCHASE MANDATE

At the AGM, a general and unconditional mandate was granted to the Directors to exercise the power of the Company to repurchase Shares and such mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on the 340,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 34,000,000 Shares, being 10% of the aggregate number of the issued Shares (excluding Treasury Shares, if any) as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate. Neither the explanatory statement nor the proposed granting of the Repurchase Mandate has any unusual features.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate to include the number of Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), 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 at an annual general meeting at least once every three years.

In addition, pursuant to Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Accordingly, Ms. Liu Lee Lee Lily, Mr. Xu Zhi Qiang and Mr. Chiu Wai Hon will each retire and, being eligible, offer themselves for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected as Directors at the AGM, which are required to be disclosed by the GEM Listing Rules, are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITORS

The audit committee of the Board has recommended to the Board for the re-appointment of Rongcheng (Hong Kong) CPA Limited (formerly known as CL Partners CPA Limited) as the Auditors for the year ending 31 March 2026.

Shareholders' approval to delegate the authority to the Directors to determine the Auditors' remuneration for the year ending 31 March 2026 is required at the AGM.

AGM

The notice convening the AGM is set out on pages 13 to 17 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy 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 AGM (i.e. 11:00 a.m. on 8 September 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 meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

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

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.

RECOMMENDATION

The Board considers that the resolutions set out in the notice of AGM in respect of (i) the proposed granting of the Issue Mandate and the Repurchase Mandate; and (ii) the re-election of the retiring Directors are in the best interests of the Company and its Shareholders as a whole. Accordingly the Board recommends the Shareholders to vote in favour of such resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
Coolpoint Innonism Holding Limited
Cheng Tsang Fu Dennis
Chairman and Chief Executive Officer

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

Shareholders' Approval

The GEM Listing Rules provide that all repurchase of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval in relation to specific transactions.

Share Capital

As at the Latest Practicable Date, 340,000,000 Shares were in issue and fully paid.

Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares will be issued and repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 34,000,000 Shares, representing 10% of the total number of the issued Shares (excluding Treasury Shares, if any).

Reasons for Repurchase

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

Subject to the compliance with the GEM Listing Rules and all applicable laws and regulations, the Company may cancel any Shares it repurchased and/or hold such Shares as Treasury Shares for subsequent sale or transfer subject to consideration of factors including market conditions and the Group's capital management needs at the relevant time of the repurchases.

Funding of Repurchase

Any repurchase will only be funded out of funds of the Company legally available for the purpose of making the proposed purchases in accordance with the Company's Memorandum and Articles of Association and the laws of the Cayman Islands.

Effect of Exercising the Repurchase Mandate

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited financial statements for the year ended 31 March 2025) in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase of Shares 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.

Directors and Core Connected Persons

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective close associates have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Share to the Company or its subsidiaries.

No Core Connected Persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

Directors' Undertaking

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

Effect of the Takeovers Code

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of our Shareholders, could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code as a result of a repurchase of Shares made.

As at the Latest Practicable Date, based on the information available to the Company, Advance Goal Group Limited ("**Advance Goal**"), legally and beneficially owned as to 55%, 35% and 10% by Mr. Cheng Tsang Wai, Mr. Cheng Tsang Fu Dennis and Ms. Liu Lee Lee Lily, respectively, was interested in 97,900,000 Shares. On the basis that no further Shares are issued or repurchased prior to the AGM and if the Repurchase Mandate of 34,000,000 Shares is fully exercised, the percentage shareholding of Advance Goal will be increased from approximately 28.79% to approximately 31.99% of the total number of issued Shares (excluding Treasury Shares, if any). Such increase in shareholding of Advance Goal will give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequence under the Takeovers Code as a result of a repurchase of Shares made pursuant to the Repurchase Mandate. The Directors do not propose to exercise the Repurchase Mandate to such extent that would result in an obligation to make a mandatory offer in accordance with the Takeovers Code or the public shareholding would be reduced to less than 25% of the issued Shares (excluding Treasury Shares, if any).

Share Repurchase made by the Company

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

Share Prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Price	
	Highest	**Lowest**
	HK$	*HK$*
2024		
June	0.530	0.395
July	0.410	0.350
August	0.570	0.375
September	0.560	0.450
October	0.560	0.495
November	0.500	0.385
December	0.425	0.315
2025		
January	0.540	0.385
February	0.500	0.300
March	0.385	0.310
April	0.350	0.275
May	0.315	0.255
June	0.285	0.230
July (up to the Latest Practicable Date)	0.300	0.275

As required by the GEM Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the AGM:

1. Ms. Liu Lee Lee Lily

Ms. Liu Lee Lee Lily ("**Ms. Liu**"), aged 64, was appointed as a Director on 8 March 2017. She was re-designated as an executive Director and appointed as our compliance officer on 29 May 2017. She is mainly responsible for overseeing the human resources and administrative matters of our Group. She is also a member of the remuneration committee of the Company (the "**Remuneration Committee**").

Ms. Liu is one of the founders of our Group and has been a director of DCB since June 2008. She is also a director of Multi Rewards since its incorporation on 3 January 2017. Ms. Liu is one of the Company's substantial shareholders. Ms. Liu is the spouse of Mr. Cheng Tsang Fu Dennis and sister-in-law to Mr. Richard Cheng, the financial controller of the Group.

Ms. Liu has entered into a service agreement with the Company for a fixed term of service for three years commencing on 14 February 2018 and will continue thereafter until terminated in accordance with the terms of the service agreement. She is subject to retirement by rotation, and be eligible for re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Ms. Liu is entitled to an annual salary of HK$1,430,000 and a discretionary bonus, which was determined with reference to her duties and responsibilities, the Company's remuneration policy, and the prevailing market conditions. The remuneration of Ms. Liu will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to her responsibility and annual performance.

Save as disclosed above, Ms. Liu does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Save as disclosed above, Ms. Liu does not have any relationships with any Directors, senior management, substantial shareholders (as defined under the GEM Listing Rules) of the Company. As at the Latest Practicable Date, Ms. Liu is deemed to be interested in 97,900,000 Shares (within the meaning of Part XV of the SFO) through her controlled corporation, Advance Goal Group Limited, representing approximately 28.79% of the total issued Shares of the Company.

Save as disclosed above, there was no matter relating to the re-election of Ms. Liu that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

2. Mr. Xu Zhi Qiang

Mr. Xu Zhi Qiang ("**Mr. Xu**"), aged 62, has been appointed as an independent non-executive director, a member of the audit committee of the Company (the "**Audit Committee**"), a member of the Remuneration Committee and a member of the nomination committee of the Company (the "**Nomination Committee**") on 4 November 2022.

Mr. Xu is one of the outstanding Chinese gymnastics athletes in the 20th century and has won the World Gymnastics Championships and the World Cup in 1983 and 1986 respectively. He was also one of the runner-up members of the Chinese gymnastics team in the 1984 Olympic Games. Mr. Xu has more than 22 years of experience in various industries, including the production and sales of environmentally friendly renewable energy products. Mr. Xu had served as a director of Pacific Conquest Holdings Inc., a company listed on the OTC Markets, in the United States, between 30 May 2019 and 15 December 2021.

Mr. Xu has entered into a letter of appointment with the Company for a fixed term of service for one year commencing on 4 November 2022 and will continue thereafter until terminated in accordance with the terms of the letter of appointment. He is subject to retirement by rotation, and be eligible for re-election in accordance with the Articles of Association of the Company.

In accordance with the appointment letter with Mr. Xu in his capacity of independent non-executive Director, he will not receive a salary or director's fee and is entitled to receive a discretionary performance bonus and share compensation by the Company as remuneration, if any, which will be subject to further approval of the Remuneration Committee and the Board.

Save as disclosed above, Mr. Xu does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Save as disclosed above, Mr. Xu does not have any relationships with any Directors, senior management, substantial shareholders (as defined under the GEM Listing Rules) of the Company.

Further, Mr. Xu does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

Save as disclosed above, there was no matter relating to the re-election of Mr. Xu that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

3. Mr. Chiu Wai Hon

Mr. Chiu Wai Hon ("**Mr. Chiu**"), aged 52, has been appointed as an independent non-executive Director, the chairman of the Audit Committee, the chairman of the Remuneration Committee and a member of the Nomination Committee on 7 February 2023.

Mr. Chiu obtained a Bachelor of social science degree from Lingnan University (formerly known as Lingnan College) in 1996. He has been a member of the Institute of Public Accountants since April 2022.

Mr. Chiu has over 19 years of experience in the banking and finance sector in Hong Kong and has been responsible for, among others, corporate financing and analyzing financial data of local enterprises and listed companies, during his employment with several banks in Hong Kong. Since March 2023, he has been a director of Starlion Global Limited, a private company incorporated in Hong Kong which carries on the business of general trading and being a major authorized exporter of Toyota Tsusho Corporation car related products.

Mr. Chiu has entered into a letter of appointment with the Company for a fixed term of service for one year commencing on 7 February 2023 and will continue thereafter until terminated in accordance with the terms of the letter of appointment. He is subject to retirement by rotation, and be eligible for re-election in accordance with the Articles of Association of the Company.

In accordance with the appointment letter with Mr. Chiu in his capacity of independent non-executive Director, he will not receive a salary or director's fee and is entitled to receive a discretionary performance bonus and share compensation by the Company as remuneration, if any, which will be subject to further approval of the Remuneration Committee and the Board.

Save as disclosed above, Mr. Chiu does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Save as disclosed above, Mr. Chiu does not have any relationships with any Directors, senior management, substantial shareholders (as defined under the GEM Listing Rules) of the Company.

Further, Mr. Chiu does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

Save as disclosed above, there was no matter relating to the re-election of Mr. Chiu that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

COOLPOINT INNONISM HOLDING LIMITED
快意智能股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8040)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Coolpoint Innonism Holding Limited (the "**Company**") will be held at Conference Hall 07, 2/F, Building 10W, 10 Science Park West Avenue, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on 10 September 2025 at 11:00 a.m. for the following purposes:

Ordinary Business

As ordinary business to consider and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors for the year ended 31 March 2025;

2. To re-elect Ms. Liu Lee Lee Lily as an executive Director;

3. To re-elect Mr. Xu Zhi Qiang as an independent non-executive Director;

4. To re-elect Mr. Chiu Wai Hon as an independent non-executive Director;

5. To authorise the Board of Directors to fix the Directors' remuneration;

6. To re-appoint Rongcheng (Hong Kong) CPA Limited (formerly known as CL Partners CPA Limited) as auditors of the Company and to authorise the Board of Directors to fix their remuneration;

7. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with unissued shares of the Company (including any sale or transfer of Treasury Shares out of treasury) or securities convertible into such shares or options, warrants or similar rights to subscribe for any such shares or such convertible securities and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (as amended from time to time) (the "**GEM Listing Rules**") be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the end of the Relevant Period (as defined below);

(c) the aggregate number of share or securities of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any issue of shares of the Company upon the exercise of the rights of subscription or conversion under the terms of any warrants, bonds or debentures which may be issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any options granted under any share option schemes or similar arrangement adopted by the Company from time to time for the grant or issue to the employees, officers, directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; and (iv) any scrip dividend schemes or similar arrangements providing for allotment and issue of shares of the Company in lieu of the whole or part of a dividend on the shares of the Company in accordance with the articles of association of the Company from time to time; or (v) a specific authority granted by the shareholders of the Company, shall not exceed 20% of the number of shares of the Company (excluding Treasury Shares, if any) in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; 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; or

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

(iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

"**Rights Issue**" means an offer of shares of the Company or offer or issue of warrants or options or other securities giving rights to subscribe for the shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holding of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any legal restrictions or obligations under the laws of, or requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws, or the requirements, of any jurisdiction, or any recognised regulatory body or any stock exchange, in any territory outside Hong Kong)."

8. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase or repurchase shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company on the Stock Exchange or on any other stock exchange on which the shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the 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 of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the number of the issued shares of the Company (excluding treasury Shares, if any) at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(c) 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; or

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

(iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution."

9. "**THAT** conditional upon resolutions 7 and 8 above being passed (with or without amendments), the general and unconditional mandate granted to the directors of the Company to exercise all powers of the Company to allot, issue and deal with unissued shares of the Company pursuant to the resolution set out in resolution 7 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares and securities of the Company purchased or repurchased by the Company pursuant to the authority granted to the directors of the Company under resolution 8 above, provided that such amount shall not exceed 10% of the number of the issued shares of the Company as at the date of the passing of this resolution."

By Order of the Board
Coolpoint Innonism Holding Limited
Cheng Tsang Fu Dennis
Chairman and Chief Executive Officer

Hong Kong, 25 July 2025

Notes:

i. Any member entitled to attend and vote at the meeting convened is entitled to appoint another person(s) as his proxy to attend and vote in his behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.

ii. If a member of the Company wishes to nominate a person to stand for election as a director of the Company, (i) a notice in writing signed by the shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election; and (ii) a notice in writing signed by the person to be proposed of his willingness to be elected must accompany with (a) that nominated candidate's information as required to be disclosed under Rule 17.50(2) of the GEM Listing Rules, and (b) the nominated candidate's written consent to the publication of his/her personal data, must be validly lodged no later than 4 September 2025 at the principal place of business in Hong Kong of the Company at Unit 315A, 3/F Building 5W Phase One, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong or the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

iii. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding of the meeting (i.e. 11:00 a.m. on 8 September 2025) or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the meeting or any adjournment thereof should he so wish, in such event, the form of proxy shall be deemed to be revoked.

iv. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the Register of Shareholders in respect of the joint holding.

v. The above resolutions will be put to vote at the meeting by way of poll.

vi. The register of members of the Company will be closed from Friday, 5 September 2025 to Wednesday, 10 September 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the AGM, all transfer of shares accompanied by the relevant share certificates and transfer forms must be lodged for registration 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 Thursday, 4 September 2025. The record date for the attending and voting at the meeting is Wednesday, 10 September 2025.

vii. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.