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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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sinofortune Financial Holdings Limited, you should immediately hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular appears for information only and does not constitute an invitation or offer to Shareholders or any other persons to acquire, purchase, or subscribe for securities of the Company.

華億金控集團有限公司

SINOFORTUNE FINANCIAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 08123)

(1) PROPOSED CAPITAL REORGANIZATION AND CHANGE IN BOARD LOT SIZE; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

Financial Adviser to the Company

Asian Capital Limited

A notice convening the EGM of Sinofortune Financial Holdings Limited to be held at 16/F, CMA Building, 64-66 Connaught Road Central, Hong Kong on 21 April 2026 (Tuesday) at 11:00 a.m. is set out on pages 19 to 22 of this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event at least 48 hours before the time appointed for holding the EGM (i.e. before 11:00 a.m. on 19 April 2026 (Sunday)) or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment or postponement thereof if you so wish and in such event, the form of proxy will be revoked by operation of law.

27 March 2026

CHARACTERISTICS OF THE GEM

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

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

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

"Announcement"	the announcement of the Company dated 5 March 2026 in relation to the Capital Reorganization and Change in Board Lot Size
"Board"	the board of Directors
"Business Day"	any day (other than a Saturday, Sunday or public holiday or a day on which "extreme conditions" announced by the government of Hong Kong or a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted or remained hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
"Capital Reduction"	the proposed reduction of the issued share capital of the Company whereby, immediately following the Share Consolidation becoming effective, the par value of each issued Consolidated Share will be reduced from HK$0.60 to HK$0.01 by cancelling the paid-up share capital to the extent of HK$0.59 on each issued Consolidated Share
"Capital Reorganization"	collectively, the Share Consolidation, the Capital Reduction and the Share Subdivision
"CCASS"	the Central Clearing and Settlement System established and operated by the HKSCC
"Change in Board Lot Size"	the proposed change in board lot size from 6,000 Existing Shares into 5,000 New Shares
"Companies Act"	the Companies Act (as revised) of the Cayman Islands, as amended, modified and supplemented from time to time

"Company"	Sinofortune Financial Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM of the Stock Exchange (Stock Code: 8123)
"Consolidated Share"	the ordinary share(s) of a par value of HK$0.60 each in the share capital of the Company immediately following the Share Consolidation becoming effective but before the Capital Reduction becoming effective
"Director(s)"	the director(s) of the Company for the time being
"EGM"	an extraordinary general meeting of the Company convened for the purpose of considering, and, if thought fit, approving the Capital Reorganization, notice of which is set out in pages 19 to 22 of this circular
"Existing Share(s)"	the ordinary share(s) of a par value of HK$0.01 each in the share capital of the Company prior to the Capital Reorganization becoming effective
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Operational Procedures"	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	23 March 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Committee"	has the same meaning ascribed to GEM Listing Committee under the GEM Listing Rules
"New Share(s)"	the ordinary share(s) of a par value of HK$0.01 each in the share capital of the Company immediately following the Capital Reorganization becoming effective
"PRC"	the People's Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Registrar"	Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company
"Share(s)"	the Existing Share(s), the Consolidated Share(s) and/or the New Share(s) as the case may be
"Share Consolidation"	the proposed consolidation of every sixty (60) issued and unissued Existing Shares of a par value of HK$0.01 each into one (1) Consolidated Share of a par value of HK$0.60 each
"Share Subdivision"	the proposed subdivision whereby, immediately following the Capital Reduction becoming effective, each authorized but unissued Consolidated Share of a par value of HK$0.60 each (including those arising from the Capital Reduction) be subdivided into sixty (60) New Shares of a par value of HK$0.01 each
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Proposed Capital Reorganization.

Event	**Time and Date**
Despatch date of Circular with notice and form of proxy for the EGM. on or before	Friday, 27 March 2026
Latest time for lodging transfer of Existing Shares in order to qualify for attendance and voting at the EGM	4:30 p.m. on, Tuesday, 14 April 2026
Register of members of the Company closes for attending and voting at the EGM (both dates inclusive)	Wednesday, 15 April 2026 to Tuesday, 21 April 2026
Latest time for lodging forms of proxy for the purpose of the EGM.	11:00 a.m. on Sunday, 19 April 2026
Record date for determining attendance and voting at the EGM	Tuesday, 21 April 2026
Date and time of the EGM	11:00 a.m. on Tuesday, 21 April 2026
Announcement of poll results of the EGM	Tuesday, 21 April 2026
Register of members of the Company re-opens	Wednesday, 22 April 2026

The following events are conditional on the results of the EGM and the Capital Reorganization becoming effective:

Event	Time and Date
Effective date of the Capital Reorganization	Thursday, 23 April 2026
First day of free exchange of existing share certificates of the Existing Shares for the New Shares	Thursday, 23 April 2026
Dealing in the New Shares commences	9:00 a.m. on Thursday, 23 April 2026
Original counter for trading in the Existing Shares in board lots of 6,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Thursday, 23 April 2026
Temporary counter for trading in the New Shares in board lots of 100 New Shares (in the form of existing share certificates) opens	9:00 a.m. on Thursday, 23 April 2026
Original counter for trading in the New Shares in board lots of 5,000 New Shares (in the form of new share certificates) re-opens	9:00 a.m. on Friday, 8 May 2026
Parallel trading in the New Shares (in the form of new and existing share certificates) commences	9:00 a.m. on Friday, 8 May 2026
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the New Shares	9:00 a.m. on Friday, 8 May 2026
Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of the New Shares	4:00 p.m. on Friday, 29 May 2026

Event	Time and Date
Temporary counter for trading in the New Shares in board lots of 100 New Shares (in the form of existing share certificates) closes	4:10 p.m. on Friday, 29 May 2026
Parallel trading in New Shares (in the form of new share certificates for the New Shares and existing share certificates) ends	4:10 p.m. on Friday, 29 May 2026
Last date and time for free exchange of existing share certificates for the new share certificates of the New Shares	4:30 p.m. on Tuesday, 2 June 2026

Note: All time and dates specified in this circular refer to Hong Kong local time and dates, unless otherwise stated. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Capital Reorganization and is therefore for indicative purposes only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

華億金控集團有限公司
SINOFORTUNE FINANCIAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 08123)

Executive Directors:
Mr. Wang Jiawei
Ms. Lai Yuk Mui

Independent Non-executive Directors:
Professor Zhang Benzheng
Mr. Li Jianxing
Professor Chen Shu Wen
Mr. Lee Kwun Kwan

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

Head office and principal place of business in Hong Kong:
16th Floor,
CMA Building,
64-66 Connaught Road Central,
Hong Kong

27 March 2026

To the Shareholders,

Dear Sir or Madam,

(1) PROPOSED CAPITAL REORGANIZATION AND CHANGE IN BOARD LOT SIZE; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement in relation to the Capital Reorganization and the Change in Board Lot Size.

The purpose of this circular is to provide you with information regarding, among other things, (i) the Capital Reorganization and the Change in Board Lot Size; and (ii) the notice of the EGM.

PROPOSED CAPITAL REORGANIZATION

The Board proposes to reorganize the share capital of the Company by conducting the Capital Reorganization in the following manner:

(1) Share Consolidation

the Share Consolidation of every 60 issued and unissued Existing Shares of the Company of a par value of HK$0.01 each to one Consolidated Share of HK$0.60 each;

(2) Capital Reduction

(a) the Capital Reduction whereby, immediately following the Share Consolidation becoming effective, the par value of each issued Consolidated Share will be reduced from HK$0.60 to HK$0.01 by cancelling the paid-up capital to the extent of HK$0.59 on each issued Consolidated Share; and

(b) the credit arising from the Capital Reduction will be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction thereby reducing the accumulated losses of the Company; and

(3) Share Subdivision

the Share Subdivision whereby, immediately following the Capital Reduction becoming effective, each authorized but unissued Consolidated Share of a par value of HK$0.60 each (including those arising from the Capital Reduction) will be subdivided into 60 New Shares of a par value of HK$0.01 each.

Each of the New Shares arising from the Capital Reorganization shall rank *pari passu* in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company.

Conditions of the Capital Reorganization

The Capital Reorganization is conditional upon, inter alia:

(i) the passing of a special resolution by the Shareholders at the EGM to approve the Capital Reorganization and transactions contemplated thereunder;

(ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares upon the Capital Reorganization becoming effective;

(iii) the Directors signing the solvency statement in the prescribed form in accordance with the requirements of the Companies Act;

(iv) registration by the Registrar of Companies in the Cayman Islands of a copy of the solvency statement and the minute containing the particulars required under the Companies Act with respect to the Capital Reduction;

(v) the compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the GEM Listing Rules to effect the Capital Reorganization; and

(vi) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganization.

Subject to the fulfilment of the conditions of the Capital Reorganization, the effective date of the Capital Reorganization is expected to be on Thursday, 23 April 2026. As at the Latest Practicable Date, none of the above conditions have been fulfilled.

Effect of the Capital Reorganization on capital structure of the Company

Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date on which the Capital Reorganization becoming effective, the share capital structure of the Company will be as follow:

	As at the Latest Practicable Date	**Immediately upon the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Subdivision becoming effective**	**Immediately upon the Capital Reduction and the Share Subdivision becoming effective**
Par value	HK$0.01 per Existing Share	HK$0.60 per Consolidated Share	HK$0.01 per New Share
Number of authorized Shares	10,000,000,000 Existing Shares	166,666,666 Consolidated Shares	10,000,000,000 New Shares
Amount of authorised share capital of the Company	HK$100,000,000	HK$100,000,000	HK$100,000,000
Number of issued Shares	7,748,958,120 Existing Shares	129,149,302 Consolidated Shares	129,149,302 New Shares
Amount of the issued share capital of the Company	HK$77,489,581.20	HK$77,489,581.20	HK$1,291,493.02

As at 31 December 2024, the Company recorded an audited accumulated loss of approximately HK$1,760,996,000. The Capital Reduction will involve a reduction of the par value of each issued Consolidated Share from HK$0.60 to HK$0.01, and a credit of HK$76,198,088.18 will arise as a result of the Capital Reduction and the aggregate nominal value of the issued share capital will become HK$1,291,493.02 upon the Capital Reduction becoming effective. Assuming that the amount of accumulated loss of the Company remains unchanged from 31 December 2024 to the date on which the Capital Reorganization becoming effective, the amount of accumulated loss of the Company will be reduced to approximately HK$1,684,797,912.

As at the Latest Practicable Date, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into any Existing Shares, Consolidated Shares or New Shares, as the case may be.

Upon the Capital Reorganization becoming effective, the New Shares will rank *pari passu* in all respects with each other and will have the rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company.

Other than the relevant expenses incurred and to be incurred and the credit arising from the Capital Reduction, which will be applied towards the accumulated losses of the Company, the implementation of the Capital Reorganization will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to the Shareholders who may otherwise be entitled. The Capital Reorganization will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders. The Directors are of the view that the Capital Reorganization will not have any material adverse effect on the financial position of the Group and is in the interest of the Company and the Shareholders as a whole.

Listing and Dealings

An application will be made by the Company to the Listing Committee for the granting of the listing of, and permission to deal in, the New Shares arising from the Capital Reorganization and all necessary arrangements will be made for the New Shares to be admitted into CCASS.

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

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

Reasons for the Capital Reorganization

Share Consolidation

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK$0.01 or HK$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities.

Further, the "Guide on Trading Arrangements for Selected Types of Corporate Actions" (the "**Guide**") issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in September 2024 has further stated that (i) market price of the securities at a level less than HK$0.10 each will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK$2,000.

For the past 6 months, the closing price of the Existing Shares has been ranging from HK$0.01 and HK$0.011 and is considered as extremity as referred to under Rule 17.76 of the GEM Listing Rules. Based on the closing price of HK$0.01 per Existing Share as quoted on the Stock Exchange as at the date of the Announcement, the Board resolved to propose the Capital Reorganization, resulting in the theoretical closing price of HK$0.60 per New Share (which will be higher than the extremity of HK$0.10 as mentioned in the Guide), with the view to complying with the trading requirements under the GEM Listing Rules and to facilitate trading activities.

The Board considers that the proposed Share Consolidation would bring about a corresponding upward adjustment in the trading price per Share on the Stock Exchange. Further, the Share Consolidation would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge minimum transaction costs for each securities trade. In view of the above reasons, the Board considers that the Share Consolidation is justifiable notwithstanding the potential costs and impact arising from the creation of odd lots to Shareholders. Accordingly, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

Capital Reduction and Share Subdivision

Upon the Share Consolidation becoming effective but before implementation of the Capital Reduction and Share Subdivision, the par value of the Shares will become HK$0.60 for each Consolidated Share.

Under the Companies Act, a company may not issue new shares at a discount to the par value of such shares. The Company is of the view that the prevailing par value of the Consolidated Shares restricts the Company from conducting further equity fundraising to address its financial issues.

The Capital Reduction and the Share Subdivision will keep the par value of the Shares at HK$0.01 for each New Share, which allows greater flexibility in the pricing for any issue of new Shares in the future. The credit arising from the Capital Reduction will be applied towards offsetting the accumulated losses of the Company. The Board considers that the Capital Reduction and the Share Subdivision will provide the Directors with greater flexibility to declare dividends and/or to undertake any corporate exercise which requires the use of distributable reserves in the future or issue new shares in the future, subject to the Company's financial performance and when the Board considers that it is appropriate to do so in the future, and therefore are beneficial to and in the interests of the Company and the Shareholders as a whole.

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

As at the Latest Practicable Date, save for the Capital Reorganization and the Change in Board Lot Size, the Company has no intention to carry out other corporate actions or arrangements that may affect the trading in the Shares, including share consolidation, share subdivision or change in board lot size, in the next twelve months. Nevertheless, the Company may conduct equity and/or fund-raising exercises as and when suitable fund-raising opportunities arise in order to support future development and operations of the Group. In light of the extremity of the price of the Existing Shares and in order to facilitate fund-raising activities by way of issuance of equity securities or convertible securities, the Company considers that it is desirable and necessary to carry out the Share Consolidation to raise the per share market price of the Existing Shares such that the Company can take advantage of the flexibility and ability to capture appropriate fund-raising opportunities in a timely manner. The Company may possibly carry out fund-raising exercises involving the issue of new securities. Notwithstanding that the size of such fund-raising exercises has not yet been ascertained, the carrying out of such fund-raising exercises is not expected to impact the board lot value of the New Shares in a way that would make it violate the trading requirements of the Stock Exchange or cause the trading price of the New Shares to fall below HK$0.10 per share. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lot size of 6,000 Existing Shares. Upon the Capital Reorganization becoming effective, the size of each board lot for trading on the Stock Exchange will be changed to 5,000 New Shares. Based on the closing price of HK$0.01 per Existing Share (equivalent to the theoretical closing price of HK$0.60 per New Share upon the Capital Reorganization becoming effective) as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the value of each board lot of 6,000 Existing Shares is HK$60; (ii) the estimated value of each board lot of 6,000 New Shares would be HK$3,600 assuming the Capital Reorganization had already been effective; and (iii) the estimated value of each board lot of 5,000 New Shares would be HK$3,000, assuming the Capital Reorganization had already been effective and the Change in Board Lot Size had also become effective.

Reasons for the Change in Board Lot Size

The Company noted that in December 2025, the Stock Exchange published the Consultation Paper on Board Lot Framework Enhancements in the Hong Kong Securities Market (the "**Consultation Paper**") and the consultation period is expected to end on 12 March 2026. The consultation proposes that, among other things, the Stock Exchange will implement standardization of board lot units, where listed issuers would have to select their board lot unit from a defined set of eight standardized board lot units: 1, 50, 100, 500, 1,000, 2,000, 5,000, and 10,000 share(s). The current board lot size of 6,000 Shares does not fall within the proposed eight standardized board lot units proposed by the Stock Exchange. As such, the Company would like to early adopt the proposed standardized of board lot units by taking the opportunity after the Share Reorganization becoming effective.

In addition, the Consultation Paper also proposes lowering the board lot value floor guidance level from HK$2,000 to HK$1,000. It is expected that the board lot value after the reduction of board lot size from 6,000 Existing Shares to 5,000 New Shares will be greater than HK$1,000 after taking into account the minimum transaction costs for a securities trade. In view of the prevailing trading price of the Existing Shares, the Board proposes to implement the Change in Board Lot Size together with the Capital Reorganization. The Change in Board Lot Size would enable the Company to comply with the new trading requirements proposed under the Consultation Paper. The Company also considers that the Change in Board Lot Size will maintain the trading amount for each board lot at a reasonable level and attract more investors and broaden the shareholder base of the Company. As such, the Board considers that the Change in Board Lot Size is beneficial to and in the interest of the Company and the Shareholders as a whole.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

The Consolidated Shares will be rounded down to a whole number and fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders. Such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers and may wish to consider the possibility of buying or selling the Shares in a number sufficient to make up an entitlement to receive a whole number of New Shares.

Arrangement on odd lots trading and matching services

In order to facilitate the trading of odd lots (if any) of the New Shares arising from the Capital Reorganization, Prudential Brokerage Limited has been appointed by the Company to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the New Shares to make up a full board lot, or to dispose of their holding of odd lots of the New Shares from 9:00 a.m. on Friday, 8 May 2026 to 4:00 p.m. on Friday, 29 May 2026 (both days inclusive). Shareholders who wish to take advantage of this service should contact Mr. Tam Cheuk Yiu at (852) 2143 3808 or at telephone number (852) 2143 3800 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of such period.

Holders of odd lots of the New Shares should note that the matching of the sale and purchase of odd lots of the New Shares is not guaranteed. Shareholders who are in any doubt about the odd lots trading arrangement are recommended to consult their own professional advisers.

Free exchange of share certificates

The new share certificates for the New Shares will be issued in blue colour in order to distinguish them from the share certificates for the Existing Shares which are in orange colour.

Subject to the Capital Reorganization becoming effective, the Shareholders may, on or after Thursday, 23 April 2026 until Tuesday, 2 June 2026 (both days inclusive), submit share certificates for the Existing Shares (in orange colour) to the Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the New Shares (in blue colour). Thereafter, certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK$2.50 (or such other amount as may be specified by the Stock Exchange from time to time) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Shares, whichever the number of certificates cancelled/issued is higher.

All existing certificates of the Shares will continue to be evidence of title to such Shares or New Shares (as the case may be) and be valid for delivery, trading and settlement purposes.

WARNING

Shareholders and potential investors of the Company should note that the Capital Reorganization is conditional upon satisfaction of conditions set out in the paragraph headed "Conditions of the Capital Reorganization" in this circular. Therefore, the Capital Reorganization may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

EGM

The notice of the EGM is set out on pages 19 to 22 of this circular. As at the Latest Practicable Date, to the extent that the Directors are aware and having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the resolution to approve, among other things, the Capital Reorganization of the Company at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend and vote at the EGM, you are requested to complete the form of proxy enclosed in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event at least 48 hours before the time appointed for holding the EGM (i.e. before 11:00 a.m. on Sunday 19 April 2026) or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the EGM or any adjournment or postponement thereof should you so wish and in such event, the form of proxy will be revoked by operation of law. An announcement will be made by the Company after the EGM of the results of the EGM.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the Shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 15 April 2026 to Tuesday, 21 April 2026 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for entitlement to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 14 April 2026.

GEM LISTING RULES REQUIREMENT

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the special resolution to be proposed at the EGM will be taken by way of poll. An announcement on the poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.sinofortune.hk) after the EGM.

COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, the controlling shareholders of the Company or any of their respective close associates (as defined under the GEM Listing Rules) has any interest in a business which competes or may compete with the business of the Group nor does any of them has or may have any other conflicts of interests with the Group.

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

Based on the above, the Directors consider that the Capital Reorganization is in the best interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant special resolution at the EGM.

Yours faithfully,
By order of the Board
Sinofortune Financial Holdings Limited
Wang Jiawei
Chairman

華億金控集團有限公司

SINOFORTUNE FINANCIAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 08123)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the "**EGM**") of Sinofortune Financial Holdings Limited (the "**Company**") will be held at 16/F, CMA Building, 64-66 Connaught Road Central, Hong Kong on Tuesday, 21 April 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

AS A SPECIAL RESOLUTION

1. "**THAT** subject to and conditional upon (i) the signing by the directors of the Company a solvency statement in accordance with the requirements of the Companies Act; (ii) registration by the Registrar of Companies in the Cayman Islands of a copy of the solvency statement and the minute containing the particulars required under the Companies Act with respect to the Capital Reduction (as defined below); and (iii) The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganization (as defined below), with effect from the date on which the aforesaid conditions are fulfilled (the "**Effective Date**"):

   (a) every 60 issued and unissued shares of the Company of a par value of HK$0.01 each be consolidated into one consolidated share (the "**Consolidated Shares**") of HK$0.60 each (the "**Share Consolidation**");

(b) immediately following the Share Consolidation, the issued share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK$0.59 on each of the issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK$0.60 to HK$0.01 (the "**Capital Reduction**") and the amount deemed to be paid up on each issued share of the Company shall be HK$0.01 each;

(c) immediately following the Capital Reduction, each of the authorized but unissued Consolidated Shares of a par value of HK$0.60 each (including those arising from the Capital Reduction) be subdivided (the "**Share Subdivision**" and together with the Share Consolidation and the Capital Reduction, the "**Capital Reorganization**") into 60 shares of a par value of HK$0.01 each (the "**New Shares**");

(d) all fractional entitlements to the New Shares resulting from the Share Consolidation be disregarded and will not be issued to holders of the same but all such fractional New Shares shall be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company may think fit;

(e) the New Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;

(f) immediately following the Capital Reorganization, the authorized share capital of the Company will be changed from HK$100,000,000 divided into 10,000,000,000 Existing Shares of a par value of HK$0.01 each to HK$100,000,000 divided into 10,000,000,000 New Shares of a par value of HK$0.01 each;

(g) the credit arising from the Capital Reduction be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction (the "**Offset**"); and

(h) the directors of the Company be and are hereby authorised to do all such acts and things and execute (under hand or as a deed and where appropriate, under the common seal of the Company) all such documents on behalf of the Company, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reorganization and the Offset."

By order of the Board
Sinofortune Financial Holdings Limited
Wang Jiawei
Chairman

Hong Kong, 27 March 2026

As at the date of this notice, the executive directors are Mr. Wang Jiawei and Ms. Lai Yuk Mui, the independent non-executive directors are Professor Zhang Benzheng, Mr. Li Jianxing, Professor Chen Shu Wen and Mr. Lee Kwun Kwan.

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one (or if holding two or more Shares, more than one proxy) to attend and vote in his stead. A proxy need not be a member of the Company.

2. To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at least 48 hours before the time appointed for the EGM (i.e. before 11:00 a.m. on 19 April 2026 (Sunday)) or any adjournment or postponement thereof.

3. In order to qualify for the right to attend and vote at the EGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on 14 April 2026 (Tuesday).

4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be revoked by operation of law.

5. The voting on the resolutions at the EGM will be conducted by way of a poll.

6. (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the EGM, the EGM will be postponed or adjourned in accordance with the articles of association of the Company, and shareholders of the Company will be informed of the date, time and venue of the postponed or adjourned EGM by an announcement posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

   (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled 4 hours before the time of holding of the EGM (i.e. at or before 7:00 a.m.) and where conditions permit, the EGM will be held as scheduled.

   (c) The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

   (d) After considering their own situations, shareholders should decide on their own whether or not they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

7. There will be no distribution of corporate gifts and no serving of refreshments.

8. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.