
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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Future Data Group Limited** (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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.

**FUTURE DATA GROUP LIMITED****未來數據集團有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 8229)**

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
RETIREMENT OF DIRECTOR AND
CHANGES IN COMPOSITION OF BOARD COMMITTEES,
PROPOSED RE-APPOINTMENT OF AUDITOR,
PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of the Company to be held at Room 1703, 17/F., Office Tower, Convention Plaza, No. 1 Harbour Road, Wan Chai, Hong Kong on Wednesday, 27 May 2026 at 11:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting 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. not later than 11:00 a.m. on Monday, 25 May 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of their publication and on the website of the Company at www.futuredatagroup.com.

5 May 2026

CHARACTERISTICS OF GEM

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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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DEFINITIONS

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 Room 1703, 17/F., Office Tower, Convention Plaza, No. 1 Harbour Road, Wan Chai, Hong Kong on Wednesday, 27 May 2026 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Close associates”	has the meaning ascribed to it under the GEM Listing Rules;
“Company”	Future Data Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange (Stock Code: 8229);
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended, supplemented or otherwise modified from time to time;
“Global Telecom”	Global Telecom Company Limited, a company incorporated in Korea with limited liability and is an indirect wholly-owned subsidiary of the Company;
“Gorgeous Real”	Gorgeous Real Investment Holding Limited (華置投資控股有限公司), a company incorporated in the British Virgin Islands with limited liability, which is beneficially wholly owned by Ms. Tao Hongxia, a non-executive Director and the chairlady of the Board;

DEFINITIONS

“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“KRW”	South Korea Won, the lawful currency of South Korea;
“Latest Practicable Date”	30 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“PRC”	the People’s Republic of China;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Issue Mandate”	the general mandate proposed to be granted to the Directors to allot, issue or deal with (including any sale or transfer of treasury Shares out of treasury) additional Shares of not exceeding 20% of the total number of issued shares of the Company (excluding any treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting;
“Share Repurchase Mandate”	the general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding any treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Substantial shareholders”	has the meaning ascribed to it under the GEM Listing Rules;
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time;
“Treasury Shares”	has the meaning ascribed to it under the GEM Listing Rules;
“Variant Wealth”	Variant Wealth Investment Development Limited (偉富投資發展有限公司), a company incorporated in the Republic of Seychelles with limited liability, which is beneficially wholly owned by Mr. Tao Guolin, the group general manager of the Company;
“%”	per cent.

LETTER FROM THE BOARD



FUTURE DATA GROUP LIMITED

未來數據集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8229)

Executive Directors:

Ms. Tuen Hei Ching

Mr. Lee Seung Han

Mr. Bai Yicong

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111 Cayman Islands

Non-executive Director:

Ms. Tao Hongxia (*Chairlady*)

*Head Office and Principal Place of
Business in Korea:*

Units A1304–1310, 13 Floor

150 Yeongdeungpo-ro

Yeongdeungpo-gu, Seoul, Korea

Independent Non-executive Directors:

Mr. Chan Kin Ming

Mr. Lam Chi Cheung Albert

Mr. Leung Louis Ho Ming

Dr. Liu Xiao

*Principal Place of Business in
Hong Kong:*

Room 1703, 17/F.

Office Tower, Convention Plaza

No. 1 Harbour Road

Wan Chai, Hong Kong

5 May 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
RETIREMENT OF DIRECTOR AND
CHANGES IN COMPOSITION OF BOARD COMMITTEES,
PROPOSED RE-APPOINTMENT OF AUDITOR,
PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of retiring Directors, retirement of Director and changes in composition of board committees; (ii) the re-appointment of auditor; and (iii) the granting to the Directors of the Share Repurchase Mandate and the Share Issue Mandate to repurchase Shares and to issue Shares respectively.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS, RETIREMENT OF DIRECTOR AND CHANGES IN COMPOSITION OF BOARD COMMITTEES

(a) Re-election of Retiring Directors and retirement of Director

In accordance with Articles 84(1) and 84(2) of the Articles of Association, Mr. Lam Chi Cheung Albert and Mr. Leung Louis Ho Ming shall retire at the Annual General Meeting. In addition, each of Ms. Tuen Hei Ching, Mr. Bai Yicong and Dr. Liu Xiao who have been appointed by the Board on 11 June 2025, 2 April 2026 and 8 April 2026, respectively, shall hold office until the conclusion of the forthcoming AGM pursuant to Article 83(3) of the Articles. Mr. Lam Chi Cheung Albert, Ms. Tuen Hei Ching, Mr. Bai Yicong and Dr. Liu Xiao, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Leung Louis Ho Ming will retire from his directorship with the Company due to personal affairs and other business engagements and will not offer himself for re-election. He will retire as an independent non-executive Director at the Annual General Meeting. Mr. Leung Louis Ho Ming has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the Stock Exchange and the Shareholders in relation to his retirement.

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 director(s) 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 or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

The Company has put in place a director nomination policy which sets out, among other things, the selection criteria (the “**Criteria**”) and the evaluation procedures in nomination of candidates to be appointed or re-appointed as Directors. The re-appointment of each of the Directors was recommended by the nomination committee of the Company, and the Board has accepted the recommendations following a review of their overall contribution and services to the Company including their attendance of Board meetings and general meetings, the level of participation and performance in the Board, and whether they continue to satisfy the Criteria.

LETTER FROM THE BOARD

Mr. Chan Kin Ming, Mr. Lam Chi Cheung Albert, Mr. Leung Louis Ho Ming and Dr. Liu Xiao, independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 5.09 of the GEM Listing Rules, and the nomination committee of the Company has assessed their independence. The Company considers Mr. Chan Kin Ming, Mr. Lam Chi Cheung Albert, Mr. Leung Louis Ho Ming and Dr. Liu Xiao are still independent in accordance with the independence guidelines as set out in the GEM Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

(b) Changes in Composition of Board Committees

Mr. Leung Louis Ho Ming will cease to be the chairman of nomination committee of the Company and a member of the audit committee of the Company upon his retirement as an independent non-executive Director at the conclusion of the Annual General Meeting.

Dr. Liu Xiao will be appointed as the chairman of nomination committee of the Company and a member of the audit committee of the Company with effect from the conclusion of the Annual General Meeting.

3. PROPOSED RE-APPOINTMENT OF AUDITOR

Prism Hong Kong Limited will retire as the independent auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment. The Board proposed to re-appoint Prism Hong Kong Limited as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

When determining the auditor's remuneration, factors such as (among others) the complexity of the Company's business and business plan, the expected scope of the audit, the audit schedule, the auditor's qualifications and experience, years of service, audit resources and expected workload, and market conditions for related services will be considered, and the audit fee will be further negotiated between the Company and the independent auditor on a fair and reasonable basis.

An ordinary resolution will be proposed at the Annual General Meeting to approve the re-appointment of Prism Hong Kong Limited as the auditor of the Company for the year ending 31 December 2026 and to hold office until the conclusion of the next annual general meeting of the Company. The fees payable to Prism Hong Kong Limited for providing audit and non-audit services to the Company for the year ending 31 December 2026 are estimated to be HK\$855,000 and HK\$60,000 respectively, which are determined through negotiations between both parties on a fair and reasonable basis, taking into account factors such as the Company's business scale, industry, complexity of accounting treatments, as well as the auditors required and anticipated workload.

LETTER FROM THE BOARD

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE AND ISSUE SHARES

On 10 June 2025, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to repurchase and issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting (i.e. a total of 55,068,000 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting);
- (b) the granting of the Share Issue Mandate to the Directors to allot, issue or deal with (including any sale or transfer of treasury Shares out of treasury) additional Shares of not exceeding 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting (i.e. a total of 110,136,000 Shares on the basis that no further Shares are issued (or transferred out of treasury) or repurchased between the Latest Practicable Date and the date of the Annual General Meeting); and
- (c) extension of the Share Issue Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

Each of the Share Repurchase Mandate and Share Issue Mandate, if granted, will continue in force until (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 or any applicable laws to be held; or (iii) the date on which the Share Repurchase Mandate or the Share Issue Mandate, as the case may be, is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earlier.

With reference to the Share Repurchase Mandate and Share Issue Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares (including to sell or transfer any treasury Shares out of treasury) pursuant thereto.

An explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 18 to 22 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules and the Articles of Association, 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. Therefore, all resolutions to be proposed at the Annual General Meeting will be voted by way of a poll by the Shareholders. An announcement on the poll results 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.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.futuredatagroup.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority 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 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. not later than 11:00 a.m. on Monday, 25 May 2026) or any adjournment thereof.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, retirement of Director and changes in composition of board committees, granting of the Share Repurchase Mandate and the Share Issue Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

By order of the Board
Future Data Group Limited
Tuen Hei Ching
Executive Director

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

- (1) **Ms. Tuen Hei Ching (段義澄) (“Ms. Tuen”)**, aged 32, was appointed as an Executive Director of our Group on 11 June 2025. She is concurrently serves as the director of the following subsidiaries of the Group: (i) Future Data China Holdings Limited (BVI); (ii) Future Data Space Limited (BVI); (iii) Digital Development Holdings Limited; (iv) Future Innovation Technology Holdings Limited; (v) Future Global Market Trading Limited; (vi) Future Data Space Technology Limited; and (vii) Data Space Investment Limited. Ms. Tuen is also a member of the Nomination Committee and Remuneration Committee of the Company, and one of the authorized representatives of the Company under the Listing Rules.

Ms. Tuen has been primarily responsible for corporate governance, investment management and corporate finance matters since her appointment as Vice President of the Group in April 2025. Following her appointment as an Executive Director of the Company on 11 June 2025, she has additionally taken on the responsibility of exploring and overseeing the development of the Group’s new business lines.

Ms. Tuen holds a Master of Social Sciences degree from The University of Hong Kong and a Master of Finance degree from The Hong Kong Polytechnic University.

Prior to joining the Group, Ms. Tuen has accumulated over eight years of extensive experience in corporate finance, investment management and business development. She previously held senior positions at various financial institutions, with proven expertise in investor relations, corporate financing, cross-border investment and strategic execution.

Ms. Tuen has entered into a service contract with the Company for a renewal term of three years commencing on 11 June 2026 and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other. She is also subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles of Association. The annual salary of Ms. Tuen under the service contract is HK\$960,000.00 and any increase of salary shall be subject to approval by the remuneration committee of the Company of the annual salary at the time of the relevant review. Ms. Tuen may be entitled to a bonus in respect of each financial year of the Company in an amount to be determined by the Board provided that the total amount of bonuses payable to all Directors in respect of each financial year shall not exceed 5% of the audited combined/consolidated profit after tax and minority interest (if any) for the relevant financial year.

As at the Latest Practicable Date, Ms. Tuen was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Tuen (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) has not held any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, there is no other matter concerning Ms. Tuen that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules.

- (2) **Mr. Bai Yicong** (白一聰) (“**Mr. Bai**”), aged 47, is an experienced director, screenwriter, and producer in the media and entertainment industry in the PRC. Mr. Bai graduated from the Department of Directing at the Central Academy of Drama (中央戲劇學院) in 2000.

Mr. Bai has extensive experience in film and television production and corporate management. Since 2014, he has served as the general manager of Shanghai Shili Film & TV Production Co., Ltd. (上海視驪影視製作有限公司), overseeing the production and operations of various television and digital media projects. Since 2016, Mr. Bai has served as the chairman, president, and controlling shareholder of Linghe Culture Media (Shanghai) Co., Ltd. (靈河文化傳媒(上海)有限公司), where he is responsible for the overall strategic planning and business development.

Mr. Bai has entered into a service contract with the Company for a initial term of three years commencing on 2 April 2026, which is, if no non-renewal notice is served by the Company, renewable automatically for successive terms of one year upon each expiry, unless terminated by not less than 1 months’ notice in writing served by either party on the other in accordance with the service contract. His appointment is subject to the retirement and re-election at the forthcoming annual general meeting of the Company and rotational retirement and re-election requirements at the subsequent annual general meetings of the Company pursuant to the articles of association of the Company. Pursuant to the service contract, Mr. Bai’s emolument will determined by the Board on the recommendation of the Remuneration Committee with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions. Mr. Bai will also be entitled to a discretionary bonus in respect of each financial year of the Company as the Board and the Remuneration Committee may determine.

As at the Latest Practicable Date, Mr. Bai was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Bai (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) has not held any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, there is no other matter concerning Mr. Bai that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules.

- (3) **Mr. Lam Chi Cheung Albert (林智祥) (“Mr. Lam”)**, aged 48, was appointed as our independent nonexecutive Director, the chairman of our Remuneration Committee and a member of each of our Audit Committee and Nomination Committee on 31 October 2022.

Mr. Lam has approximately 26 years of experience in the information and communication technology industry. Mr. Lam is a co-founder and the chief executive officer of NOVELTE ROBOTICS LIMITED, a company incorporated in Hong Kong which principally engages in the provision of robotics solutions and computer vision technology. He was the chief executive officer of EMBRAZZ DIGITAL TECHNOLOGY LIMITED* (北京啟燁數碼科技有限公司), a company established in the PRC with limited liability which principally engages in the design and development of online applications, from July 2017 to December 2019. From 2013 to 2017, Mr. Lam worked at PricewaterhouseCoopers with his last position being an associate director and was responsible for technology innovation and project planning. From August 2009 to August 2013, Mr. Lam worked at TOUCHMEDIA, a digital design house, with his last position being the general manager.

Mr. Lam obtained a degree of Master of Science in China Business Studies from The Hong Kong Polytechnic University in November 2004. In December 1999, Mr. Lam obtained a degree of Bachelor of Engineering in Industrial Management and Manufacturing Systems Engineering from The University of Hong Kong.

Mr. Lam has entered into a letter of appointment with the Company for an initial term of one year commencing on 31 October 2022. He is also subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles of Association. The annual remuneration of Mr. Lam under the letter of appointment is HK\$120,000.00 which may be subject to review annually by the Remuneration Committee. Mr. Lam is also entitled to a discretionary bonus to be determined by the Board in respect of the relevant financial year of the Company.

* For identification purposes only

As at the Latest Practicable Date, Mr. Lam was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lam (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) has not held any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, there is no other matter concerning Mr. Lam that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules.

- (4) **Dr. Liu Xiao (劉驍) (“Dr. Liu”)**, aged 43, is a renowned professor of ophthalmology and an interdisciplinary expert in the field of medical artificial intelligence (“AI”). Dr. Liu has over ten years of experience in clinical ophthalmology and AI-assisted diagnosis research, focusing on retinal diseases and myopia control. She has been dedicated to the development and clinical application of medical imaging AI, healthcare big data, and intelligent diagnostic systems.

Dr. Liu obtained her Master of Medicine at Central South University (中南大學) in 2008 and later obtained her Doctor of Medicine in Ophthalmology from The Second Xiangya Hospital of Central South University (中南大學湘雅二醫院) in 2013.

Dr. Liu has served in the Department of Ophthalmology at The Second Xiangya Hospital of Central South University since 2013, being appointed as an Associate Chief Physician in the Department of Ophthalmology at The Second Xiangya Hospital of Central South University in 2021 and an Associate Professor in the Department of Ophthalmology at The Second Xiangya Hospital of Central South University in 2022. Her professional career is marked by significant international academic engagement, including serving as a visiting scholar at the Department of Ophthalmology of Flinders University in Australia in late 2013, and a two-year tenure as a visiting scholar at the Department of Ophthalmology and Visual Sciences at the University of Louisville in the United States from November 2016 to October 2018.

Dr. Liu has entered into a letter of appointment with the Company for an initial term of two years commencing on 8 April 2026 unless terminated by not less than one month's notice in writing served by either party on the other. Dr. Liu's directorship in the Company is subject to retirement by rotation and re-election and other related provisions as stipulated in the articles of association of the Company and the GEM Listing Rules. Pursuant to her letter of appointment, Dr. Liu is entitled to a monthly director's fee of HK\$10,000, which was determined with reference to her background, qualifications, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Dr. Liu was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Liu (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) has not held any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, there is no other matter concerning Dr. Liu that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules.

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 550,680,000 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 55,068,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

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

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be. The Company will not purchase the Shares on GEM of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. IMPACT OF SHARE REPURCHASE

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 audited accounts contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share 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.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange during each of the previous 12 months were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
June 2025	0.375	0.250
July 2025	0.385	0.285
August 2025	0.640	0.330
September 2025	0.640	0.450
October 2025	0.620	0.500
November 2025	0.900	0.500
December 2025	0.730	0.475
January 2026	0.820	0.490
February 2026	0.750	0.510
March 2026	0.630	0.485
April 2026 (up to the Latest Practicable Date)	0.670	0.560

6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, 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 Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following substantial shareholders held interests in the Shares as follows:

Name of Shareholder	Capacity/Nature of interest	Number of Shares held	Approximate percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Share Repurchase Mandate is exercised in full
Gorgeous Real ^(Note 1)	Beneficial owner	192,411,750	34.94%	38.82%
Ms. Tao Hongxia ^(Note 1)	Interest in controlled corporation	192,411,750	34.94%	38.82%
Variant Wealth ^(Note 2)	Beneficial owner	50,000,000	9.07%	10.08%
Mr. Tao Guolin ^(Note 2)	Beneficial owner/Interest in controlled corporation	72,917,327	13.24%	14.71%
Ms. Han Lerong ^(Note 3)	Interest of spouse	72,917,327	13.24%	14.71%

Notes:

- (1) Gorgeous Real is beneficially and wholly owned by Ms. Tao Hongxia, the non-executive Director and the chairlady of the Board.
- (2) Variant Wealth is beneficially and wholly owned by Mr. Tao Guolin, a group general manager of the Company.

- (3) Ms. Han Lerong is the spouse of Mr. Tao Guolin. Ms. Han Lerong is deemed to be interested in all the Shares in which Mr. Tao Guolin is interested under Part XV of the SFO.

Ms. Tao Hongxia is the sister of Mr. Tao Guolin. As such, Ms. Tao Hongxia, Gorgeous Real (a company beneficially and wholly owned by Ms. Tao Hongxia) and Mr. Tao Guolin, Variant Wealth (a company beneficially and wholly owned by Mr. Tao Guolin) belong to a group of Shareholdings acting in concert under the Takeovers Code. As at the Latest Practicable Date, the Directors are not aware of any consequence which will arise under the Takeovers Code as a consequence of any repurchase to be made under the Share Repurchase Mandate.

The Directors do not propose or intend to repurchase Shares which could result in the number of Shares held by the public being reduced to less than 25% of the total issued Shares, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



FUTURE DATA GROUP LIMITED

未來數據集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8229)

NOTICE IS HEREBY GIVEN that an annual general meeting of Future Data Group Limited (the “**Company**”) will be held at Room 1703, 17/F., Office Tower, Convention Plaza, No. 1 Harbour Road, Wan Chai, Hong Kong on Wednesday, 27 May 2026 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To 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 December 2025.
2. To re-elect Ms. Tuen Hei Ching as an executive director of the Company.
3. To re-elect Mr. Bai Yicong as an executive director of the Company.
4. To re-elect Mr. Lam Chi Cheung Albert as an independent non-executive of the Company.
5. To re-elect Dr. Liu Xiao as an independent non-executive director of the Company.
6. To authorise the board of directors of the Company to fix the remuneration of directors of the Company.
7. To re-appoint Prism Hong Kong Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited the (“**GEM Listing Rules**”) and paragraph (b) of this resolution, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury Shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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

“THAT:

- (a) subject to compliance with the prevailing requirements of the GEM Listing Rules and paragraph (b) of this resolution, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury Shares out of treasury) and to make or grant

NOTICE OF ANNUAL GENERAL MEETING

offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as hereinafter defined) in accordance with all applicable laws, rules and regulations;

- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted, and treasury shares sold or transferred by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of options under a share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible persons of shares or rights to acquire shares of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares (including the sale or transfer of any treasury Shares out of treasury) 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, shall not exceed 20% of the total number of issued shares of the Company (excluding any treasury Shares) on the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

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

“**THAT** conditional upon the passing of the resolutions set out in items 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (including any sale or transfer of treasury Shares out of treasury) by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 8 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury Shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By order of the Board
Future Data Group Limited
Tuen Hei Ching
Executive Director

Hong Kong, 5 May 2026

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the GEM Listing Rules and the Company’s articles of association. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.
2. Any Shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy (who must be an individual) to attend and vote instead of him/her. A proxy need not be a Shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

NOTICE OF ANNUAL GENERAL MEETING

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, 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 not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Thursday, 21 May 2026 to Wednesday, 27 May 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, unregistered holders of shares of the Company shall ensure that all transfer documents 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 for registration not later than 4:30 p.m. on Wednesday, 20 May 2026.