THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited ("**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.

FAMOUS TECH INTERNATIONAL HOLDINGS LIMITED
名科國際控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 8100)

(1) PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES; (2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS; (3) PROPOSED RE-APPOINTMENT OF THE AUDITORS; (4) PROPOSED AMENDMENTS OF EXISTING BYE-LAWS; AND (5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 10:00 a.m. on Tuesday, 2 June 2026 at Room A, 3/F, OfficePlus@SheungWan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong, is set out on pages AGM-1 to AGM-7 of this circular. A form of proxy for use by the Shareholders at the AGM is published on the website of the Stock Exchange and that of the Company.

Shareholders can appoint proxies to attend, speak and vote in their stead at the AGM by completing a valid proxy form and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 10:00 a.m. (Hong Kong time) on Sunday, 31 May 2026 or not less than 48 hours before the time appointed for holding any adjourned or postponed AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment or postponement thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for a minimum period of seven days from the date of its publication and on the Company's website at www.famoustech.com.hk.

8 May 2026

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 Main Board of the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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

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NOTICE OF AGM AGM-1

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

"AGM"	the annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 2 June 2026 at Room A, 3/F, OfficePlus@SheungWan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong, the notice of which is set out on pages AGM-1 to AGM-7 of this circular
"Board"	the board of Directors
"Bye-laws"	the third amended and restated bye-laws of the Company currently in force
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"close associate(s)"	has the meaning ascribed thereto in the GEM Listing Rules
"Companies Act"	the Companies Act 1981 of Bermuda (as amended and supplemented from time to time)
"Company"	Famous Tech International Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on GEM
"connected person(s)"	has the meaning ascribed thereto in the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued or otherwise dealt with under the General Mandate
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM

"General Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to an amount equal to 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution numbered 5 in the notice convening the AGM
"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
"Latest Practicable Date"	4 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"New Bye-laws"	the fourth amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments
"PRC"	the People's Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"Proposed Amendments"	the proposed amendments to the Bye-laws as set out in Appendix III to this circular
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares, which shall not exceed 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution numbered 4 in the notice convening the AGM
"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 share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
"treasury share(s)"	has the meaning ascribed thereto in the GEM Listing Rules
"%"	per cent.

FAMOUS TECH INTERNATIONAL HOLDINGS LIMITED
名科國際控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 8100)

Executive Directors:
Mr. Wong Jing Shong *(Chairman)*
Mr. Lau Siu Cheong *(Chief Executive Officer)*

Independent non-executive Directors:
Mr. Chan Yung, *SBS, BBS, JP*
Mr. Cheng Hong Kei
Ms. Wong Chi Yan

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business in Hong Kong:
Room 1501-3, 15/F., Centre Point
181-185 Gloucester Road
Wanchai
Hong Kong

8 May 2026

To the Shareholders

Dear Sir or Madam

(1) PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES; (2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS; (3) PROPOSED RE-APPOINTMENT OF THE AUDITORS; AND (4) PROPOSED AMENDMENTS OF EXISTING BYE-LAWS

1. INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding (i) the proposed grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; (ii) the proposed re-election of the retiring Directors; (iii) the proposed re-appointment of the auditors and (iv) the Proposed Amendments and the adoption of the New Bye-laws.

2. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

The general mandates previously granted to the Directors to repurchase and issue Shares by the Shareholders at the annual general meeting of the Company held on 9 May 2025 will expire at the conclusion of the AGM. 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 AGM to approve the grant of new general mandates to the Directors:

(a) to repurchase Shares on the Stock Exchange of up to 10% of the total number of issued Shares (excluding treasury shares, if any) on the date of passing of such resolution (i.e. 44,444,823 Shares) assuming that the total number of Shares in issue remains the same at 444,448,237 Shares from the Latest Practicable Date up to the date of passing such resolution;

(b) to allot, issue or deal with Shares (including sale or transfer of treasury shares, if any) of up to 20% of the total number of issued Shares (excluding treasury shares, if any) on the date of passing of such resolution (i.e. 88,889,647 Shares) assuming that the total number of Shares in issue remains the same at 444,448,237 Shares from the Latest Practicable Date up to the date of passing such resolution; and

(c) to extend the General Mandate by the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the General Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages AGM-1 to AGM-7 of this circular.

The Company may only use the General Mandate for the sale or transfer of treasury shares after the Proposed Amendments are approved by the Shareholders at the AGM.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Bye-law 84 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, 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 least once every three years. As such, Mr. Wong Jing Shong and Ms. Wong Chi Yan will retire and each of them, being eligible, will offer himself/herself for re-election at the AGM.

Recommendations to the Board for the proposal for re-election of each of Mr. Wong Jing Shong and Ms. Wong Chi Yan as a Director was made by the nomination committee of the Board, after considering the potential contribution each relevant Director can bring to the Board in terms of qualification, skills, experience, independence and diversity in accordance with the director nomination policy of the Company, taking into account the relevant director's biographical information and background, and considering various factors including but not limited to gender, age, cultural and educational background and professional experience as set out in the board diversity policy of the Company.

Particulars of Mr. Wong Jing Shong and Ms. Wong Chi Yan are set out in Appendix II to this circular.

4. PROPOSED RE-APPOINTMENT OF THE AUDITORS

Subject to the passing of the ordinary resolution for the re-appointment of RSM Hong Kong as the auditors, the estimated audit fee payable to RSM Hong Kong for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2026 is expected to be in the range of approximately HK$1.1 million to HK$1.2 million (exclusive of out-of-pocket expenses).

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and RSM Hong Kong, taking into account, among other things, the size, nature and complexity of the Group's business operations, the expected scope of the audit (covering the consolidated financial statements prepared in accordance with HKFRS Accounting Standards), the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit.

Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

5. PROPOSED AMENDMENTS OF EXISTING BYE-LAWS

The Board proposes to make the Proposed Amendments in order to update and bring the Bye-laws in line with the latest regulatory requirements of the GEM Listing Rules in respect of (i) enabling the Shareholders to give instructions, receive corporate action proceeds and pay subscription monies for offers to subscribe for new securities by electronic means; (ii) the implementation of the Uncertificated Securities Market; and (iii) make other consequential and housekeeping amendments, as well as update certain provisions with reference to the latest applicable laws of Bermuda and the GEM Listing Rules. In view of the Proposed Amendments, the Board proposes to adopt the New Bye-laws in substitution for, and to the exclusion of, the Bye-laws.

Details of the Proposed Amendments are set out in Appendix III to this circular.

The Proposed Amendments and the adoption of the New Bye-laws is subject to the approval of the Shareholders by way of a special resolution at the AGM, and will become effective after the conclusion of the AGM.

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

The Proposed Amendments and the New Bye-laws are prepared in the English language. The Chinese translation thereof is for reference only and in case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

6. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages AGM-1 to AGM-7 of this circular. At the AGM, resolutions will be proposed to approve, the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate, the re-election of the retiring Directors, the re-appointment of the auditors and the Proposed Amendments and the adoption of the New Bye-laws. In compliance with the GEM Listing Rules, all resolutions will be voted on by way of a poll at the AGM.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder was required to abstain from voting on the resolutions to be proposed at the AGM.

A form of proxy for use at the AGM is published on the website of the Stock Exchange and that of the Company. Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 10:00 a.m. (Hong Kong time) on Sunday, 31 May 2026 or not less than 48 hours before the time appointed for holding any adjourned or postponed AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment or postponement thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

Closure of register of members

To ascertain a member's entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 28 May 2026 to Tuesday, 2 June 2026 (both days inclusive), during which no transfer of Shares will be registered. The record date for determining the eligibility to attend the AGM will be on Tuesday, 2 June 2026. In order to qualify for the entitlement to attend and vote at the AGM, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Wednesday, 27 May 2026.

7. 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.

8. RECOMMENDATION

The Directors consider that the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate, the re-election of the retiring Directors, the re-appointment of the auditors, the Proposed Amendments and the adoption of the New Bye-laws are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate), Appendix II (Details of the retiring Directors proposed to be re-elected at the AGM) and Appendix III (Amendments brought about by the New Bye-laws) to this circular.

Yours faithfully,
On behalf of the Board
Famous Tech International Holdings Limited
Wong Jing Shong
Chairman and Executive Director

The following is an explanatory statement required by the GEM Listing Rules to be sent to all the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 444,448,237 Shares, and the Company did not hold any treasury shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the AGM in respect of the grant of the Repurchase Mandate and assuming that the total number of Shares in issue remains the same at 444,448,237 Shares from the Latest Practicable Date up to the date of passing such resolution, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 44,444,823 Shares, representing approximately 10% of the number of issued Shares as at the date of the AGM.

2. REASONS FOR REPURCHASE OF SHARES

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

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company may either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

If there are any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of continuance and the Bye-laws, the Companies Act, the laws of Bermuda and/or other applicable laws, as the case may be.

The Companies Act provides that a company may only repurchase its own shares out of capital paid up on its shares to be repurchased, or out of funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made by the company for the purpose of the repurchase. Any amount of premium payable on a repurchase over the par value of the shares may only be effected out of either funds of the company that would otherwise be available for dividend or distribution, or out of the company's share premium account. Further, such repurchase may not be made if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the company is, or after the repurchase would be, unable to pay its liabilities as they become due.

4. IMPACT OF REPURCHASES

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 latest audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2025) in the event that the 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 Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing position which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention to sell any Shares to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, nor has he/she/it undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

6. CONFIRMATION

The Directors confirm that they will exercise the power of the Company to make repurchases of the Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and all the applicable laws of Bermuda, and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

7. TAKEOVERS CODE IMPLICATIONS

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

The Directors are not aware of any Shareholder or a group of Shareholders acting in concert who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

8. GENERAL

In the six months preceding the Latest Practicable Date, the Company had not repurchased any Share on the Stock Exchange or otherwise.

9. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in the last 12 months are as follows:

Month	Highest	Lowest
	HK$	*HK$*
2025		
May	0.225	0.159
June	0.172	0.160
July	0.162	0.101
August	0.270	0.100
September	0.335	0.255
October	0.265	0.216
November	0.335	0.172
December	0.355	0.230
2026		
January	0.425	0.255
February	0.400	0.340
March	0.320	0.255
April	0.250	0.237

The following are the particulars of Mr. Wong Jing Shong and Ms. Wong Chi Yan who will retire by rotation at the AGM and each of them, being eligible, will offer himself/herself for re-election:

EXECUTIVE DIRECTOR

(1) Mr. Wong Jing Shong ("Mr. Wong")

Mr. Wong, aged 35, has been appointed as an executive Director and the Chairman of the Board since October 2018. He is the controlling Shareholder of the Company. Mr. Wong is a member of the 13th Guangxi Zhuang Autonomous Region Committee of The Chinese People's Political Consultative Conference. He obtained a Bachelor's Degree of Science in Mathematics from the King's College London in the United Kingdom in August 2014. After graduation, Mr. Wong undertook training at Legend Capital Co., Ltd. 君聯資本管理股份有限公司, a company engaging in venture capital business in the PRC, from October 2014 to October 2015. He has been the director of Aerophant Capital Management Co., Ltd. 飛象資本管理有限公司, a company engaging in venture capital business, since June 2018. Mr. Wong is a director of CONCORD-LINKED LIMITED 協盟有限公司 ("**CONCORD**") and a number of its subsidiaries (collectively, the "**CONCORD Group**"). As at 31 December 2025, he was interested in 100% interests in CONCORD. In addition, as at 31 December 2025, Mr. Wong was also one of the ultimate beneficial owners of a group of companies ("**EPRO Software Group**"). The CONCORD Group and the EPRO Software Group are principally engaged in the provision of professional I.T. contract and maintenance services.

Pursuant to the letter of appointment entered into between the Company and Mr. Wong, Mr. Wong would serve as an executive Director of the Company for a term of three years commencing on 29 October 2024, unless terminated by either party by at least three months' notice (unless otherwise consented to by the Company) and is subject to retirement from office and re-election in accordance with the Bye-laws. Mr. Wong is entitled to a monthly salary of HK$124,000 and discretionary bonus, which was determined by the Board with reference to his background, experience, duties and responsibilities within the Group and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wong was a controlling Shareholder (having the meaning ascribed to it in the GEM Listing Rules) by virtue of his interest in 333,336,177 Shares, representing approximately 75% of the issued share capital of the Company. Save as disclosed above, Mr. Wong did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Wong (i) did not hold other positions with the Company or other members of the Group; (ii) did not hold any other major appointments and professional qualifications; and (iii) did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Wong does not have any relationship with any Director, senior management, substantial Shareholders or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules).

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

INDEPENDENT NON-EXECUTIVE DIRECTOR

(2) Ms. Wong Chi Yan ("Ms. Wong")

Ms. Wong Chi Yan, aged 44, has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee with effect from 19 April 2022. She was awarded a Bachelor of Business Administration degree in Accounting from The Hong Kong Baptist University in December 2003. She was further awarded a Master of Laws degree in International Corporate and Financial Law from The University of Wolverhampton in the United Kingdom in November 2016.

Ms. Wong is an associate member of The Hong Kong Institute of Certified Public Accountants and an associate of each of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. Ms. Wong has extensive experience in auditing, accounting and finance as well as mergers and acquisitions.

Ms. Wong has been currently serving as an independent non-executive director for the following public companies listed in Hong Kong, namely (i) Success Dragon International Holdings Limited (stock code: 1182), the shares of which are listed on the Main Board of the Stock Exchange and (ii) Amasse Capital Holdings Limited (stock code: 8168), the shares of which are listed on GEM.

Ms. Wong served as an independent non-executive director for (i) Hong Kong ChaoShang Group Limited (now known as Modern Innovative Digital Technology Company Limited) (stock code: 2322), the shares of which are listed on the Main Board of the Stock Exchange, from September 2023 to December 2023 and (ii) China Hongbao Holdings Limited (stock code: 8316), the shares of which are listed on GEM of the Stock Exchange, from January 2021 to March 2026. Ms. Wong was also the company secretary and authorised representative of (i) China Properties Investment Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 736), from February 2018 to September 2023 and (ii) Dufu Liquor Group Limited (formerly known as China Environmental Energy Investment Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 986), from July 2023 to August 2023.

Pursuant to the letter of appointment entered into between the Company and Ms. Wong, Ms. Wong would serve as an independent non-executive Director for a term of three years commencing on 19 April 2025 and is subject to retirement from office and re-election in accordance with the Bye-laws. Ms. Wong is entitled to a director's fee of HK$180,000 per annum, which was determined by the Board with reference to her background, qualifications, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Wong did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Ms. Wong (i) did not hold other positions with the Company or other members of the Group; (ii) did not hold any other major appointments and professional qualifications; and (iii) did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Ms. Wong does not have any relationship with any Director, senior management, substantial Shareholders or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules).

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

The following are the Proposed Amendments to the Bye-laws of the Company brought about by the adoption of the New Bye-laws. Unless otherwise specified, clauses, paragraphs and bye-law numbers referred to herein are clauses, paragraphs and bye-law numbers of the Bye-laws of the Company.

THE BYE-LAWS

Bye-law No.	**Proposed Amendments (showing changes to the Bye-laws of the Company)**

1. In these Bye-laws, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

WORD	MEANING
"address"	for the purposes of these Bye-laws, "address" includes an electronic address unless the Act or the GEM Listing Rules require a postal address.
"ASR Code"	the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time.
"Central Clearing and Settlement System"	the Central Clearing and Settlement System operated by HKSCC.
"Electronic System"	any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system.
"HKSCC"	the Hong Kong Securities Clearing Company Limited.
"HK Stock Exchange"	The Stock Exchange of Hong Kong Limited.

Bye-law No.	Proposed Amendments (showing changes to the Bye-laws of the Company)	
	"Notice"	written notice unless otherwise specifically stated ~~and as further defined in these Bye-laws~~in these Bye-laws and, where the context so requires, shall include any other document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the GEM Listing Rules) or communication to be served, issued, or given by the Company under these Bye-laws or pursuant to applicable laws and regulations, including the GEM Listing Rules and/or the rules and regulations of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.
	"Register"	the principal register of Members and where applicable, any branch register of Members including any branch register maintained in Hong Kong, to be kept pursuant to the provisions of the Act, and it shall include, where relevant, the register of holders as defined in the USM Rules.
	"Securities and Futures Ordinance"	the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time.
	"SFC"	the Securities and Futures Commission of Hong Kong.
	"treasury shares"	shares repurchased and held by the Company in treasury as authorized by the Act and shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the HK Stock Exchange.
	"Uncertificated"	a share or other security of the Company that is not evidenced by a certificate and is recorded in the Register as being held in Uncertificated form, including through Electronic System, UNSRT System, any other electronic system or clearing house.

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	"UNSRT System"	an Uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters.
	"USM Rules"	the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) as amended from time to time.

2. (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, ~~and~~ including ~~where the representation takes the form of~~ electronic writing or display (such as digital documents or electronic communications), provided that both the mode of service of the relevant document or Notice and the Member's election comply with all applicable Statutes, rules and regulations;

(r) where a Member is a corporation, any reference in these Bye-laws to a Member shall, where the context requires, refer to a duly authorised representative of such Member; ~~and~~

(s) unless the context otherwise requires, any reference to "print", "printed", or "printed copy" and "printing" shall be deemed to include electronic versions or electronic copies; ~~for the purpose of these Bye-laws, all treasury shares of the Company (whether as defined under the Act or the GEM Listing Rules) shall not carry any voting rights.~~

Bye-law No.	Proposed Amendments (showing changes to the Bye-laws of the Company)
	(t) any reference to the term "place" within these Bye-laws shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a "place" for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a "place" in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a "place" shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term "place" is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and
	(u) all voting rights referred to in these Bye-laws shall exclude the voting rights attached to treasury shares.
3.	(2) Subject to the Act, the Company's memorandum of continuance and these Bye-laws and, where applicable, the GEM Listing Rules and/or the rules and regulations of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares (including its redeemable shares) for cancellation or to be held as treasury shares, and such power shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit without the need for a separate resolution of the Board for each instance.
10.	Subject to the Act and without prejudice to Bye-law 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class (excluding treasury shares) or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class (excluding treasury shares). To every such separate general meeting all the provisions of these Bye-laws relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:

Bye-law No.	Proposed Amendments (showing changes to the Bye-laws of the Company)

(a) the necessary quorum (including at an adjourned or postponed meeting) shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class (excluding treasury shares); and

12. (1) Subject to the Act, these Bye-laws, any direction that may be given by the Company in general meeting and, where applicable, the GEM Listing Rules and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members ~~or others~~ with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable or that based on legal opinions provided by legal advisers, the Board considers it necessary or expedient not to offer the shares to such Members on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of Members for any purpose whatsoever.

Bye-law No.	Proposed Amendments (showing changes to the Bye-laws of the Company)
18.	Every person whose name is entered as a Member in the Register shall be entitled to hold their shares in Uncertificated form through the Electronic System, in compliance with the GEM Listing Rules and other relevant regulations. The Company shall not be required to issue a certificate for any share held in Uncertificated form unless required by law. A statement or confirmation from the relevant Electronic System or electronic Register shall be sufficient evidence of title to Uncertificated shares. Where Shares are held in certificated form, ~~E~~every person whose name is entered, upon an allotment of shares, as a Member in the Register shall be entitled, without payment, to receive one certificate for all such shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate after the first of such reasonable out-of-pocket expenses as the Board from time to time determines. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in Uncertificated form, including electronic processes for corporate actions, as required by the Uncertificated securities market regime of the HK Stock Exchange.
19.	Where ~~S~~share certificates are issued, they shall be issued within ~~the relevant~~ any time limit ~~as~~ prescribed ~~in~~ by the Act, the ASR Code or ~~as~~ the Designated Stock Exchange ~~may from time to time determine~~, whichever is the shorter, if such a time limit is applicable, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.
20.	(1) Upon every transfer of shares the certificate held by the transferor (if one has been issued) shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and (where the shares are not participating securities for the purpose of the USM Rules) a new certificate shall upon request by the transferee be issued to the transferee in respect of the shares transferred to him at such fee as is provided in paragraph (2) of this Bye-law. If any of the shares included in the certificate so given up shall be retained by the transferor (where the shares are not participating securities for the purpose of the USM Rules) a new certificate for the balance shall be issued to him upon his request at the aforesaid fee payable by the transferor to the Company in respect thereof.

Bye-law No.	Proposed Amendments (showing changes to the Bye-laws of the Company)
	(2) The fee referred to in paragraph (1) above shall be an amount not exceeding the relevant maximum amount as the Designated Stock Exchange may from time to time determine or, where applicable, prescribed by the ASR Code provided that the Board may at any time determine a lower amount for such fee.
21.	If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request (where the shares are not participating securities for the purpose of the USM Rules) and on payment of such fee as the Designated Stock Exchange may determine or, where applicable, prescribed by the ASR Code to be the maximum fee payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed.
43.	(3) The Register may be maintained in electronic form and may reflect holdings in both certificated and Uncertificated form provided that it must be readily retrievable and capable of being printed or exported. The Company may integrate the Register with any Electronic System.
44.	The Register ~~and branch register of Members, as the case may be,~~ shall be open to inspection ~~between 10 a.m. and 12 noon~~ for at least two (2) hours during business hours by members of the public and holders of Prescribed Securities (as defined in the USM Rules) without charge at the Office or such other place at which the Register is kept in accordance with the Act. The Register including any overseas or local or other branch register of Members may, after Notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means (electronic or otherwise) in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed for inspection at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.

Bye-law No.	Proposed Amendments (showing changes to the Bye-laws of the Company)
45.	(a) determining the Members entitled to receive any dividend, distribution, allotment or issue; and
46.	(1) Subject to these Bye-laws, any Member may transfer all or any of his shares in any manner permitted by and in accordance with the GEM Listing Rules or by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time. (2) Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with applicable laws and the GEM Listing Rules that are or shall be applicable to such listed shares. The Register in respect of listed shares may be kept by recording the particulars required by Section 65 of the Act in a form otherwise than legible if such recording otherwise complies with applicable laws and the GEM Listing Rules that are or shall be applicable to such listed shares.
47.	Subject to the Act and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, transfers of shares may be effected in Uncertificated form through the Electronic System, including the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Designated Stock Exchange or the SFC, without the need for a written instrument of transfer in accordance with the rules and procedures of the Electronic System. The Company shall not be responsible for any delay or failure in the Electronic System unless caused by its own default. For certificated shares, ~~T~~the instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. Without prejudice to Bye-law 46, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Bye-laws shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.

Bye-law No.	Proposed Amendments (showing changes to the Bye-laws of the Company)
49.	(b) if applicable, the instrument of transfer is in respect of only one class of share;
	(c) for certificated shares, the instrument of transfer is lodged at the Office or such other place in Bermuda at which the Register is kept in accordance with the Act or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
58.	The Board may whenever it thinks fit call special general meetings, and any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding treasury shares) carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held ~~in the form of a physical meeting only and~~ within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may ~~convene such physical meeting at only one location which will be the Principal Meeting Place~~ do so in the same manner in accordance with the provisions of Section 74(3) of the Act.
64.	Subject to Bye-law 64C, the chairman may (without the consent of the meeting) or shall at the direction of the meeting at which a quorum is present, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) ~~as the meeting shall determine~~, but no business shall be transacted at any adjourned ~~or postponed~~ meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Bye-law 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting ~~and the general nature of the business to be transacted~~. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.

Bye-law No.	Proposed Amendments (showing changes to the Bye-laws of the Company)
64A.	(2) All general meetings are subject to the following ~~and, where appropriate, all references to a "Member" or "Members" in this sub-paragraph (2) shall include a proxy or proxies respectively~~:
	(b) Members present in person or by proxy at a Meeting Location and/or Members ~~attending and~~ participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
	(d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, ~~unless otherwise stated in the Notice,~~ the provisions of these Bye-laws concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.
64E.	(a) when a meeting is so postponed, the Company shall endeavour to post a ~~notice~~ Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a ~~notice~~ Notice shall not affect the automatic postponement of ~~such~~ a meeting);
	(c) when a meeting is postponed or changed in accordance with this Bye-law, subject to and without prejudice to Bye-law 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-laws not less than 48 hours before the time of the postponed ~~or changed~~ meeting; and

Bye-law No.	Proposed Amendments (showing changes to the Bye-laws of the Company)
	(d) ~~notice~~ Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.
76.	The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and (i) if in writing but not contained in an electronic communication, signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer, attorney or other person authorised to sign the same; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointor, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine. ~~The instrument appointing a proxy shall be in such form as the Board may determine and in the absence of such determination, shall be in writing signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer, attorney or other person authorised to sign the same~~. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
81.	(2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) ~~in respect of the number and class of shares specified in the relevant authorisation~~ including the right to speak and vote and, where a show of hands is allowed, the right to vote individually on a show of hands.

Bye-law No.	Proposed Amendments (showing changes to the Bye-laws of the Company)
83.	(4) The Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove a Director (including a managing or other executive Director) at any time before the expiration of his term of office notwithstanding anything to the contrary in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.
84.	(1) Notwithstanding any other provisions in the Bye-laws, 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. (2) A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Bye-law 83(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Bye-law No.	Proposed Amendments (showing changes to the Bye-laws of the Company)
100.	(2) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than the ~~such~~ chairman of the meeting) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.
149.	Subject to Section 88 of the Act and Bye-law 150, a copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the annual general meeting and laid before the ~~Company~~ Members at the annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.
152.	(1) Subject to Section 88 of the Act, at the annual general meeting or at a subsequent special general meeting in each year, the Members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting of the Company~~Members appoint another auditor~~. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.

Bye-law No.	Proposed Amendments (showing changes to the Bye-laws of the Company)
158.	(1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the GEM Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing ~~or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication~~ and, subject to compliance with the GEM Listing Rules, the Statutes and any other applicable laws, rules and regulations from time to time in force, any such Notice and document may be given or issued by the following means: (d) by placing an advertisement in appointed newspapers (as defined in the Act) or other publication and where applicable in newspapers published daily and circulating generally in the territory of and~~,~~ in accordance with the requirements of the Designated Stock Exchange; or
159.	(d) if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears; and (e) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof.~~; and~~ ~~(e) if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.~~

Bye-law No.	Proposed Amendments (showing changes to the Bye-laws of the Company)
160.	(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or ~~(until such electronic or postal address has been so supplied)~~ by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
	ELECTRONIC PAYMENTS AND INSTRUCTIONS
167.	To the extent permitted by applicable law and unless otherwise restricted or prohibited by the GEM Listing Rules, the Company shall: (a) accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to "actionable corporate communications" within the meaning ascribed thereto under the GEM Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine; (b) accept payment from Members and its securities holders by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate, if the Company makes an offer to Members and its securities holders to subscribe for any new securities; and

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(c) pay any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.

UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES

168. The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in Uncertificated form through electronic means, including via the Electronic System. The Company may adopt any technology, system, or method for the issuance, holding, and transfer of shares or securities, whether currently existing or developed in the future, provided such adoption complies with applicable law and regulations. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the uncertificated securities market regime. Any provisions in these Bye-laws relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the Statutes and other applicable laws, rules and regulations.

FAMOUS TECH INTERNATIONAL HOLDINGS LIMITED
名科國際控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 8100)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("**AGM**") of Famous Tech International Holdings Limited ("**Company**") will be held at 10:00 a.m. on Tuesday, 2 June 2026 at Room A, 3/F, OfficePlus@SheungWan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors ("**Directors**") and the auditors of the Company for the year ended 31 December 2025.

2. To pass the following resolutions, each as a separate resolution:

   (a) To re-elect Mr. Wong Jing Shong as an executive Director;

   (b) To re-elect Ms. Wong Chi Yan as an independent non-executive Director; and

   (c) To authorise the board of Directors ("**Board**") to fix the remuneration of Directors.

3. To re-appoint RSM Hong Kong as the auditors of the Company and to authorise the Board to fix its remuneration.

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

"**THAT**:

(a) subject to paragraph (b) below, the exercise by the directors of the Company ("**Directors**") during the Relevant Period (as defined below) of all powers of the Company to repurchase (or agree to repurchase) its shares in the capital of the Company on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong ("**SFC**") and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the number of the issued shares of the Company (excluding treasury shares, if any) on the date of the passing of this resolution and the said approval shall be limited accordingly;

(c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same; and

(d) 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 bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable laws of Bermuda to be held; or

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

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

"**THAT**:

(a) subject to paragraph (c) below, the exercise by the directors of the Company ("**Directors**") during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (including sale or transfer of treasury shares, if any) and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options, including warrants to subscribe for shares, during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of: (i) a Rights Issue (as defined below); or (ii) the exercise of any option granted under any share option scheme or similar arrangements adopted by the Company; or (iii) any scrip dividend scheme or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants, convertible bonds, debentures, notes or any securities issued by the Company which are convertible into shares of the Company, shall not exceed the aggregate of:

(aa) 20 per cent. of the total number of issued shares of the Company (excluding treasury shares, if any) on the date of the passing of this resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued shares of the Company (excluding treasury shares, if any) on the date of the passing of that separate resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

(d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of shares subject to the limit set out in paragraph (c) above as a percentage of the total number of shares of the Company in issue immediately before and after such consolidation or subdivision shall be the same; and

(e) 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 bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable laws of Bermuda to be held; and

(iii) the passing of an ordinary resolution by 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, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors to holders of Shares whose names appear on the Company's register of members on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).

Any reference to an allotment, issue, grant, or offer of shares shall include the sale or transfer of shares held in treasury (including to satisfy any obligation upon the conversion or exercise of any warrants, options or other securities giving rights to subscribe for shares) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations."

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

"**THAT** conditional upon the passing of resolutions numbered 4 and 5 set out in the notice convening this meeting ("**Notice**"), the general mandate referred to in the resolution numbered 5 of the Notice be and is hereby extended by the addition to the number of shares of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to or in accordance with such general mandate of the number of shares of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 4 of the Notice."

SPECIAL RESOLUTION

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

"**THAT** the fourth amended and restated bye-laws of the Company (incorporating and consolidating the proposed amendments to the existing bye-laws of the Company, the details of which are set out in Appendix III to the circular of the Company dated 8 May 2026) ("**Fourth Amended and Restated Bye-laws**"), a copy of which has been produced to this meeting and marked "A" and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the new bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect after the close of this meeting, and any one Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to implement the adoption of the Fourth Amended and Restated Bye-laws."

Yours faithfully
On behalf of the Board
Famous Tech International Holdings Limited
Wong Jing Shong
Chairman and Executive Director

Hong Kong, 8 May 2026

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business in Hong Kong:
Room 1501-3, 15/F., Centre Point
181-185 Gloucester Road
Wanchai
Hong Kong

Notes:

1. All resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited ("**GEM Listing Rules**") and 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 member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

4. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 10:00 a.m. (Hong Kong time) on Sunday, 31 May 2026 or not less than 48 hours before the time appointed for holding any adjourned or postponed AGM.

5. Where there are joint holders of any shares, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether personally or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting at the AGM or any adjournment or postponement thereof if the member so wish and in such event, the instrument appointing a proxy previously submitted shall be deemed to be revoked.

7. To ascertain a member's entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 28 May 2026 to Tuesday, 2 June 2026 (both days inclusive), during which no transfer of Shares will be registered. The record date for determining the eligibility to attend the AGM will be on Tuesday, 2 June 2026. In order to qualify for the entitlement to attend and vote at the AGM, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Wednesday, 27 May 2026.

8. If a typhoon signal no. 8 or above is hoisted, black rainstorm warning or other similar event is in force at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the website of the Stock Exchange (http://www.hkexnews.hk) and the website of the Company (http://www.famoustech.com.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board consists of two executive Directors, namely, Mr. Wong Jing Shong and Mr. Lau Siu Cheong, and three independent non-executive Directors, namely, Mr. Chan Yung, Mr. Cheng Hong Kei and Ms. Wong Chi Yan.

This notice, 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 notice 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 notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the Stock Exchange's website on www.hkexnews.hk for at least 7 days from the date of its publication and on the website of the Company at www.famoustech.com.hk.