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 Ficus Technology Holdings Limited, 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 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.

Ficus Technology Holdings Limited
細葉榕科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8107)

PROPOSED RE-ELECTION OF DIRECTORS AND PROPOSED RE-APPOINTMENT OF AUDITOR AND PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of Ficus Technology Holdings Limited to be held at 21/F., Grand Millennium Plaza, 183 Queen's Road Central, Sheung Wan, Hong Kong on Friday, 5 June 2026 at 10:00 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 3 June 2026) or the adjourned meeting (as the case may be). 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 will remain on the "Latest Listed Company Information" page on the website of the Stock Exchange of Hong Kong Limited at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the Company's website at www.ficustech.com.

15 May 2026

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

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

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

"Annual General Meeting"	the annual general meeting of the Company to be held at 21/F., Grand Millennium Plaza, 183 Queen's Road Central, Sheung Wan, Hong Kong on Friday, 5 June 2026 at 10:00 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 second amended and restated articles of association of the Company currently in force
"Beaming Elite"	Beaming Elite Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, which is wholly owned by Mr. Chan Ting
"Board"	the board of Directors
"Company"	Ficus Technology Holdings Limited (細葉榕科技控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
"Director(s)"	the director(s) of the Company
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on the GEM as amended by the Stock Exchange from time to time
"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 People's Republic of China
"Issuance Mandate"	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of treasury shares out of treasury) of not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting

"Latest Practicable Date"	13 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Mr. Chan"	Mr. Chan Ting (陳霆), the sole director and sole shareholder of Beaming Elite Holdings Limited
"Repurchase Mandate"	a 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 treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
"Share(s)"	ordinary share(s) of HK$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"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 in the GEM Listing Rules
"%"	per cent

Ficus Technology Holdings Limited
細葉榕科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8107)

Executive Directors:
Mr. Chan Ting *(Chairman)*
Ms. Chan Siu Sarah
Ir Prof. Young Andrew Meng Cheung
Mr. Wen Yuan
Mr. Fung King Him Daniel

Independent Non-executive Directors:
Dr. Liu Ta-pei
Mr. Choi Man On
Mr. Jan Ting Wai

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

Headquarters and Principal Place of Business in Hong Kong:
4th Floor
Wah Yuen Building
149 Queen's Road Central
Hong Kong

15 May 2026

To the Shareholders

Dear Sir/Madam,

PROPOSED RE-ELECTION OF DIRECTORS AND PROPOSED RE-APPOINTMENT OF AUDITOR AND PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

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 to be held on 5 June 2026.

2. PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Chan Ting, Ms. Chan Siu Sarah, Ir Prof. Young Andrew Meng Cheung, Mr. Wen Yuan and Mr. Fung King Him Daniel, and the independent non-executive Directors are, Dr. Liu Ta-pei, Mr. Choi Man On and Mr. Jan Ting Wai. Pursuant to Article 84 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then 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 by rotation at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election. Pursuant to Article 83(3) of the Articles of Association, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Ir Prof. Young Andrew Meng Cheung, Mr. Wen Yuan, Mr. Fung King Him Daniel and Mr. Jan Ting Wai shall retire from office by rotation at the Annual General Meeting, and being eligible, will offer themselves for re-election.

The Nomination Committee held a meeting on 30 March 2026 to review the structure and composition of the Board, assess the independence of all independent non-executive Directors and consider the re-election of the retiring Directors, taking into account the qualifications, skills and experience, time commitment and contribution of the retiring Directors and with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy. Having considered the recommendation of the Nomination Committee, the Board recommends the re-election of the four retiring Directors and considers that Mr. Jan Ting Wai, is still independent in accordance with the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and will continue to bring independent judgment and valuable advice to the Board for its efficient and effective functioning and diversity.

Pursuant to Rule 17.46A of the GEM Listing Rules, the biographical details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED RE-APPOINTMENT OF AUDITOR

ZSZH (HK) Fuson CPA Limited will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment. An ordinary resolution will be proposed at the Annual General Meeting to approve the re-appointment of ZSZH (HK) Fuson CPA Limited as the auditor of the Company for 2026 and to authorise the Board to fix its remuneration.

The estimated audit fee payable to ZSZH (HK) Fuson CPA Limited for the audit of the consolidated financial statements of the Group for the financial year ending 31 December 2026 is expected to be in the range of approximately HK$400,000 to HK$500,000 (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 ZSZH (HK) Fuson CPA Limited, taking into account, among other things, the size, nature and complexity of the Group's business operations, the expected scope of the audit, 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 required for 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.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 26 June 2025, ordinary resolutions were passed by the Shareholders to give a general mandate to the Directors to repurchase Shares. Such mandate will lapse at: (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 in general meeting, whichever is the earliest. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate 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 treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 137,314,500 Shares on the basis that the issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of the Annual General Meeting and the Company does not have any treasury shares on such date).

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

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 Repurchase Mandate is set out in Appendix II to this circular.

5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 26 June 2025, ordinary resolutions were passed by the Shareholders to give a general mandate to the Directors to issue Shares. Such mandate will lapse at: (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 in general meeting, whichever is the earliest. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 274,629,000 Shares on the basis that the issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of the Annual General Meeting and the Company does not have any treasury shares on such date). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

6. 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, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published 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 Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (www.ficustech.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 certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in

any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. no later than 10:00 a.m. on Wednesday, 3 June 2026) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Repurchase Mandate and Issuance 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.

Yours faithfully,
For and on behalf of the Board
Ficus Technology Holdings Limited
Mr. Chan Ting
Chairman and 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) Ir Prof. Young Andrew Meng Cheung ("Ir Prof. Young")

Ir Prof. Young Andrew Meng Cheung (楊孟璋), aged 66, was appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of the Audit Committee on 15 September 2023. He ceased to be the chairman of the Nomination Committee, but remained as a member of the Nomination Committee and he has been appointed as a member of the Remuneration Committee on 8 July 2024. He was re-designated from member of the Nomination Committee to the Chairman of the Nomination Committee on 29 August 2025. He resigned as the Chairman of the Nomination Committee, a member of each of the Audit Committee and the Remuneration Committee; and re-designated as an executive Director on 12 January 2026.

Ir Prof. Young has over 40 years of executive experience and was formerly Head of Innovation at Sino Group (2017–2024), where he was responsible for leading the Group's innovation and technology development. He previously served as Chief Commercial Officer of Hong Kong Science & Technology Parks Corporation (2011–2017) and Director of Partnership Development at The Hong Kong Polytechnic University (1998–2011).

He is currently a member of the Sixth Election Committee of the Hong Kong Special Administrative Region for the term from October 2021 to October 2026. He also serves as a Member of the Hong Kong Construction Industry Council, a Board Member of the Hong Kong Green Building Council, a Member of the Committee on Self-financing Postsecondary Education of the Education Bureau of the HKSAR, and a Member of the Council on Connected World of the World Economic Forum.

Ir Prof. Young graduated from the University of South Australia with a Bachelor of Engineering in Mechanical Engineering and holds a Postgraduate Diploma in Business Administration and a Master of Business Administration. He is a Fellow of The Hong Kong Institution of Engineers and a Chartered Professional Engineer of Engineers Australia. He is also an Adjunct Professor at The University of Hong Kong and City University of Hong Kong and serves on committees in various tertiary institutions, including City University of Hong Kong, The Chinese University of Hong Kong, The Education University of Hong Kong and the Vocational Training Council.

In addition, Ir Prof. Young holds various positions in leading commerce and industry associations, including serving as Chairman of the Hong Kong Automation Technology Council and the AI & Robotics Alliance of Hong Kong, as well as roles on committees under the Hong Kong Trade Development Council. He was awarded the Chief Executive's Commendation for Community Service for his contribution to the innovation and technology community by the HKSAR Government on 1 July 2025.

Upon the Redesignation, Ir Prof. Young has entered into a service agreement with the Company in connection with the Redesignation as an executive Director for a term of three years commencing on 12 January 2026 and the appointment can be terminated by either party giving the other party not less than one month's prior written notice or payment of wages in lieu of notice. Ir Prof. Young shall be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Company's Articles, or until earlier termination as required by the Company's Articles and/or any applicable laws and regulations.

Ir Prof. Young is entitled to a Director's fee of HK$240,000 per annum, an additional HK$3,000,000 per annum as the Group CEO, and a discretionary bonus may from time to time be determined by the Board. Such remuneration package has been determined by the Board with reference to his background, qualifications, experience, duties and responsibilities to the Company and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Ir Prof. Young 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, Ir Prof. Young (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 listed public companies in the last three years.

Save as disclosed above, Ir Prof. Young is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Ir Prof. Young involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

(2) Mr. Wen Yuan ("Mr. Wen")

Mr. Wen Yuan (文元), aged 58, was appointed as an executive Director on 12 January 2026.

Mr. Wen has been an executive director of RENHENG Enterprise Holdings Limited (stock code: 3628, a company listed on the Main Board of the Stock Exchange) from December 2024 until 20 February 2026. In this capacity, he is responsible for establishing partnerships with relevant companies in Mainland China. Mr. Wen obtained a bachelor's degree in Chinese Language and Literature Education from Northeast Normal University in China in June 1996, and was awarded as Senior Economist in Economic Management from Jilin Provincial Personnel Department of China in January 2008.

His career commenced at Jilin Province Baishan City Fusong County Municipal Engineering Company (吉林省白山市撫松縣市政工程公司) from March 1990 to March 1992, where he served as the office director. From August 1994 to May 2014, Mr. Wen was the general manager of Jilin Province Baishan City Fusong First Pharmaceutical Factory (吉林白山撫松第一製藥廠), overseeing the general affairs of the factory. Between May 2014 and December 2020, Mr. Wen held the positions of general manager and chairman of Sinopharm Pharmaceutical Co., Ltd. (國藥藥材股份有限公司), with full responsibility for the company's overall management.

Since December 2020, Mr. Wen has served as vice chairman of China Pharmaceutical Culture Society (中國藥文化研究會), organizing academic exchange and holding forum lectures. Since December 2023, he has also been vice-president of China Russia Regional Cooperation and Development Investment Fund Management Co., Ltd. (中俄地區合作發展投資基金管理有限責任公司), focusing on research medical equipment and devices and pharmaceutical and energy.

Mr. Wen has entered into a service agreement with the Company in connection with his appointment as an executive Director for a term of three years commencing on 12 January 2026 and the appointment can be terminated by either party giving the other party not less than one month's prior written notice or payment of wages in lieu of notice. Mr. Wen shall be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Company's Articles, or until earlier termination as required by the Company's Articles and/or any applicable laws and regulations.

Mr. Wen will be entitled to receive a director's emolument of HK$240,000 per annum, an additional HK$2,760,000 per annum as the chief operating officer of the Group in the People's Republic of China, and a discretionary bonus may from time to time be determined by the Board. Such remuneration package has been determined by the Board with reference to his relevant qualifications, experience, duties and responsibilities in the Company, and prevailing market benchmarks.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wen 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. Wen (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 listed public companies in the last three years.

Save as disclosed above, Mr. Wen is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Wen involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

(3) Mr. Fung King Him Daniel ("Mr. Fung")

Mr. Fung King Him Daniel (馮敬謙), aged 56, was appointed as an executive Director on 12 January 2026.

Mr. Fung has over 20 years of senior executive experience in listed companies. He has been serving the Company since 2023 as Director of Corporate Finance, being responsible for corporate finance initiatives, leading merger, acquisition and re-organization transactions, establishment of new business units and communications with regulatory bodies and investors. Mr. Fung is also a director of Trinity Management Limited, a subsidiary of the Company. He served as Director of Group Corporate Strategy and Investor Relations of Sinopharm Tech Holdings Limited (stock code: 8156, a company listed on the GEM Board of the Stock Exchange) from 2000 to 2022. In this capacity, Mr. Fung has been responsible for leading merger and acquisition transactions, corporate finance initiatives and investment activities, establishing new business ventures, delivering presentations in roadshows while working closely with professional parties and government institutions. He was an executive director of Celebrate International Holdings Limited, which was formerly known as Aptus Holdings Limited (stock code: 8212, a company listed on the GEM Board of the Stock Exchange) from 2004 to 2010. Mr. Fung has obtained a bachelor's degree from the University of Wisconsin in the United States of America with double majors in Mathematics and Computer Science. He previously cumulated years of experience in the finance industry working in Lehman Brothers Asia Limited, HSBC Asset Management Limited and Platinum Securities Company Limited.

Mr. Fung has entered into a service agreement with the Company in connection with his appointment as an executive Director for a term of three years commencing on 12 January 2026 and the appointment can be terminated by either party giving the other party not less than one month's prior written notice or payment of wages in lieu of notice. Mr. Fung shall be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles, or until earlier termination as required by the Articles and/or any applicable laws and regulations. Mr. Fung will be entitled to receive a director's emolument of HK$240,000 per annum, an additional HK$1,656,000 per annum as the chief operating officer of the Group in Hong Kong, and a discretionary bonus may from time to time be determined by the Board. Such remuneration package has been determined by the Board with reference to his relevant qualifications, experience, duties and responsibilities in the Company, and prevailing market benchmarks.

Save as disclosed above, as at the Latest Practicable Date, Mr. Fung 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. Fung (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 listed public companies in the last three years.

Save as disclosed above, Mr. Fung is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Fung involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

(4) Mr. Jan Ting Wai ("Mr. Jan")

Mr. Jan Ting Wai (詹廷偉), aged 58, was appointed as an independent non-executive Director on 12 January 2026, chairman of the Nomination Committee, and a member of each of the Audit Committee and Remuneration Committee.

Mr. Jan possesses extensive expertise in corporate & operational finance, business development, strategy, risk management, and digital transformation and innovation. He has been with the Jardine Matheson Group since 1999, contributing over 25 years of distinguished service. His progressive leadership roles include Group Financial Controller — Operations at Mandarin Oriental Hotel Group, as well as Finance Director, South Asia (Singapore-based) from 2014 to 2016, Head of Corporate Finance & Tax from 2016 to 2017, Director & Head of Corporate Development from 2017 to 2022, and Director & Head of Digital Transformation & Innovation from 2022 to 2024 at Hongkong Land Limited. Mr. Jan also served as a member of the HKTDC Infrastructure Development Advisory Committee from 2023 to 2025 and was the Co-Founder and Co-Chair of Hong Kong PropTech Alliance from 2020 to 2024, an alliance established to accelerate the adoption of technologies to solve strategic industry challenges, particularly to address climate change and the reduction of carbon emissions and its members comprises major developers from HK and the United States, with investment portfolios spanning Asia and globally. Mr. Jan holds a Bachelor of Engineering in Mechanical Engineering from the University of Sydney in 1991 and a Master of Business Administration from The Chinese University of Hong Kong in 1998.

Mr. Jan has entered into a letter of appointment with the Company in connection with his appointment as an independent non-executive Director for a term of three years commencing on 12 January 2026 and the appointment can be terminated by either party giving the other party not less than one month's prior written notice or payment of wages in lieu of notice. Mr. Jan shall be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Company's Articles, or until earlier termination as required

by the Articles and/or any applicable laws and regulations. Mr. Jan will be entitled to receive a director's emolument of HK$180,000 per annum. Such remuneration package has been determined by the Board with reference to his relevant qualifications, experience, duties and responsibilities in the Company, and prevailing market benchmarks.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jan was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Jan meets the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, Mr. Jan (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 listed public companies in the last three years.

Save as disclosed above, Mr. Jan is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Jan involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) 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 Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,373,145,000 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 Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,373,145,000 Shares, and the Company does not have any treasury shares on such date, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 137,314,500 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 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 SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

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 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 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 traded on the Stock Exchange during each of the previous 12 months prior to the Latest Practicable Date were as follows:

Month	Highest	Lowest
	HK$	*HK$*
May 2025	0.580	0.400
June 2025	0.530	0.280
July 2025	0.330	0.228
August 2025	0.310	0.182
September 2025	0.590	0.179
October 2025	0.550	0.280
November 2025	0.405	0.255
December 2025	0.410	0.260
January 2026	0.360	0.156
February 2026	0.190	0.150
March 2026	0.189	0.161
April 2026	0.180	0.130
May 2026 *(up to the Latest Practicable Date)*	0.165	0.139

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor 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 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 Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power granted under the Repurchase Mandate to repurchase Shares in accordance with the GEM Listing Rules, the applicable laws and regulations of the Cayman Islands and the memorandum of association of the Company and the Articles of Association. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition 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 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following Shareholders were interested in 10% or more of the total issued share capital of the Company:

			Approximate percentage of the total issued Shares	
Name of Shareholder	**Number of Shares held**	**Nature of interest**	**As at the Latest Practicable Date**	**If the Repurchase Mandate is exercised in full**
Beaming Elite *(Note 1)*	726,285,000	Beneficial owner	52.89%	58.77%
Arena Investors, LP ("**Arena**") *(Note 2)*	246,780,000	Investment manager	17.97%	19.97%

Notes:

(1) Beaming Elite is wholly-owned by Mr. Chan. Accordingly, Mr. Chan is deemed to be interested in all the Shares held by Beaming Elite within the meaning of Part XV of the SFO.

(2) According to the disclosure of interests filing available to the Company, Arena is an investment manager of and deemed to be interested in the Shares held by Arena Finance Markets, LP, Arena Special Opportunities (Offshore) Master, LP, Arena Special Opportunities Fund, LP, Arena Special Opportunities Partners II, LP, and Arena Special Opportunities Partners (Cayman Master) II, LP.

On the basis that there is no change in the issued share capital of the Company from the Latest Practicable Date up to the date of the Annual General Meeting, in the event that the Directors shall exercise the Repurchase Mandate in full, such increase in shareholding in the Company of each of Beaming Elite, Arena and persons acting in concert with them would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the existing public float of the Company is approximately 29.14%. In the event that the Repurchase Mandate is exercised in full and no further Shares are issued during the repurchase period, the public float of the Company will be dropped to approximately 21.26%, which means that less than 25% of the Shares will be in public hands and therefore contravene the minimum public float requirement pursuant to Rule 11.23(7) of the GEM Listing Rules. Any repurchase of the Shares which results in the number of the Shares held by the public being reduced to less than the prescribed percentage of the Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the GEM Listing Rules requirements regarding the public float.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

The Directors do not purpose or intend to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public being reduced to less than 25% of the total issued Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

Ficus Technology Holdings Limited
細葉榕科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8107)

Notice is hereby given that the annual general meeting of Ficus Technology Holdings Limited (the "**Company**") will be held at 21/F., Grand Millennium Plaza, 183 Queen's Road Central, Sheung Wan, Hong Kong on Friday, 5 June 2026 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2025.

2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:

   (i) To re-elect Ir Prof. Young Andrew Meng Cheung as an executive director of the Company.

   (ii) To re-elect Mr. Wen Yuan as an executive director of the Company.

   (iii) To re-elect Mr. Fung King Him Daniel as an executive director of the Company.

   (iv) To re-elect Mr. Jan Ting Wai as an independent non-executive director of the Company.

   (v) To authorise the board of directors of the Company to fix the directors' remuneration.

3. To re-appoint ZSZH (HK) Fuson CPA Limited as auditor of the Company and to authorise the board of directors to fix their 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, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) 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 treasury shares, if any) 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 in general meeting."

5. 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, 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, or to sell or transfer treasury shares of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares, if any) 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 in 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 recognized regulatory body or any stock exchange)."

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 the resolutions set out in items 4 and 5 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 5 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 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 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) 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
Mr. Chan Ting
Chairman and Executive Director

Hong Kong, 15 May 2026

Notes:

1. All resolutions at the meeting 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**"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited 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 to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

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 certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Wednesday, 3 June 2026) or the adjourned meeting (as the case may be). 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 Tuesday, 2 June 2026 to Friday, 5 June 2026, both dates 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, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 1 June 2026.

5. References to time and dates in this notice are to Hong Kong time and dates.