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

If you have sold or transferred all your shares in **Flydoo Technology Holding Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale 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.



飛道旅遊

Flydoo Technology

Flydoo Technology Holding Limited

飛道旅遊科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8069)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
RE-APPOINTMENT OF INDEPENDENT AUDITORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Flydoo Technology Holding Limited to be held at Awesome Bar & Café, Retail Portions on 1st Floor of the Commercial Podium, New Mandarin Plaza, No. 14 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 25 September 2026 at 11:00 a.m. is set out on pages 14 to 19 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.flydoo.com.hk).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. no later than 11:00 a.m. on Wednesday, 23 September 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the "Latest Listed Company Information" page of the Stock Exchange website at www.hkexnews.hk for a minimum period of 7 days from the date of publication and on the website of the Company at www.flydoo.com.hk.

3 September 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 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 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.

CONTENTS

	Page
DEFINITIONS	1
LETTER FROM THE BOARD	
1. Introduction	3
2. Issue Mandate	3
3. Repurchase Mandate	3
4. Re-election of Retiring Directors	5
5. Re-appointment of independent auditor	6
6. Notice of Annual General Meeting and Closure of Register of Members	6
7. Form of Proxy	7
8. Voting by way of Poll	7
9. Recommendation	7
10. Responsibility Statement	8
APPENDIX I – DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION	9
APPENDIX II – EXPLANATORY STATEMENT	11
NOTICE OF ANNUAL GENERAL MEETING	14

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Awesome Bar & Café, Retail Portions on 1st Floor of the Commercial Podium, New Mandarin Plaza, No. 14 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 25 September 2026 at 11:00 a.m., or any adjournment thereof and notice of which is set out on pages 14 to 19 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“Company”	Flydoo Technology Holding Limited, a company incorporated in the Cayman Islands with limited liability, with its Shares listed on GEM (Stock Code: 8069)
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended 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
“Independent Auditor”	the Independent auditor for the time being of the Company

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting such general mandate by the Shareholders
“Latest Practicable Date”	27 August 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Notice”	the notice convening the Annual General Meeting
“Register of Members”	the register of members of the Company
“Remuneration Committee”	means the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the date of passing of the relevant resolution granting such general mandate by the Shareholders
“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 nominal value of HK\$0.2 each in the capital of the Company. For the purpose of this circular, any new Share(s) shall include treasury share(s) and issue of share(s) shall include the transfer of treasury share(s) on GEM
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	company(ies) which are for the time being and from time to time the subsidiary(ies) (within the meaning of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong)) of the Company
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



飛道旅遊

Flydoo Technology

Flydoo Technology Holding Limited

飛道旅遊科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8069)

Executive Directors:

Mr. Cheng Kim (*Chief Executive Officer*)

Mr. Liu Ying Shun

Non-executive Director:

Mr. Ng Yuk Lam

Independent non-executive Directors:

Ms. Rebecca Kristina Glauser

Mr. Juan Ruiz-Coello

Mr. Wong Chak Man

Registered office:

Windward 3,

Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

1402, 14/F,

Chung Ying Building,

20 Connaught Road West,

Sheung Wan,

Hong Kong

3 September 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
RE-APPOINTMENT OF INDEPENDENT AUDITORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) granting of the Issue Mandate (including the extension of the Issue Mandate) to issue Shares and the Repurchase Mandate to repurchase Shares, (b) the re-election of the retiring Directors, and (c) the re-appointment of independent auditor.

LETTER FROM THE BOARD

2. ISSUE MANDATE

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the GEM Listing Rules, for the Issue Mandate to issue new Shares. At the Annual General Meeting, an ordinary resolution numbered 5(A) in the Notice will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and/or deal with the additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, the total number of the Shares in issue was 40,835,700 Shares and they were all fully paid or credited as fully paid and there were no treasury Shares held by the Company. Subject to the passing of the ordinary resolution numbered 5(A) in the Notice and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 8,167,140 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 5(C) in the Notice, the number of Shares repurchased by the Company under ordinary resolution numbered 5(B) in the Notice will also be added to extend the Issue Mandate as mentioned in ordinary resolution numbered 5(A) in the Notice provided that such additional number of Shares shall represent up to 10% of the total number of issued Shares as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate. The Directors confirm that, other than the Subscription, they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

3. REPURCHASE MANDATE

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate (i.e. 40,835,700 Shares, assuming that there is no change in the number of issued Shares after the Latest Practicable Date and up to the date of the Annual General Meeting).

An explanatory statement required by the GEM Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

LETTER FROM THE BOARD

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 112 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.

In accordance with article 108 of the Articles of Association, 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 and shall be eligible for re-election and re-appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years.

Accordingly, Mr. Ng Yuk Lam (“**Mr. Ng**”), Ms. Rebecca Kristina Glauser (“**Ms. Glauser**”) and Mr. Wong Chak Man (“**Mr. Wong**”) shall retire from office as Directors. They all, being eligible, have confirmed that they will offer themselves for re-election as Directors at the AGM.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s board diversity policy and the Company’s corporate strategy, and the independence of all independent non-executive Directors. The Board considers that the retiring independent non-executive Directors, Ms. Glauser and Mr. Wong, are independent in accordance with the independence guidelines set out in the GEM Listing Rules. The Board also considers that in view of each of Mr. Ng’s, Ms. Glauser’s and Mr. Wong’s educational background and professional knowledge and experience set out in Appendix I to this circular, the re-election of each of Mr. Ng, Ms. Glauser and Mr. Wong a non-executive Director or independent non-executive Director (as the case may be) will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Each of the retiring Directors who are subject to re-election has abstained from voting at the relevant Board meeting on the respective proposition of his/her recommendation for re-election by the Shareholders at the Annual General Meeting. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the Annual General Meeting.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the GEM Listing Rules.

LETTER FROM THE BOARD

5. RE-APPOINTMENT OF INDEPENDENT AUDITOR

Upon the recommendation of the audit committee of the Board, the Board proposes to reappoint AOGB CPA Limited (“**AOGB**”) as the independent auditor of the Company for the year ending 31 March 2027 and to hold the office until the conclusion of the next AGM. At the Annual General Meeting, an ordinary resolution will be proposed for the re-appointment of AOGB and to authorise the Board to fix its remuneration.

The estimated audit fee for the audit of the consolidated financial statements of the Group for the year ending 31 March 2027 is approximately HK\$799,000. The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm’s length negotiation between the Company and AOGB. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group’s businesses, the expected scope, timetable and direction of the audit and the time and resources deployed by the auditor. Furthermore, the estimated audit fee assumes there will be no material changes in the Group’s businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit. The estimated audit fee is a fair and reasonable assessment based on the facts and circumstances currently known, and may be subject to adjustment if there is any material change in the relevant circumstances prior to the final determination of the audit fee.

6. NOTICE OF ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

Set out on pages 14 to 19 of this circular is the Notice at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve the granting of the Issue Mandate (including the extension of the Issue Mandate) and the Repurchase Mandate and the re-election of the retiring Directors. Shareholders whose names appear on the Register of Members on Friday, 25 September 2026, will be eligible to attend and vote at the Annual General Meeting. The transfer books and Register of Members will be closed from Monday, 21 September 2026 to Friday, 25 September 2026, both days inclusive, during which period no transfer of Shares will be effected. In order to determine the identity of Shareholders who are entitled to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:00 p.m. on Friday, 18 September 2026.

LETTER FROM THE BOARD

7. FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.flydoo.com.hk). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. no later than 11:00 a.m. on Wednesday, 23 September 2026) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

8. VOTING BY WAY OF POLL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

Pursuant to Rule 17.47(4) of the GEM Listing Rules and article 72 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the GEM Listing Rules, allow a resolution relating to a procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions set out in the Notice will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

9. RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the Issue Mandate and the Repurchase Mandate, approving the re-election of the retiring Directors and the re-appointment of independent auditor, are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

10. 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.

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
By order of the Board
Flydoo Technology Holding Limited
Cheng Kim
Chief Executive Officer and Executive Director

The following are the particulars of the Directors (as required by the GEM Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors had any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or Controlling Shareholders.

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Non-executive Director

Mr. Ng Yuk Lam (“**Mr. Ng**”), aged 46, was appointed as a non-executive Director on 24 October 2025. Mr. Ng possesses extensive experience in technology and travel industries. He was the founder and served as the chief executive officer of TravelConnect Limited (“**TravelConnect**”), which is recognised as one of the leading travel technology providers in Asia, since 2015. TravelConnect also honored with the Hong Kong Information and Communications Technology Award in 2021 for Smart Mobility (Smart Tourism).

Prior to this position, Mr. Ng held the role of external examiner and lecturer at the Vocational Training Council, in relation to information technology courses.

Mr. Ng holds a Master of Science in Information Systems Management from The University of Greenwich, the United Kingdom in 2012 and is currently pursuing a Doctorate degree in Business Administration, with a specialisation in generative AI in Golden Gate University, San Francisco, the United States.

Mr. Ng has entered into an appointment letter with the Company as a non-executive Director for an initial term of three years with effect from 24 October 2025 and shall continue thereafter until terminated by either party by giving not less than three months’ notice in writing to the other, and subject to the relevant provisions of retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the appointment letter, Mr. Ng is entitled to an annual emolument of HK\$60,000, which was determined by the Board based on the recommendation of the Remuneration Committee with refer to Mr. Ng’s qualifications and experience, his duty and responsibilities, prevailing market conditions and remuneration benchmarks in the industry.

Independent non-executive Director

Ms. Rebecca Kristina Glauser (“**Ms. Glauser**”), aged 41, was appointed as an independent non-executive Director on 29 December 2023. Ms. Glauser is the chairman of the remuneration committee and a member of each of the audit committee and nomination committee of the Company. She holds an office specialist diploma and a business diploma from the Bern School of Business.

Ms. Glauser has over 18 years of experience and a strong background in the field of health and wellness industry. Currently, she serves as an accountant for a prominent private consulting company based in Australia. In this role, she plays a vital role in managing the financial operation.

Ms. Glauser has entered into an appointment letter with the Company as an independent non-executive Director for a term of three years with effect from 29 December 2023. Pursuant to the Articles of Association of the Company, Ms. Glauser will hold office until the forthcoming annual general meeting of the Company and be eligible for re-election at such annual general meeting. Thereafter, she will be subject to retirement by rotation and re-election at the annual general meetings of the Company according to the Articles. As set out in the appointment letter, Ms. Glauser is entitled to a director’s fee of HK\$60,000 per annum, which was determined by the Board based on the recommendation of the Remuneration Committee with reference to Ms. Glauser’s qualifications and experience, her duties and responsibilities, prevailing market conditions and remuneration benchmarks in the industry.

Mr. Wong Chak Man (“**Mr. Wong**”), aged 45, was appointed as an independent non-executive Director on 20 March 2024. Mr. Wong is the chairman of the audit committee and a member of each of the nomination committee and the remuneration committee of the Company. He obtained a Bachelor of Arts degree in Accountancy from The Hong Kong Polytechnic University and currently studying Master of Business Administration in The Hong Kong University of Science and Technology. He is also a certified public accountant of The Hong Kong Institute of Certified Public Accountants.

Mr. Wong is currently the finance director, Asia of CNA Group. He was the chief financial officer of Shunten International (Holdings) Limited, which is listed on the Main Board of the Stock Exchange (Stock Code: 932.HK) (“**Shunten**”). Before joining Shunten in June 2022, he worked as the deputy financial controller of Lee & Man Paper Manufacturing Limited, which is listed on the Main Board of the Stock Exchange (Stock Code: 2314.HK) from September 2021 to May 2022. From 2005 to 2021, he worked at Deloitte Touche Tohmatsu with his last position as an audit senior manager.

Mr. Wong has entered into an appointment letter with the Company as an independent non-executive Director for a term of three years with effect from 20 March 2024. Pursuant to the Articles of Association, Mr. Wong will hold office until the forthcoming annual general meeting of the Company and be eligible for re-election at such annual general meeting. Thereafter, he will be subject to retirement by rotation and re-election at the annual general meetings of the Company according to the Articles. As set out in the appointment letter, Mr. Wong is entitled to a director’s fee of HK\$60,000 per annum, which was determined by the Board based on the recommendation of the Remuneration Committee with reference to Mr. Wong’s qualifications and experience, his duties and responsibilities, prevailing market conditions and remuneration benchmarks in the industry.

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide all the information reasonably necessary to enable Shareholders to make an informed decision on whether to approve the Repurchase Mandate.

GEM LISTING RULES

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their shares on the Stock Exchange subject to certain restrictions.

SHAREHOLDERS' APPROVAL

All proposed repurchases of shares by a company with a primary listing on GEM must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

Assuming there is no further changes in the number of issued Shares after the Latest Practicable Date, the total number of issued Shares was 40,835,700 Shares, on such basis, the Company will be allowed to repurchase a maximum of 4,083,570, which represent 10% of the total issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the Companies Act, out of capital.

The Directors believe that if the Repurchase Mandate is exercised in full, it may have a material adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 March 2026, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose 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 its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

SHARE PRICES

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

Month	Highest prices HK\$	Lowest prices HK\$
2025		
September	0.76	0.70
October	0.78	0.70
November	0.78	0.70
December	0.76	0.72
2026		
January	1.16	0.72
February	0.72	0.68
March	0.70	0.54
April	0.54	0.40
May	0.52	0.42
June	0.49	0.37
July	0.41	0.36
August (up to the Last Practicable Date)	0.40	0.37

NO UNUSUAL FEATURES

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

The Directors confirmed that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. The Directors confirmed that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

No core connected person has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

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 Rule 32 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Aspect Inc, was beneficially interested in 6,805,950 Shares. Aspect Inc. is wholly owned by Mr. Marco Sala ("**Mr. Sala**"). Accordingly, Mr. Sala is deemed under the SFO to be interested in a total of 6,805,950 Shares, representing 16.67% of the total number of the issued Shares. In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Aspect Inc. in the Company will be increased to approximately 18.52% of the issued Shares.

In the opinion of the Directors, such increase would not give rise to any obligation to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code. Accordingly, the Directors are not aware of any consequences which arise under the Takeovers Code as a result of any repurchase of its Shares by the Company.

The GEM Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the company would be in public hands. The Directors do not propose to repurchase Shares which would result in the aggregate number of the Shares held by the public falling below the prescribed minimum percentage required by the Stock Exchange.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

COMPETING INTERESTS

As at the Latest Practicable Date, the Company did not have any Controlling Shareholder, and so far as the Directors are aware, none of the Directors, Controlling Shareholders, substantial shareholders or their respective close associates had any interest in business which competed or was likely to compete with the Group or may be in conflict of interest with the Group.

NOTICE OF ANNUAL GENERAL MEETING



飛道旅遊

Flydoo Technology

Flydoo Technology Holding Limited

飛道旅遊科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8069)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**” or “**AGM**”) of Flydoo Technology Holding Limited (the “**Company**”) will be held at 11:00 a.m. on Friday, 25 September 2026 at Awesome Bar & Café, Retail Portions on 1st Floor of the Commercial Podium, New Mandarin Plaza, No. 14 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong for purpose of considering and, if thought fit, passing with or without amendments the following resolutions:

The capitalised terms used herein shall have the same meaning ascribed to them in the circular of the Company dated 3 September 2026.

AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 March 2026 and the reports of the directors (the “**Directors**”) and auditor thereon.
2. To re-elect the following retiring Directors of the Company:
 - A. To re-elect Mr. Ng Yuk Lam as a non-executive Director;
 - B. To re-elect Ms. Rebecca Kristina Glauser as an independent non-executive Director;
 - C. To re-elect Mr. Wong Chak Man as an independent non-executive Director.
3. To authorise the board of Directors to fix the remuneration of the respective Directors.
4. To re-appoint AOGB CPA Limited as the independent auditor of the Company and to authorise the board of Directors to fix its remuneration for the year ending 31 March 2027;

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to paragraph (i) of this resolution, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or

NOTICE OF ANNUAL GENERAL MEETING

- (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:
 - (a) 20% of the total number of issued shares of the Company as at the date of passing this resolution; and
 - (b) (if the Board is so authorised by resolution numbered 5(C)) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 5(B) (up to a maximum equivalent to 10% of the total number of issued shares of the Company as at the date of passing resolution numbered 5(B)), and the approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:
 - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
 - (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and
 - (b) “Rights Issue” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the Register of Members on a fixed record date in proportion to their then holdings of such shares of the Company (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, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(B) “That:

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the GEM Listing Rules, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 5(A) set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5(B) set out in this notice, provided that such extended amount shall represent up to 10% of the total number of issued shares of the Company as at the date of passing of the said resolutions.”

By order of the Board
Flydoo Technology Holding Limited
Cheng Kim
Chief Executive Officer and Executive Director

Hong Kong, 3 September 2026

Registered office:

Windward 3,
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

1402, 14/F,
Chung Ying Building,
20 Connaught Road West,
Sheung Wan,
Hong Kong

Notes:

- (i) Resolution numbered 5(C) will be proposed to the shareholders for approval provided that resolutions numbered 5(A) and 5(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her/its stead. The proxy does not need to be a shareholder of the Company.
- (iii) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. no later than 11:00 a.m. on Wednesday, 23 September 2026) or any adjournment thereof and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
- (iv) The Register of Members will be closed from Monday, 21 September 2026 to Friday, 25 September 2026, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. The record date of the meeting will be Friday, 25 September 2026. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Friday, 18 September 2026.

NOTICE OF ANNUAL GENERAL MEETING

- (v) With reference to ordinary resolution numbered 2 above, Mr. Ng Yuk Lam, Ms. Rebecca Kristina Glauser and Mr. Wong Chak Man shall retire and being eligible, have offered themselves for re-election at the Annual General Meeting. Details of the above retiring Directors are set out in Appendix I to the circular of the Company dated 3 September 2026.
- (vi) In respect of the resolutions numbered 5(A), 5(B) and 5(C) above, the Directors wish to state that they have no immediate plans to repurchase any shares or issue any new securities pursuant to the relevant mandate.
- (vii) In respect of resolution numbered 5(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the GEM Listing Rules, is set out in Appendix II to the circular dated 3 September 2026.
- (viii) Delivery of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the Annual General Meeting or any adjournment thereof, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (ix) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoon” announced by the Government of Hong Kong is/are in effect any time after 7:00 a.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at www.flydoo.com.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting.