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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 **GoFintech Innovation 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 the transferee.

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GoFintech Innovation Limited

國富創新有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 290)

Website: <http://www.290.com.hk>

**PROPOSAL FOR
INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 2 to 4 of this circular.

Notice of the Extraordinary General Meeting of the Company to be held at 11:00 a.m. on Friday, 17 March 2023 at Units No. 4102-06, 41/F, COSCO Tower, 183 Queen's Road Central, Hong Kong is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event no later than 48 hours before the time of the Extraordinary General Meeting or any adjournment thereof to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof, should you so wish and in such event the form of proxy shall be deemed to be revoked.

27 February 2023

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DEFINITIONS

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

“Board”	the board of Directors
“Company”	GoFintech Innovation Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be convened and held at 11:00 a.m. on Friday, 17 March 2023 at Units No. 4102-06, 41/F, COSCO Tower, 183 Queen’s Road Central, Hong Kong or any adjournment thereof
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Increase in Authorised Share Capital”	the proposed increase in the Company’s authorised share capital from HK\$200,000,000 divided into 2,000,000,000 Shares to HK\$2,000,000,000 divided into 20,000,000,000 Shares by the creation of additional 18,000,000,000 Shares
“Latest Practicable Date”	22 February 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of the EGM”	the notice for convening the Extraordinary General Meeting set out on pages 5 to 6 in this circular
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“%”	percentage

LETTER FROM THE BOARD



GoFintech Innovation Limited 國富創新有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 290)

Website: <http://www.290.com.hk>

Executive Directors:

Dr. LIU Zhiwei (*Chairman*)

Ms. SUN Qing

Mr. LIU Haoyuan

Registered office:

P.O. Box 309, Uglan House

Grand Cayman, KY1-1104

Cayman Islands

Non-Executive Director:

Mr. HAN Hanting

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

Units No. 4102-06, 41/F,

COSCO Tower

183 Queen's Road Central

Hong Kong

Independent Non-Executive Directors:

Mr. CHAN Kin Sang

Mr. CHIU Kung Chik

Mr. LI Gaofeng

27 February 2023

To the Shareholders

Dear Sir/Madam,

PROPOSAL FOR INCREASE IN AUTHORISED SHARE CAPITAL AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the Company's announcement dated 20 February 2023 in relation to the proposed Increase in Authorised Share Capital. The purpose of this circular is to provide you with information regarding the resolution to be proposed at the EGM to enable you to make an informed decision on whether to vote for or against the resolution.

At the EGM, a resolution will be proposed for seeking Shareholders' approval to approve the proposed Increase in Authorised Share Capital.

LETTER FROM THE BOARD

2. PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$200,000,000 divided into 2,000,000,000 Shares, of which 1,317,967,885 Shares are in issue. As at the Latest Practicable Date, Share options granted under the Share option scheme of the Company carrying rights to subscribe for an aggregate of 91,530,788 Shares remain outstanding.

In order to provide the Company with greater flexibility in fund raising whereby promoting future business growth, the Board proposes the Increase in Authorised Share Capital. Such new Shares, upon issue, shall rank *pari passu* in all respects with the existing Shares.

Upon the Increase in Authorised Share Capital becoming effective and assuming no Shares are issued or repurchased from the Latest Practicable Date up to the date of the EGM to be convened on Friday, 17 March 2023, or a later date as the EGM is otherwise adjourned (as the case may be), the authorised share capital of the Company will be HK\$2,000,000,000 divided into 20,000,000,000 Shares, with 1,317,967,885 Shares in issue and 18,682,032,115 Shares authorised but unissued. The Directors do not have any present intention of issuing any part of such capital.

The Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of passing an ordinary resolution at the EGM.

3. EXTRAORDINARY GENERAL MEETING

The EGM will be convened and held for the Shareholders to consider and, if thought fit, to approve the Increase in Authorised Share Capital.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the resolution to approve the Increase in Authorised Share Capital at the EGM.

A notice convening the EGM to be held at Units No. 4102-06, 41/F, COSCO Tower, 183 Queen's Road Central, Hong Kong on Friday, 17 March 2023 at 11:00 a.m. is set out on pages 5 to 6 of this circular. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll. Therefore, the resolution set out in the Notice of the EGM will be required to be voted by way of poll.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend and vote at the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, 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 and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof (as the case may be). Completion and return of

LETTER FROM THE BOARD

the form of proxy will not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish and in such event the form of proxy shall be deemed to be revoked.

In order to determine the eligibility of the Shareholders to attend and vote at the EGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration by no later than 4:00 p.m. on Monday, 13 March 2023. Shareholders whose names are recorded in the register of members of the Company on Monday, 13 March 2023 are entitled to attend and vote at the EGM.

The Company will make further announcement(s) to inform the Shareholders of the results of the EGM and other relevant information as and when appropriate.

4. RECOMMENDATION OF THE BOARD

The Directors consider that the proposed resolution at the EGM is in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the resolution at the EGM.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 this circular or any statement herein misleading.

By Order of the Board
GoFintech Innovation Limited
Liu Zhiwei
Chairman and Executive Director

NOTICE OF THE EGM



GoFintech Innovation Limited 國富創新有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 290)

Website: <http://www.290.com.hk>

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of GoFintech Innovation Limited (the “**Company**”) will be held at 11:00 a.m. on Friday, 17 March 2023 at Units No. 4102-06, 41/F, COSCO Tower, 183 Queen’s Road Central, Hong Kong for the following purposes:

To consider and, if thought fit, pass the following resolution (with or without modifications):

ORDINARY RESOLUTION

“**THAT** the authorised share capital of the Company be increased from HK\$200,000,000 divided into 2,000,000,000 shares of HK\$0.10 each (the “**Shares**”) to HK\$2,000,000,000 divided into 20,000,000,000 Shares by the creation of additional 18,000,000,000 Shares (the “**Increase in Authorised Share Capital**”), such Shares shall rank *pari passu* in all respects; and **THAT** any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital”

By order of the Board
GoFintech Innovation Limited
LIU Zhiwei
Chairman and Executive Director

Hong Kong, 27 February 2023

NOTICE OF THE EGM

Notes:

1. A shareholder (“**Shareholder**”) of the Company entitled to attend and vote at the Meeting may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a Shareholder.
2. Where there are joint registered holders of any shares (the “**Shares**”) of the Company, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company’s branch share registrar and transfer office in Hong Kong, 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 Meeting (i.e. not later than Wednesday, 15 March 2023 at 11:00 a.m.) or any adjournment thereof (as the case may be).
4. All voting by the Shareholders at the Meeting shall be conducted by way of poll.
5. Completion and delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the Meeting if the Shareholder so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
6. In order to determine the eligibility of the Shareholders to attend and vote at the Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration by no later than 4:00 p.m. on Monday, 13 March 2023. Shareholders whose names are recorded in the register of members of the Company on Monday, 13 March 2023 are entitled to attend and vote at the Meeting.
7. After verified by the scrutineer, the poll results will be published on the Company’s website (www.290.com.hk) and HKExnews website (www.hkexnews.hk).
8. If a Typhoon Signal No. 8 or above is hoisted, or a “black” rainstorm warning signal or extreme condition caused by super typhoon is in force in Hong Kong at or at any time after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the Company’s website and HKExnews website to notify Shareholders of the date, time and place of the rescheduled meeting.
9. This notice has been printed in English and Chinese. In the event of any inconsistency, the English text of this notice shall prevail over its Chinese text.

As at the date of this notice, the Board consists of three executive Directors, namely Dr. LIU Zhiwei (Chairman), Ms. SUN Qing and Mr. LIU Haoyuan; one non-executive Director, namely Mr. HAN Hanting; and three independent non-executive Directors, namely Mr. CHAN Kin Sang, Mr. CHIU Kung Chik and Mr. LI Gaofeng.