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If you have sold or transferred all your shares in Feiyu Technology International Company Ltd. (飛魚科技國際有限公司) (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities or other registered dealer, or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Feiyu Technology International Company Ltd.
飛魚科技國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1022)

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “Annual General Meeting”) of the Company to be held at Senior Executive Meeting Room, 5/F, Block A, No. 78 Hu’an Road, High-tech Park, Huli District, Xiamen, Fujian Province, the People’s Republic of China on Thursday, 25 May 2023 at 3:00 p.m. is set out on pages 14 to 18 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 Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.feiyuhk.com).

Whether or not you are able to attend the Annual General Meeting or any adjournment thereof, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the completed form of proxy 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, Wanchai, 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 or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

25 April 2023

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Senior Executive Meeting Room, 5/F, Block A, No. 78 Hu’an Road, High-tech Park, Huli District, Xiamen, Fujian Province, the People’s Republic of China on Thursday, 25 May 2023 at 3:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of annual general meeting which is set out on pages 14 to 18 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China which, for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Companies Act”	the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Feiyu Technology International Company Ltd. (飛魚科技國際有限公司), a company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandates”	the Issuing Mandate and the Repurchase Mandate
“Group”	the Company, its subsidiaries and the PRC Operating Entities
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKEX”	Hong Kong Exchanges and Clearing Limited

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuing Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares as set out in the notice of the Annual General Meeting
“Latest Practicable Date”	17 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“PRC Operating Entities”	Xiamen Guanghuan and its subsidiaries
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	granted to the Directors to exercise the power of the Company to repurchase Shares as set out in 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 US\$0.0000001 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended from time to time
“US\$”	United States Dollars, the lawful currency of the United States of America
“%”	per cent.



Feiyu Technology International Company Ltd.

飛魚科技國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1022)

Executive Directors:

Mr. YAO Jianjun (*Chairman and Chief Executive Officer*)

Mr. CHEN Jianyu (*President*)

Mr. BI Lin (*Vice President*)

Mr. LIN Zhibin (*Vice President*)

Registered Office:

Cricket Square, Hutchins Drive,

P.O. Box 2681,

Grand Cayman, KY1-1111,

Cayman Islands

Independent non-executive Directors:

Ms. LIU Qianli

Mr. LAI Xiaoling

Mr. MA Suen Yee Andrew

Headquarters in the PRC:

Block A, No. 78 Hu'an Road,

High-tech Park,

Huli District,

Xiamen, Fujian Province,

the PRC

Principal place of business

in Hong Kong:

Unit B, 17/F, United Centre,

95 Queensway,

Admiralty,

Hong Kong

25 April 2023

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES**

(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS

(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed and, if thought fit, to be approved at the Annual General Meeting in respect of (i) the granting to the Directors of the Repurchase Mandate and the Issuing Mandate to repurchase Shares and to issue Shares respectively; and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 27 May 2022, general mandates were granted to the Directors to repurchase and issue Shares respectively. Such mandates will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Repurchase Mandate to the Directors to exercise the power of the Company to purchase Shares on the Stock Exchange or any other stock exchange of which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange of not exceeding 10% of the aggregate number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 14 to 15 of this circular (i.e. 172,816,606 Shares, on the basis that the aggregate number of issued Shares remains unchanged until the date of the Annual General Meeting);
- (b) the granting of the Issuing Mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares of not exceeding 20% of the aggregate number of the issued Shares as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting as set out on pages 15 to 17 of this circular (i.e. 345,633,212 Shares, on the basis that the aggregate number of issued Shares remains unchanged until the date of the Annual General Meeting); and
- (c) the extension of the Issuing Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

An explanatory statement as required by Rule 10.06(1)(b) of the 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 at the Annual General Meeting is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, comprising four executive Directors, namely, Messrs. YAO Jianjun, CHEN Jianyu, BI Lin and LIN Zhibin; and three independent non-executive Directors, namely, Ms. LIU Qianli, and Messrs. LAI Xiaoling and MA Suen Yee Andrew.

LETTER FROM THE BOARD

Pursuant to Article 84(1) of the Articles of Association, Messrs. LIN Zhibin, MA Suen Yee Andrew and LAI Xiaoling shall retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election at the Annual General Meeting.

On 30 March 2023, the Nomination Committee, having reviewed the Board composition and pass experience of each of Messrs. LIN Zhibin, MA Suen Yee Andrew and LAI Xiaoling, recommended to the Board the re-election of each of the above retiring Directors.

Mr. MA Suen Yee Andrew, being a member of the Nomination Committee, abstained from voting at the Nomination Committee meeting when his own recommendation was being considered. The recommendations were made in accordance with the nomination policy of the Company and the selection criteria (including without limitation, gender, age, cultural and educational background, skills, knowledge and, professional experience), with due regard to the benefits of diversity as set out under the Company's board diversity policy, as well as the respective contributions of the retiring Directors to the Board. The Nomination Committee considered that each of the retiring Directors will continue to contribute effectively to the Board. The Nomination Committee and the Board had also assessed and reviewed the written confirmation of independence of Mr. MA Suen Yee Andrew and Mr. LAI Xiaoling and considered that both of them satisfied all the independence criteria as set out in Rule 3.13 of the Listing Rules.

Accordingly, with the recommendation of the Nomination Committee, the Board proposed that all the retiring Directors stand for re-election at the Annual General Meeting. Each of the retiring Directors abstained from voting at the Board meeting regarding their respective propositions for re-election by the Shareholders at the Annual General Meeting.

Biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

Further information about the Board composition and diversity as well as the Directors' attendance record at the meetings of the Board and/or its committees and the general meetings of the Company is disclosed in the corporate governance report of the Company's 2022 annual report.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 18 of this circular. Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

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 HKEX (*www.hkexnews.hk*) and the Company (*www.feyuhk.com*). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and the completed form of proxy must be returned 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, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof in person if you so wish and in such event, the form of proxy shall be deemed to be revoked.

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 any statement herein or this circular misleading.

6. RECOMMENDATION

The Board considers that the proposed granting of the Repurchase Mandate and Issuing Mandate to the Directors, and the proposed re-election of the retiring Directors, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Feiyu Technology International Company Ltd.
YAO Jianjun
*Chairman, Chief Executive Officer and
Executive Director*

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement as required under Rule 10.06(1)(b) of the 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 1,728,166,062 Shares.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the number of issued Shares remains unchanged on the date of the Annual General Meeting, i.e. being 1,728,166,062 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate number of 172,816,606 Shares, representing 10% of the aggregate number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASE

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for such purpose in accordance with the memorandum and articles of association, the applicable laws and regulations of the Cayman Islands and the Listing Rules as the case may be.

4. IMPACT OF 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 2022) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing level of the Company 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 were traded on the Stock Exchange during each of the twelve months immediately preceding the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April 2022	0.415	0.270
May 2022	0.350	0.295
June 2022	0.920	0.300
July 2022	0.485	0.325
August 2022	0.355	0.295
September 2022	0.350	0.250
October 2022	0.280	0.212
November 2022	0.385	0.225
December 2022	0.365	0.300
2023		
January 2023	0.370	0.320
February 2023	0.500	0.310
March 2023	0.410	0.350
April 2023 (up to the Latest Practicable Date)	0.380	0.350

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 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 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 have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of the Cayman Islands, and the memorandum and articles of association of the Company.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholders' 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 Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Jolly Spring International Limited, Rayoon Limited, YAO Holdings Limited, BILIN Holdings Limited, and Messrs. YAO Jianjun and BI Lin are the controlling shareholders of the Company (as defined in the Listing Rules), which are interested in 567,354,500 Shares, representing approximately 32.83% of the aggregate number of issued Shares as at the Latest Practicable Date. In the event that the Directors exercise the proposed Repurchase Mandate in full, the aggregate shareholding of Jolly Spring International Limited, Rayoon Limited, YAO Holdings Limited, BILIN Holdings Limited, and Messrs. Yao Jianjun and Bi Lin would be increased to approximately 36.48% of the issued share capital of the Company, which will give rise to an obligation on their part to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. 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 falling below the prescribed minimum percentage of 25% as required by the Stock Exchange.

8. REPURCHASE OF SHARES 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).

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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

EXECUTIVE DIRECTORS

(1) LIN Zhibin (林志斌) (“Mr. Lin”)

LIN Zhibin (林志斌), aged 41, is a founder of the Group. He joined the Group on 12 January 2009 and was appointed as an Executive Director and Vice President of the Company on 26 August 2014. He is in charge of the Group’s product design and management.

Mr. Lin Zhibin has more than 17 years of experience in the internet industry. He is a co-founder of Xiamen Guanghuan and has served as its chief designer since its inception in January 2009. Mr. Lin Zhibin co-founded China Badminton Online (中羽在線網), a badminton internet portal in the PRC with his brother, Mr. Lin Jiabin. In April 2007, Mr. Lin Zhibin also co-founded Xiamen Creative Times Technology Co., Ltd. (廈門創想時代科技有限公司), an internet technology, electronic commerce, graphic design and exhibition planning services company, with Mr. Bi Lin and Mr. Lin Jiabin, and served as its chief designer from its inception to January 2009, primarily responsible for product design, research and development. Prior to that, from July 2005 to December 2006, Mr. Lin Zhibin served as website designer of Xiamen Advantage Interactive Network Technology Company Limited (廈門優勢互動網絡科技有限公司) (formerly known as Xiamen Youwang Technology Company Limited (廈門優網科技有限公司)), a website designing company.

Mr. Lin Zhibin graduated from Xiamen University (廈門大學) in July 2005, majoring in electronic commerce.

Mr. Lin Zhibin is the elder brother of Mr. Lin Jiabin, who was an Executive Director and Vice President of the Company and resigned on 30 August 2022.

Save as disclosed above, Mr. Lin did not hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years and did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling shareholders of the Company.

Mr. Lin has entered into a renewed service agreement with the Company for a term of three years commencing from 17 November 2020 subject to termination before expiry by either party giving not less than three months’ notice in writing to the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the service agreement, Mr. Lin is entitled to a Director’s fee, which is determined by the Board with reference to his duties, performance and responsibilities within the Company, the Company’s remuneration policy and the prevailing market conditions. For the financial year ended 31 December 2022, Mr. Lin is entitled to a remuneration of HK\$50,000 per month and he has agreed to waive such remuneration commencing from 1 April 2022.

As at the Latest Practicable Date, Mr. Lin is interested in 37,390,500 Shares within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Lin involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders.

(2) MA Suen Yee Andrew (馬宣義) (“Mr. Ma”)

MA Suen Yee Andrew (馬宣義), aged 50, was appointed as an Independent Non-executive Director on 17 November 2014. He is a member of each of the Audit Committee and the Nomination Committee.

Mr. Ma has over 24 years of experience in investment and business management. He has been with VMS Investment Group (HK) Limited, a member of VMS Group of Companies which is a multi-strategy investment group with businesses covering proprietary investment, asset management, securities broking and corporate finance advisory, serving as a managing director since January 2014 and an executive director from January 2011 to December 2013, primarily responsible for sourcing and executing structured finance and other debt related transactions as well as managing the daily operations of the structured finance team; a senior investment manager from January 2009 to December 2010, primarily responsible for investment deal sourcing and leading the investment team for execution of investment deals; and an analyst from May 2007 to December 2008, primarily responsible for executing and monitoring private equity investment deals. Prior to joining VMS Investment Group, he worked and held various positions in World Family Limited, a distributor and promoter of licensed Disney products, from September 1999 to April 2007, most recently as a senior regional credit & customer relation manager.

Mr. Ma received a master of science degree in investment management from the Hong Kong University of Science and Technology in November 2007 and a bachelor of science degree in mathematics from University of Technology, Sydney in May 1999.

Save as disclosed above, Mr. Ma did not hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years and did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling shareholders of the Company.

Mr. Ma has entered into a renewed service agreement with the Company for a term of three years commencing from 17 November 2020 subject to termination before expiry by either party giving not less than three months’ notice in writing to the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. For the financial year ended 31 December 2022, Mr. Ma is entitled to a remuneration of of HK\$25,000 per month, which is determined by the Board with reference to his duties, performance and responsibilities within the Company, the Company’s remuneration policy and the prevailing market conditions.

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

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Ma involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Ma that need to be brought to the attention of the Shareholders.

(3) LAI Xiaoling (賴曉凌) (“Mr. Lai”)

LAI Xiaoling (賴曉凌), aged 47, was appointed as an Independent Non-executive Director on 17 November 2014. He is a member of each of the Audit Committee and the Remuneration Committee.

Mr. Lai has over 19 years of experience in investment and business management. He has been an independent non-executive director of Meitu, Inc., which is listed on the Main Board of the Stock Exchange (Stock Code: 1357) since 1 January 2019. From January 2018 to May 2021, he had been a partner of Shunwei Capital (順為資本), a venture capital fund, and was primarily responsible for investment strategy, team formation and management and portfolio management. From June 2013 to December 2017, he was a partner of Innovation Ark (Beijing) Investment Management Consulting Company Limited (創新方舟(北京)投資管理諮詢有限公司), a venture capital fund, primarily responsible for investment strategy, personnel recruitment and training and portfolio management. Between June 2012 and April 2013, he served as a principal for Chengwei Investment Advisory (Shanghai) Co., Ltd. (成為投資諮詢(上海)有限公司), a venture capital fund. From October 2007 to February 2012, he worked as an investment manager and vice president for Morningside TMT (Shanghai) Limited (晨創啟興(上海)投資管理諮詢有限公司), a venture capital fund, primarily responsible for deal sourcing, execution and portfolio management.

Mr. Lai received his MBA degree from Chinese University of Hong Kong in December 2007 and a bachelor of engineering degree in engineering physics from Tsinghua University (清華大學) in July 1999.

Save as disclosed above, Mr. Lai did not hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years and did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling shareholders of the Company.

Mr. Lai has entered into a renewed service agreement with the Company for a term of three years commencing from 17 November 2020 subject to termination before expiry by either party giving not less than three months' notice in writing to the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. For the financial year ended 31 December 2022, Mr. Lai is entitled to a remuneration of HK\$25,000 per month, which is determined by the Board with reference to his duties, performance and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions.

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

APPENDIX II	DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Save for the information disclosed above, there is no information which is discloseable nor is Mr. Lai involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Lai that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



Feiyu Technology International Company Ltd.

飛魚科技國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1022)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting of Feiyu Technology International Company Ltd. (the “**Company**”) will be held at Senior Executive Meeting Room, 5/F, Block A, No. 78 Hu’an Road, High-tech Park, Huli District, Xiamen, Fujian Province, the People’s Republic of China on Thursday, 25 May 2023 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

As ordinary businesses, to consider and, if thought fit, pass the following resolutions with or without amendments as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”, each a “**Director**”) and of the independent auditors for the year ended 31 December 2022.
2. To re-elect Mr. LIN Zhibin as executive Director.
3. To re-elect Mr. MA Suen Yee Andrew as independent non-executive Director.
4. To re-elect Mr. LAI Xiaoling as independent non-executive Director.
5. To authorise the board of Directors to fix the respective Directors’ remuneration.
6. To re-appoint Ernst & Young as auditors and to authorise the board of Directors to fix their remuneration.

As additional ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

7. “**THAT:**
 - (a) subject to paragraph 7(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) the power of the Company to repurchase its shares on The Stock Exchange of Hong Kong

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Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, rules and regulations;

- (b) the aggregate number of shares of the Company to be purchased pursuant to the mandate in paragraph 7(a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; 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 passing of an ordinary resolution of the shareholders of the Company in general meeting.”

8. “**THAT:**

- (a) subject to paragraph 8(c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to exercise the power of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares of the Company, or option, restricted share units, warrants or similar rights to subscribe for any shares of the Company and to make or grant offers, agreements, options and restricted share units which might require the exercise of such powers;
- (b) the mandate in paragraph 8(a) above shall authorise the directors of the Company to make or grant offers, agreements, options and restricted share units during the Relevant Period (as defined below) which would or might require the exercise of such powers after the end of the Relevant Period (as defined below);

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- (c) the aggregate number of shares to be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph 8(a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under the post-IPO share option scheme of the Company or similar arrangement;
 - (iii) vesting of restricted share units which may be granted under the restricted share unit plan II of the Company or similar arrangement;
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company 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 or in force from time to time; or
 - (v) the exercise of rights of subscription or conversion under the term, of any warrants of the Company or any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company,

shall not exceed 20% of the aggregate number of issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the 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 passing of an ordinary resolution of the shareholders of the Company in general meeting.

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“**Rights Issue**” means an offer of shares or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company 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 of the Company 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).”

9. “**THAT** conditional upon the passing of resolutions numbered 7 and 8 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution numbered 8 of the Notice be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares repurchased by the Company pursuant to the mandate referred to in resolution numbered 7 of the Notice, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution.”

By Order of the Board
Feiyu Technology International Company Ltd.
Yao Jianjun
*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 25 April 2023

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

Headquarters in the PRC:
Block A, No. 78 Hu’an Road,
High-tech Park,
Huli District,
Xiamen, Fujian Province,
the PRC

*Principal place of
business in Hong Kong:*
Unit B, 17/F,
United Centre,
95 Queensway,
Admiralty,
Hong Kong

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Notes:

1. All resolutions (except for procedural and administrative matters) at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and 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 Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
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, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining qualification of members to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 22 May 2023 to Thursday, 25 May 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be qualify as members to attend and vote at the above meeting, 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, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 May 2023.

As at the date of this notice, the board of Directors comprises Messrs. YAO Jianjun, CHEN Jianyu, BI Lin and LIN Zhibin as executive Directors; and Ms. LIU Qianli, and Messrs. LAI Xiaoling and MA Suen Yee Andrew as independent non-executive Directors.