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國美金融科技有限公司
Gome Finance Technology Co., Ltd.
(Incorporated in Bermuda with limited liability)
(Stock Code: 628)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Gome Finance Technology Co., Ltd. (the “**Company**”) will be held at REF Financial Press Limited, Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 28 May 2024 at 2:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

Unless otherwise defined, capitalised terms used therein shall have the same meanings as those defined in the circular of the Company dated 8 May 2024 (the “**Circular**”).

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon compliance with the relevant legal procedures and requirements under the Companies Act and the Bye-laws to effect the Capital Reorganisation, and the Stock Exchange granting approval for the listing of, and permission to deal in, the New Shares in issue upon the Capital Reorganisation becoming effective, with effect from the second business day immediately following the date of passing this special resolution or upon the day on which the aforesaid conditions are fulfilled (whichever is later) (the “**Effective Date**”):
 - (a) the par value of each of the issued ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) be reduced from HK\$0.10 to HK\$0.01 per issued Share by cancelling the paid-up share capital to the extent of HK\$0.09 per issued Share (the “**Capital Reduction**”) such that immediately following the Capital Reduction, the issued share capital of the Company be reduced from an amount of HK\$270,112,312 to HK\$27,011,231.20 by HK\$243,101,080.80;
 - (b) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company (the “**Contributed Surplus Account**”);

- (c) the Contributed Surplus Account be applied towards offsetting the accumulated losses (the “**Accumulated Losses**”) of the Company as at the Effective Date, thereby reducing the accumulated losses of the Company. The balance of the credit (if any) of the Contributed Surplus Account after offsetting the Accumulated Losses be applied by the Company in any manner as permitted by all applicable laws and the Bye-laws;
- (d) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Shares with par value of HK\$0.10 each be sub-divided into 10 ordinary shares (the “**Share Sub-Division**”) with par value of HK\$0.01 each in the share capital of the Company (the “**New Shares**”) so that immediately following the Share Sub-Division, the authorised share capital of the Company shall become HK\$600,000,000 divided into 60,000,000,000 New Shares;
- (e) each of the New Shares arising from the Capital Reduction and Share Sub-division shall rank *pari passu* in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the Bye-laws; and
- (f) any one of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Capital Reorganisation.”

ORDINARY RESOLUTION

2. “**THAT:**

- (a) the sale and purchase agreement dated 16 October 2023 (the “**GOME FIIL Agreement**”) entered into between the Company as purchaser and Mega Bright Capital Resources Limited (“**Mega Bright**”) as vendor (a copy of which marked “A” has been produced to the SGM and initialed by the chairman of the SGM for the purpose of identification) in relation to, among other matters, the proposed acquisition of the entire issued share capital of GOME Faith International Investment Limited, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the sale and purchase agreement dated 16 October 2023 (the “**CashBox Agreement**”) entered into between the Company as purchaser and Hongkong Mingrun Business Co., Limited (“**Mingrun Business**”) as vendor (a copy of which marked “B” has been produced to the SGM and initialed by the chairman of the SGM for the purpose of identification) in relation to, among other matters, the proposed acquisition of 330 shares in CashBox Group Technology (Hong Kong) Limited, representing 3.3% of the issued shares thereof, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (c) subject to and conditional upon the fulfilment or waiver of the conditions precedent set out in the GOME FIIL Agreement and the CashBox Agreement (collectively, the “**Agreements**”), the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to exercise the powers to allot and issue a total of 2,500,000,000 new ordinary shares of the Company (the “**Consideration Shares**”) at the issue price of HK\$0.08 each to Mega Bright and Mingrun Business at completion in accordance with the terms and conditions of the Agreements; and
- (d) subject to and conditional upon the fulfilment or waiver of the conditions precedent set out in the Agreements, any one or more Directors be and is/are hereby authorised, for and on behalf of the Company, to execute all such documents, instruments and agreements, and take such action, do all such acts or things, as he/she/they may, in his/her/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implement of or giving effect or completion of any matters relating to the Agreements and the transactions contemplated thereunder, the issue and allotment of the Consideration Shares, and all matters incidental thereto.”

By order of the Board
Gome Finance Technology Co., Ltd.
Zhou Yafei
Executive Director

Hong Kong, 8 May 2024

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of business
in Hong Kong:*
Suite 2912, 29th Floor
Two International Finance Centre
8 Finance Street, Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the SGM convened by the above notice 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 SGM. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the branch share registrar and transfer office of the Company in Hong Kong, 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 SGM or any adjournment thereof (as the case may be).
3. Completion and return of a form of proxy will not preclude a Shareholder from attending in person and voting at the SGM or any adjournment thereof (as the case may be) should he so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Thursday, 23 May 2024 to Tuesday, 28 May 2024, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the SGM, all transfer documents 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 not later than 4:00 p.m. on Wednesday, 22 May 2024.
5. Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the name stands on the register of members of the Company in respect of the relevant joint holding.
6. Save for resolutions approving the procedural and administrative matters, any voting of the SGM should be taken by poll.
7. If Typhoon Signal No.8 or above is hoisted or a Black Rainstorm Warning Signal is in force in Hong Kong or an announcement on "extreme conditions" caused by super typhoons is made by the Hong Kong Government any time after 11 a.m. on the date of the SGM, then the meeting will be adjourned according to the bye-laws of the Company. The Company will post an announcement on the websites of the Company at (www.gomejr.com) and HKExnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting. The SGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force in Hong Kong. Shareholders should decide on their own whether they would attend the SGM under bad weather condition bearing in mind their own situations.

As at the date of this notice, the executive Directors are Mr. Zhou Yafei and Mr. Song Chenxi; the non-executive Director is Ms. Wei Ting; and the independent non-executive Directors are Mr. Lee Puay Khng, Mr. Mak Yau Kee Adrian, Professor Japhet Sebastian Law and Mr. Huang Song.