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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(s) or transferee(s) or the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.



GoFintech Innovation Limited
國富創新有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 290)

Website: <https://290.com.hk>

(I) PROPOSAL FOR TERMINATION OF THE SHARE OPTION SCHEME
(II) PROPOSAL FOR ADOPTION OF THE SHARE AWARD SCHEME
AND
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meaning as those defined in this circular.

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 Wednesday, 29 May 2024 at 11:00 a.m. is set out on pages EGM-1 to EGM-4 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you intend to attend the EGM (or any adjournment thereof), you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar 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 fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

13 May 2024

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DEFINITIONS

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

“Adoption Date”	the date of conditional approval and adoption of the Scheme by the Shareholders by way of ordinary resolution(s) in general meeting, with effect from the date of all the Conditions Precedent being fulfilled
“Affiliate(s)”	shall include the following: (a) any direct or indirect holding company (as defined in the Companies Ordinance) of the Company; and (b) any direct or indirect subsidiary of any company included in (a) above, but excluding any members of the Group
“Applicable Laws”	any relevant laws and regulations to the Scheme (including those of both Hong Kong and overseas jurisdiction as may be applicable)
“associate(s)”	has the meaning given to it in the Listing Rules
“Award Letter”	the letter for granting of Share Award made to an Eligible Participant in such written form as the Board or the Committee may from time to time determine specifying details in relation to the Share Award
“Awarded Shares”	means in respect of a Grantee, such number of Shares determined by the Board or the Committee and granted to such Grantee under the Share Award in accordance with the Scheme Rules
“Board”	the board of directors of the Company
“Business Day”	a day other than a Saturday or Sunday or public holiday on which banks generally in Hong Kong are open for the transaction of normal banking business
“chief executive”	has the meaning given to it in the Listing Rules
“Committee”	any committee of the Board or other person(s) from time to time delegated by the Board with the power and authority to administer the Scheme

DEFINITIONS

“Companies Ordinance”	the Companies Ordinance (Cap. 622 of the Laws of Hong Kong)
“Company”	GoFintech Innovation Limited 國富創新有限公司, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange (Stock Code: 290)
“Condition(s) Precedent”	such conditions precedent subject to and conditional upon which the Scheme shall take effect
“connected person(s)”	has the meaning given to it in the Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be convened and held for the purposes of, among other things, approving the adoption of the Scheme and the termination of the Share Option Scheme
“Eligible Participant”	any person who is eligible to receive a Share Award under the Scheme, who could be (i) an Employee Participant; (ii) a Related Entity Participant; or (iii) a Service Provider Participant
“Employee(s)”	any person who is an employee (whether full-time or part-time), director (excluding the independent non-executive Director) or officer of any member of the Group
“Employee Participant”	an Employee on the date of granting the Share Award, including persons who are granted Share Award under the Scheme as an inducement to enter into employment contracts with any member of the Group, provided that a person shall not cease to be an employee in the case of (a) any leave of absence approved by the relevant member of the Group; or (b) any transfer of employment amongst members of the Group or any successor, and provided further that a person shall, for the avoidance of doubt, cease to be an employee with effect from (and including) the date of termination of his/her employment

DEFINITIONS

“Grantee”	an Eligible Participant selected by the Board or the Committee pursuant to the Scheme Rules for the grant of Share Award
“Group”	the Company and its subsidiaries, and “ member of the Group ” shall be construed accordingly
“Issue Price”	in respect of any Share Award, the price per Share (which is no less than the par value of each Share per Awarded Share) a Grantee is required to pay to subscribe for the Shares constituting the Share Award
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“holding company”	a company which is for the time being and from time to time a holding company (within the meaning of the Companies Ordinance) of the Company, whether incorporated in Hong Kong or elsewhere and “ holding companies ” shall be construed accordingly
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	9 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Related Entity Participant(s)”	any person who is an employee (whether full-time or part-time or other employment relationship), or a director of an Affiliate
“Related Income”	all income or distribution derived from a Share (net of all expenses or charges incurred in relation to the receipt or payment of such income) held upon the Trust in the form of Shares (including but not limited to, any bonus Shares or scrip Shares received in respect of the Share) or money and, for the avoidance of doubt, excludes any Residual Cash
“Remuneration Committee”	the remuneration committee of the Board established pursuant to the Listing Rules from time to time

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“Residual Cash”	cash remaining in the Account or the trust fund of the Trust (including interest income derived from deposits maintained with licensed banks in Hong Kong) which has not been applied in the acquisition or subscription of Trust Shares or Awarded Shares
“Returned Shares”	such Awarded Shares or Related Income which are not vested and/or forfeited in accordance with the Scheme Rules (whether as a result of a Lapse Event or otherwise), or such Shares being deemed to be Returned Shares in accordance with the Scheme Rules and the Trust Deed
“Scheme”/“Share Award Scheme”	share award scheme of the Company constituted and governed by the Scheme Rules
“Scheme Period”	subject to the fulfilment of the Conditions Precedent and the termination of the Scheme, a period of ten (10) years commencing on the Adoption Date and ending on the 10th anniversary of the Adoption Date
“Scheme Rules”	rules relating to the Scheme, in its present form or as amended from time to time
“Service Provider Participant(s)”	means any person (including entity) who provide services to the Group on a continuing and recurring basis in its ordinary and usual course of businesses which are material to the long-term growth of the Group. For the avoidance of doubt, such participant(s) shall exclude placing agents or financial advisers providing advisory services to the Group for fundraising, mergers or acquisitions; and professional service providers such as auditors or valuers who provide assurance or are required to perform their services to the Group with impartiality and objectivity
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share Award”	means an award of Shares under the Scheme to a Grantee in accordance with the Scheme Rules
“Share Option Scheme”	means the share option scheme of the Company conditionally adopted at the annual general meeting of the Company convened on 2 September 2021

DEFINITIONS

“Shareholder(s)”	means holder(s) of Shares from time to time
“Shares”	means ordinary shares of HK\$0.1 each in the capital of the Company, or if there has been a sub-division, consolidation, re-classification or re-construction of the share capital of the Company, shares forming part of the ordinary share capital of the Company of such nominal amount as shall result from any such sub-division, consolidation, reclassification or re-construction
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning given to it in the Listing Rules
“Trust”	means the trust constituted by the Trust Deed
“Trust Deed”	means a trust deed to be entered into between the Company and the Trustee (as restated, supplemented and amended from time to time) in respect of the appointment of the Trustee for the administration of the Scheme
“Trust Shares”	means such Shares that are held, directly or indirectly, by the Trustee upon the Trust from time to time for the purpose of the Scheme
“Trustee”	means the trustee corporation or trustee corporations to be appointed by the Company for the administration of the Scheme
“Vesting Date(s)”	in respect of a Share Award, subject to the satisfaction of vesting conditions in accordance with the terms of the grant of the Share Award, as set out in the relevant Award Letter, the date on which a Share Award (or part thereof) is to vest in the relevant Grantee and upon which the Grantee may exercise the Share Award as determined by the Scheme Rules, which must also be a Business Day
“Vesting Period”	in relation to any Grantee, the period commencing on the date on which the Awarded Shares have been provisionally set aside pursuant to a Share Award to such Grantee and ending on Vesting Date
“%”	per cent

The English text of this circular, the notice of the EGM and accompanying form of proxy shall prevail over their respective Chinese text in case of inconsistency.

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: <https://290.com.hk>

Executive Director

Ms. SUN Qing

Non-executive Directors

Mr. HAN Hanting

Dr. NIE Riming

Mr. LI Chunguang

Mr. HUA Yang

Independent non-executive Directors

Mr. CHAN Kin Sang (*Chairman*)

Mr. CHIU Kung Chik

Mr. LI Gaofeng

Ms. LUI Mei Ka

Registered office

P.O. Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

*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

13 May 2024

To: the Shareholders

Dear Sir/Madam,

(I) PROPOSAL FOR TERMINATION OF THE SHARE OPTION SCHEME
(II) PROPOSAL FOR ADOPTION OF THE SHARE AWARD SCHEME
AND
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

References are made to the Company's announcements dated 11 April 2024 and 6 May 2024 in relation to, amongst other things, the proposed adoption of the Scheme and termination of the Share Option Scheme respectively.

LETTER FROM THE BOARD

The purposes of this circular are to provide you with, among other things, (i) further details on the proposed adoption of the Scheme and termination of the Share Option Scheme; (ii) notice of the EGM; and (iii) other information as required under the Listing Rules. In the EGM, such necessary resolutions will be proposed to the Independent Shareholders to consider and, if thought fit, approve the ordinary resolution(s) in relation to the adoption of the Scheme and the termination of the Share Option Scheme at the EGM.

BACKGROUND FOR THE PROPOSED TERMINATION OF THE SHARE OPTION SCHEME AND ADOPTION OF THE SHARE AWARD SCHEME

The Stock Exchange published the consultation conclusions on its proposed amendments to, amongst other things, chapter 17 of the Listing Rules relating to share schemes of listed issuers in July 2022 which have become effective since 1 January 2023.

Taking into account that such amendments to chapter 17 of the Listing Rules concerned both share option schemes and share award schemes of listed issuers, which would entail substantial revisions to the Share Option Scheme, for simplicity and considering that the Share Option Scheme permits only the issuance of share options to its selected participants but not giving out award by means of issuance of new Shares, the Board resolved to propose (i) the termination of the Share Option Scheme; and (ii) the adoption of the Share Award Scheme.

PROPOSAL FOR TERMINATION OF THE SHARE OPTION SCHEME

The Share Option Scheme was adopted on 2 September 2021 and is valid and effective for a period of ten (10) years from the date of adoption. Pursuant to the provisions of the Share Option Scheme, the Company may by ordinary resolution in general meeting at any time resolve to terminate the Share Option Scheme and in such event, no further share options may be granted but the provisions of the Share Option Scheme shall remain in force and effect to the extent necessary to give effect to the exercise of any share option granted prior to its termination or otherwise as may be required in accordance with the provisions of the Share Option Scheme.

Share options granted under the Share Option Scheme prior to such termination shall continue to be valid and exercisable in accordance with the rules of the Share Option Scheme.

As at the Latest Practicable Date, with reference to the announcement of the Company dated 27 March 2024, the Company had granted share options at the exercise price of HK\$0.480 to a Director, two co-chief executive officers and fourteen full-time employees for subscription of 91,500,000 Shares, of which, none of the share options had been exercised, therefore all 91,500,000 share options remained outstanding and 30,788 share options of the Company are available for future grant. The granted share options shall be vested on 1 April 2025 with exercise period for one year (i.e. from 1 April 2025 to 31 March 2026), and shall be subject to satisfaction of certain performance targets for the 2024 fiscal year to be determined by the Board based on the internal assessment system of the Group, with assessment regarding the grantee's overall performance, performance of the team or department that such grantee belongs and the performance of the Group.

LETTER FROM THE BOARD

The grantees of such share options are detailed as follows:

Name / class of grantee for share options	Position	Number of share options granted
Ms. SUN Qing	Executive Director	4,168,000
Mr. ZHANG Huachen	Co-Chief Executive Officer	32,000,000
Mr. YUAN Tianfu	Co-Chief Executive Officer	32,000,000
Employee A	Full-time Employee	3,336,000
Employee B	Full-time Employee	2,500,000
Employee C	Full-time Employee	2,500,000
Employee D	Full-time Employee	2,500,000
Employee E	Full-time Employee	2,500,000
Employee F	Full-time Employee	1,668,000
Employee G	Full-time Employee	1,668,000
Employee H	Full-time Employee	1,668,000
Employee I	Full-time Employee	832,000
Employee J	Full-time Employee	832,000
Employee K	Full-time Employee	832,000
Employee L	Full-time Employee	832,000
Employee M	Full-time Employee	832,000
Employee N	Full-time Employee	<u>832,000</u>
Total		<u><u>91,500,000</u></u>

As at the Latest Practicable Date and until the date of the EGM, the Board has no intention of granting any further share options under the Share Option Scheme.

Save for the Share Option Scheme, the Company had no other subsisting share scheme which has not expired as at the Latest Practicable Date.

PROPOSAL FOR ADOPTION OF THE SHARE AWARD SCHEME

The proposed adoption of the Scheme intends to recognise and acknowledge the contributions which the Eligible Participants have made or may make to the Group and to continuously provide the Eligible Participants with an incentive scheme based on the Company's equity interests. The Scheme, when approved, will provide for the Company such capability of granting Share Award (in either manner of issuing new Shares or by acquiring existing Shares) as equity incentives which the Company may utilise as part of its incentive strategy for its selected participants with the compliance to the new requirements of chapter 17 of the Listing Rules in contemplation.

LETTER FROM THE BOARD

Furthermore, over the past few years, the Company has been striving hard to create and maximise value and benefits for its Shareholders under the philosophy of ‘Propelling investment banking with capital investment, rejuvenating tradition business with innovation’, proactively attracting strategic investors and enhancing capital sufficiency, while progressively promoting operational innovation and business transformation. The Board considers this as proper time to adopt the Scheme because the cornerstone of the Group’s business success and strategic development is the effort employed by different individuals and entities contributing to our Group.

The Share Award Scheme shall be subject to administration of the Board and the Trustee in accordance with the Scheme Rules and the provisions of the Trust Deed.

As at the Latest Practicable Date, (a) no trustee has been appointed to administer and implement the Share Award Scheme; and (b) the Company has no specific intention to grant any Share Award under the Share Award Scheme.

A summary of the principal terms of the Share Award Scheme is set out in the Appendix to this circular, and certain details of the Scheme are excerpted and elaborated as follows:

Purposes and Objectives

The purpose of the Scheme is to recognise and acknowledge the contributions which the Eligible Participants have made or may make to the Group, with the view to achieving the following principal objectives:

- (I) to provide the Company with a flexible means of remunerating, incentivising, retaining, rewarding, compensating and/or providing benefits to the Eligible Participants;
- (II) to align the interests of the Eligible Participants with those of the Company and Shareholders by providing such Eligible Participants with the opportunity to acquire proprietary interests in the Company and becoming Shareholders, so as to optimise their performance and efficiency for the benefit of the Group and particular in its fulfilment of strategic targets;
- (III) to encourage the Eligible Participants to contribute to the long-term growth, performance and profitability of the Company and to enhance the value of the Company and its Shares for the benefit of the Company and Shareholders as a whole; and
- (IV) attracting and retaining or otherwise maintaining ongoing business relationships with the Eligible Participants whose contributions are, or, will or are expected to be, beneficial to the Group.

LETTER FROM THE BOARD

Conditions Precedent of the Scheme

The Scheme shall take effect subject to and conditional upon the following Conditions Precedent:

- (I) the passing of resolutions by the Shareholders and resolutions by the Board to approve and adopt the Scheme and the Scheme Rules and to authorise the Board to grant Share Award under the Scheme and to allot and issue Shares; and
- (II) the granting of such approval by the Listing Committee for the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to the Share Award to be awarded under the Scheme.

Duration

Subject to the fulfilment of the Conditions Precedent and the termination of the Scheme, the Scheme shall be valid and effective for the Scheme Period, being ten (10) years commencing on the Adoption Date. After such period, no further Share Award may be granted, but the Scheme Rules shall remain in full force and effect to the extent necessary to give effect to any Share Award made before the expiry of such period.

Eligible Participants of the Scheme

The Eligible Participants of the Scheme shall comprise the Employee Participants, the Related Entity Participants and the Service Provider Participants. In considering the classes of participants eligible for the Share Award, the Directors have taken into account as to (i) the participants eligible for an award/share option under other share scheme of the Company; and (ii) the new requirements of chapter 17 of the Listing Rules. For the Company, the Share Option Scheme is the only share scheme of the Company other than the Scheme proposed to be adopted. Even though the Company has never granted any share option under the Share Option Scheme to any person under the definition of Related Entity Participant or Service Provider Participant with respect to the Scheme, and as at the Latest Practicable Date, the Company has no plan to grant any share option under the Share Option Scheme / Share Award under the Scheme to any Related Entity Participant or Service Provider Participant, similar classes of participants were included in the Share Option Scheme and it is not uncommon to include Related Party Participant(s) and/or Service Provider Participant(s) as classes of potential awardees in the share schemes of other listed companies in Hong Kong, considering the provisions of chapter 17 of the Listing Rules, the Board of Directors confirms that the inclusion of these classes in the Scheme complies with chapter 17 of the Listing Rules and as elaborated below, maximises the possibility and flexibility in rewarding those who have contributed and/or will contribute to the Group, so as to in turn benefit the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

In terms of eligibility of selecting the Eligible Participants, the general consideration in granting Share Award pursuant to the Scheme involves the assessment on the amount of support, assistance, guidance, advice, efforts and contributions such Eligible Participant has exerted and given towards the success of the Group and/or the amount of potential support, assistance, guidance, advice, efforts and contributions the Eligible Participant has given or made or is likely to be able to give or make, towards the success of the Group in the future. The Board and/or the Committee, when assessing the eligibility, will benchmark such metrics against the performance of the potential grantee(s) to whom the Group provides equity incentives, while taking into account the purpose of the Scheme and the objectives in engaging the Eligible Participants.

In determining the basis of eligibility for the Employee Participant(s) with respect to the Share Award Scheme, the Board or the Committee would take into account of, among others:

- (a) the Employee Participant's skills, knowledge in the industry, educational and professional qualifications, experience and expertise;
- (b) the Employee Participant's performance, time commitment, responsibilities or employment conditions with reference to the prevailing market practice and industry standard;
- (c) the Employee Participant's contribution made or expected to be made to the growth of the Group's business and development;
- (d) the period of engagement and length of service of the Employee Participant with the Group; and
- (e) whether granting Share Award to him/her is an appropriate incentive to motivate him/her to continue to contribute towards the betterment of the Group (for instance, the Company will not grant Share Award to Eligible Participant(s) who will be retiring within twelve (12) months of granting such Share Award, as the Company considers cash-based package would be more appropriate in rewarding the contribution of such retiring Eligible Participant(s)).

In determining the basis of eligibility for the Related Entity Participant(s) with respect to the Share Award Scheme, the Board or the Committee would take into account of, amongst others:

- (a) the type of work / services of the Related Entity Participant provided to the Group in the 12 months prior to the time of such determination and the recurrences and regularity of such work / services;

LETTER FROM THE BOARD

- (b) with respect to the participation and contribution to the development of the Group, the number, scale and nature of the projects / tasks in which the Related Entity Participant is involved and the amount of potential support, assistance, guidance or advice such Related Entity Participant is likely to be able to give or make towards the success of the Group;
- (c) the positive impacts brought by, or expected from, the Related Entity Participant on the Group's business development in terms of an increase in revenue or profit and/or an addition of expertise to the Group;
- (d) the number of opportunities referred or introduced to the Group by the Related Entity Participant which have materialised into further business relationships;
- (e) with respect to the extent of benefits and synergies brought to the Group, whether the Related Entity Participant has assisted the Group in tapping into new markets and/or increased its market share; and
- (f) the materiality and nature of such Related Entity Participant's contribution to the businesses of the Group with consideration on the length of such collaborative relationship.

Service Provider Participants comprise of such person(s) (including entity(ies)) which provide services on a continuing and recurring basis in its ordinary and usual course of businesses. In determining the basis of their eligibility to the granting of the Share Award with respect to the Share Award Scheme, it shall be determined by the Board or the Committee on qualitative and quantitative performance indicators on a case-by-case basis in contemplation of their contribution to the development and growth of the Group. Such assessment will be based on multiple factors including but not limited to the following:

- (a) individual performance, time commitment and responsibilities of such Service Provider Participant according to the prevailing market practice and industry standard;
- (b) length and type of services provided to the Group by such Service Provider Participant in the 12 months prior to the time of such determination, and the recurrence and regularity of such services;
- (c) track record in the quality and reliability of the Service Provider Participant's services provided to and/or cooperation with the Group;
- (d) the scale of business dealings with the Group with regard to factors such as the actual or expected change in the revenue or profits of the Group which is or may be attributable to the Service Provider Participants; and
- (e) remuneration packages of comparable listed peers with respect to similar service providers, if any, based on available industry information.

LETTER FROM THE BOARD

Set out below is the scope of service and the Board's assessment of the eligibility in connection with the Service Provider Participant(s):

Contribution and Scope of Services	The Board's Assessment of the Eligibility of the Service Provider Participant(s)
<p>(a) Business(es) and/or individual(s) engaged by any members of the Group not as its employee(s), in providing advisory and consultancy services on a regular and recurring basis in its ordinary and usual course of businesses, in respect of, without limitations to, the following businesses of the Group:</p> <ul style="list-style-type: none"> (i) securities brokerage; (ii) corporate finance; (iii) margin financing; (iv) money lending; (v) equity investment; (vi) asset management; and (vii) investment immigration, <p>(b) Person(s) or entity(ies) engaged in research and/or development work in providing support or assistance to the businesses of any members of the Group.</p>	<p>The Board will, on a case-by-case basis, take into account both qualitative and quantitative factors when determining the eligibility of a Service Provider, including but not limited to:</p> <ul style="list-style-type: none"> (a) the individual performance of the relevant service provider, with reflection to its track record, and whether they meet with the business requirements of the Group; (b) their knowledge, experience and network in the relevant industry; (c) the frequency of collaboration and length of business relationship with the Group; (d) the materiality and nature of the business relationship with the Group (such as whether they relate to the core business of the Group and whether such business dealings could be readily replaced by other third parties); (e) the background and reputation of the relevant service provider; (f) the potential and/or actual contribution to the business affairs of the Group, in particular, whether such service provider could bring positive impact to the Group's business, such as an increase in revenue or profits or a reduction in costs attributable to or brought by services provided; (g) the replacement cost of such service provider (including continuity and stability of provision of the necessary services); and (h) other factors, including but not limited to the capability, expertise, technical know-how, business connections of the relevant service provider, and/or the synergy between the relevant service provider and the Group.

LETTER FROM THE BOARD

For the avoidance of doubt, the Service Provider Participants shall exclude (i) placing agents; or (ii) financial advisers providing advisory services to the Group for fundraising, merger or acquisitions. For those Service Provider Participants in respect of the Group's corporate finance business, it is limited to exclusively those advisors and/or consultants which conducted businesses in the realm of strategising financial planning and working capital management without any connection with fundraising, merger or acquisition. Professional service providers such as auditors or valuers who provide assurance or are required to perform their services to the Group with impartiality and objectivity shall also be excluded.

With reference to the scope of the Eligible Participants and the corresponding eligibility criteria, and considering the Company's hiring practices and organisational structures, the Directors (including the independent non-executive Directors) are of the view that it would be in the Group's interest to permit the Company such flexibility in granting Share Award to the Related Entity Participants and the Service Provider Participants in recognition of their contribution to the Group's long-term growth and development, given those which will be selected are those which maintain a close collaborative business relationship with the Group. A sustainable and stable relationship with the Related Entity Participants and the Service Provider Participants is vital for the Group and the inclusion of non-employee participants under the Scheme would align their interest with the interest of the Group and incentivise them to provide better services to, create more opportunities for and/or contribute to the success of the Group in the long run, and thus promoting the growth and development of the Group, and therefore enable the Scheme's purpose to be achieved. Thus, the Directors consider that the inclusion of the Related Entity Participants and the Service Provider Participants aligns with the long-term interests of the Company and its Shareholders.

Furthermore, the Directors (including the independent non-executive Directors) consider the proposed categories of Related Entity Participant and Service Provider Participant to be in line with industry norms, business needs and operational requirements of the Group and are of the further view that:

- (a) in connection with the businesses of the Group and such businesses' growth, expansion and development, including but not limited to asset management (which is currently being expanded into mainland China) and investment immigration (which is currently being developed internationally into jurisdictions including but not limited to mainland China, Singapore and countries in South East Asia, etc.), more multinational interactions in different jurisdictions mean more transactions conducted in foreign jurisdictions and exposure to different applicable and relevant local rules and regulations, therefore it generates the need to engage advisors and/or consultants abroad to assist and collaborate the establishment of the Group's businesses outside Hong Kong and as time progresses, it will also be important for the Company to

LETTER FROM THE BOARD

establish long-term business relationship with these advisors and/or consultants who contribute their expertise in various technical know-how and in key areas such as legal compliance, resources management, sales and marketing, as such contribution ensure the healthy and compliant business expansion abroad in the long run;

- (b) it has become conspicuous for the Company to engage such advisors and/or consultants (whom may become Service Provider Participants subject to the provisions of the Scheme Rules and chapter 17 of the Listing Rules) for research and/or development work owing to the increased involvement of financial technology with the Group's existing businesses in order to catch up with the global paradigm shift towards digital economic development and technological innovation on the Group's principally engaged business, which is thus vital for the continuing growth of the Group. Additionally, it is common for such advisors and consultants to be engaged by the Group on research and/or development work as there are (i) sector specialists engaged on a project-based scenario to cope with the Group's continuing demand for strategic analysis and advice on new initiatives, market trends, project development and business expansion plans from time to time; and (ii) consultants or experts to business development of any member of the Group (including support or services in relation to strategic or commercial planning on corporate image and investor relations), their assistance, resources and expertise may be utilised by the Group to look out for opportunities and new businesses;
- (c) the above necessitate the Group's engagement of services externally and on a continuing and recurring basis, as such service providers may not be able to serve the Company as full-time employees given they are established professionals in their own fields and the Group is desirous of establishing long-term collaborative relationships with industry professionals with proven track record of business in the industry, and as elaborated in sub-paragraphs (a) and (b) above, the engagement of such advisors and/or consultants are essential not only for the Group's existing businesses, but also for its growth and development into different jurisdictions and the adaptation of technological advancement;
- (d) the Related Entity Participants will have a sufficiently close relationship with the Group and would likely be in a position to influence the Group's business, reputation, operations and performance, the Directors (including independent non-executive Directors) believe that the Related Entity Participants, despite the lack of a direct employment relationship, could involve with the Group on projects and other business engagements related to its operations similar to those of Service Provider Participants mentioned above and it is in the Group's interest to recognise these Related Entity Participants' contributions by granting them Share Award;

LETTER FROM THE BOARD

- (e) the importance to maintain an ongoing collaborative relationship with the above selected participants stems from the Group's requirement of their expertise and professional services, which are fundamental to the Group's business operations and for the furtherance of the Group's business development, and the Company's granting of the Share Award under the Scheme to those Eligible Participants with expertise in their field who are not employees or officers of the Group and may be able to provide valuable expertise or services to the Group, would in turn to encourage them with proprietary ownership in the Company by vesting shareholding interest of the Group, so as to incentivising the service quality as well as strengthening their loyalty; and
- (f) moreover, the Scheme enables the Group to preserve its cash resources, and instead, use share incentives to attract persons of talent outside of the Group, achieving efficient use of capital when compared to solely cash rewards and simultaneously providing the Group with flexibility on talent recruitment and retention strategies.

On top of the above, the Board will take into account different factors when assessing the eligibility of and contribution (or potential contribution) made or to be made by the different categories of Eligible Participants who are non-employees. The Board also has the discretion to impose different terms and conditions (including but not limited to performance targets) on Share Award to be granted to the Eligible Participants, which provides the Board with greater flexibility to impose appropriate conditions in light of the particular circumstances of each grant so that it would become a more meaningful reward for these non-employee Eligible Participants' contribution or potential contribution.

Last but not least, to the best of the Directors' knowledge, information and belief (including those of independent non-executive Directors), after having made all reasonable enquiries, notes are also taken that (i) the Scheme's scope of grantees is consistent with such scope of grantees approved by peer companies listed in Hong Kong operating in similar or comparable industries to that of the Group and their remuneration or compensation packages; and (ii) granting Share Award to each of the categories of the Related Entity Participants and the Service Provider Participants is in line with the Company's business needs and is desirable and necessary from a commercial perspective to help maintain and/or enhance the competitiveness of the Group.

Performance targets

Any grant of Share Award under the Scheme may be subject to a performance target (if any) so as to achieve the purpose of the Scheme. The performance target, if any, shall be imposed on a case-by-case basis with reference to (a) the performance of the Eligible Participant; (b) the operating or financial performance of the Group; and/or (c) such other performance target to be determined by the Board or the Committee in its sole and absolute discretion from time to time, which shall be set out in the Award Letter in relation to the grant of the Share Award to each relevant Eligible Participant.

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Factors to be taken into account include but are not limited to (a) annual or half-yearly results and performance of the Group, with reference to revenue, profits (before or after tax), earnings per share, market value or economic value added, cash flow, return on assets, return on equity, return on investment, share price etc.; (b) for Employee Participants, the key performance indicators of the individual or the respective department(s) and/or business unit(s) that the Eligible Participant belongs to, and for Related Entity Participants and Service Provider Participants, their contribution to the financial and operating results of the Company; and (c) individual position, annual appraisal result and other factors relevant to the Eligible Participant.

Unless otherwise determined by the Board or the Committee, there is no general performance target stipulated under the Scheme Rules that is required to be achieved by the Grantee before Share Award can be granted.

The Board considers that it may not be appropriate to pre-impose performance targets under the Scheme. First of all, the purpose of Share Award is to remunerate or compensate the Eligible Participants, with the performance target(s) and condition(s) which must be satisfied before the Awarded Shares may be vested to be specified under the sole and absolute discretion of the Board or the Committee, the Board or the Committee is permitted with flexibility to decide as to how Share Award may be granted and Awarded Shares may be vested under particular circumstances, such that it will facilitate the Board's aim to offer meaningful incentives to attract and retain quality personnel that are valuable to the development of the Group and for the benefit of the Group and the Shareholders as a whole. Secondly, the Board believes that it is not practicable to expressly set out a generic set of performance targets in the Scheme Rules, as participants eligible to be awarded under the Scheme will play different roles and contribute in different ways to the Group.

In determining the number of Awarded Shares to be granted to any Eligible Participant, the Board may take into consideration of those eligibility criteria applicable to each category of Eligible Participant, together with parameters including but not limited to the following:

(A) for Employee Participants:

- (1) the responsibility taken up by them and their efforts in enhancing the profits, clientele and goodwill of the Group; and/or
- (2) the appropriateness of rewarding them to further motivate their performances and efficiencies for the benefit of the Group.

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(B) for Related Entity Participants:

- (1) the contributions to the returns and benefits of the Group's interest and the business synergy and opportunities brought by them to the Group and/or the Affiliates;
- (2) the appropriateness of rewarding them to further motivate their performances and efficiencies for the benefit of the Group and/or the Affiliates; and/or
- (3) the suitability of accepting the Awarded Shares as part of their remuneration / compensation package for their appointment, employment or engagement extended by the Affiliates.

(C) for Service Provider Participants:

- (1) the business synergy and opportunities brought by them to the Group or created from the business relationships, strategic alliances and joint ventures enjoyed by the Group;
- (2) the value and benefit of the advices and/or results of research, development and technological support to the businesses of the Group provided to and/or performed by and/or collaborated with them; and/or
- (3) the suitability of accepting the Awarded Shares as part of their retainer or service fee package.

Maximum Number of Shares to be Granted under the Scheme Mandate Limit and the Service Provider Sublimit

On the basis that the entire issued share capital remains unchanged for the period from the Latest Practicable Date up till the Adoption Date:

- (I) As at the Latest Practicable Date, the Company had 6,326,245,848 Shares in issue. With respect to the Listing Rules and the Scheme Rules, the total number of Shares which may be issued pursuant to all Share Award to be granted under the Scheme amounts to 541,093,796 Shares, being approximately 8.55%, and thus not more than 10% of the entire issued share capital as at the Adoption Date (the "**Scheme Mandate Limit**").

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- (II) Within the Scheme Mandate Limit, the total number of Award Shares which may be issued pursuant to the Share Award granted to Service Provider Participants under the Scheme is 63,262,458 Shares, being not more than 1% of the Shares in issue as at the Adoption Date (the “**Service Provider Sublimit**”). The Service Provider Sublimit would be subject to separate approval by the Shareholders at the general meeting and conditional on the adoption of the Scheme.

For the avoidance of doubt, if either of the adoption of the Scheme or the Service Provider Sublimit is not approved by the Shareholders at the EGM, no Share Award is allowed to be granted to any Service Provider Participant. The Service Provider Sublimit is determined based on the possible number of Awarded Shares that the Company intends to grant to the Service Provider Participants and the Company’s future business and development plan.

The basis for determining the Service Provider Sublimit includes (a) the Group’s business expansion, development needs and the expected contribution attributable to the Service Provider Participants; (b) striking a balance between the benefits arising from the grants to the Service Providers and that to the Employees; and (c) the potential dilution effect arising from the grants to the Service Provider Participants.

(a) Business expansion and development needs of the Group and the expected contribution attributable to the Service Provider Participants

In connection with the necessity of engaging service providers in the course of business of the Group and the benefits through collaboration with them, their assistance and the established long-term cooperation relationships with them drives the Group’s exploration of new business opportunities by forming business alliances and bringing in new skills and technology, thus strengthening the Group’s existing businesses through efficient cost plans for the long-term development of the Group. This derives benefits (whether actual or potential, commercially or financially) to facilitate the long-term and sustainable growth of the Group, and the Service Provider Sublimit enables the Group to align the interests of those professionals with track record of providing services with high quality to those of the Group in relation to the synergy brought by those talents.

(b) Balance of the benefits arising from the grants to Service Provider Participants and that to the Employees

The major portion of the Scheme Mandate Limit is reserved as the Share Award to the Eligible Participants other than the Service Provider Participants. This effectively strikes a balance for the Company’s need to retain talents contributing to the Group while being outside the Group and are willing to become Shareholders, and with the remaining quota in the Scheme Mandate Limit, being 477,831,338 Shares, is used to retain and incentivise the Eligible Participants other than the Service Provider Participants.

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(c) Potential dilution effects arising from the grants to the Service Provider Participants

The Service Provider Sublimit is equivalent to 63,262,458 Shares, representing approximately 0.92% of the total number of Shares in issue as enlarged by the allotment and issue of the Awarded Shares upon vesting. Accordingly, the maximum number of the Awarded Shares to be allotted and issued to Service Provider Participants under the Service Provider Sublimit will only result in minor dilution on the shareholdings of the existing Shareholders (i.e. existing Shareholders' total shareholdings in the Company will only decrease by 0.92% from 100% to 99.08%) and the dilution effect is considered to be acceptable.

The Directors consider the establishment of the Service Provider Sublimit appropriate and reasonable given the Group's business needs and such a limit provides the Group with flexibility to provide equity incentive to reward and to maintain an ongoing collaborative relationship with the Service Provider Participants as the Group may from time to time require their expertise for the furtherance of the Group's business development.

Vesting Period

Subject to the satisfaction of all conditions of vesting applicable to the vesting of Awarded Shares to each Grantee, the Awarded Shares held by the Trustee on behalf of such Grantee shall vest in such Grantee in accordance with the applicable vesting schedule as set out in the Award Letter, and the Trustee shall cause the Awarded Shares to be transferred to such Grantee in accordance with the Scheme Rules.

The Share Award granted under the Scheme shall be held for not less than twelve (12) months before being vested on the Eligible Participant save and except to certain exceptional circumstances (as prescribed in the Appendix of this circular). The Board believes that this aligns with the Listing Rules and purpose of the Scheme.

Share Award made to a Director, Chief Executive, Substantial Shareholder of the Company or any of their Respective Associates

Pursuant to Rule 17.04(1) of the Listing Rules, any grant of Share Award to any Director, chief executive or substantial shareholder of the Company, or any of their respective associates under the Scheme or any other share schemes of the Company or any of its subsidiaries shall be subject to the prior approval of the independent non-executive directors of the Company (excluding any independent non-executive Director who or whose associate is the grantee of the Share Award), or if required by the Listing Rules, the Remuneration Committee.

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Under the Scheme, the Employee Participants include all Directors, therefore independent non-executive Directors are included as potential Grantee. As at the Latest Practicable Date, the Company has neither any plan nor intention to grant any Share Award to the independent non-executive Directors under the Scheme. However, having considered that:

- (a) it is common to include independent non-executive Directors as eligible candidates of share schemes adopted by other listed companies in Hong Kong with any potential granting of share option(s) / share award made in compliance with chapter 17 of the Listing Rules;
- (b) none of the independent non-executive Directors held any Share in the Company while according to chapter 3 of the Listing Rules, the threshold which may hold one director questionable regarding his/her independence is 1% of the listed company's issued share capital; and
- (c) independent non-executive Directors is the backbone of the Company's sound corporate governance framework as they play a significant role on the maintenance of the Group's internal control system and they may contribute to the Group's development and businesses in providing valuable insight to the Company with their professional background.

The Board believes the flexibility to grant Share Award to the independent non-executive Directors and the inclusion of the independent non-executive Directors as Eligible Participants will allow the Company to preserve its cash resources and keep its remuneration package competitive in order to retain those who has contributed to the Company.

Moreover, the Company is of the view that the independence and impartiality of the independent non-executive Directors will not be impaired by any potential grant of the Share Award under the Share Award Scheme for the following reasons:

- (a) the independent non-executive Directors will continue to comply with the independence requirement under Rule 3.13 of the Listing Rules;
- (b) any grant of Share Award to an independent non-executive Director will be subject to the prior approval by the rest of the independent non-executive Directors in the exclusion of such independent non-executive Director who is the Grantee;

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- (c) Shareholders' approval is required in the event where any grant of Awarded Shares to an independent non-executive Director or any of his/her associates that would result in the Shares issued and to be issued in respect of all options and Share Award granted to such person under the Scheme and all other share scheme (excluding any options and Share Award lapsed in accordance with the terms of the Scheme) in any twelve (12)-month period up to and including the date of such grant, representing in aggregate over 0.1% of the issued share capital of the Company, and the Company has no intention to cause such number of Awarded Shares to be awarded to any independent non-executive Director or any of his/her associates that would result in the approval of the Shareholders to become necessary pursuant to Rule 17.04(3) of the Listing Rules; and
- (d) the Board will be mindful of the recommended best practice E.1.9 of the corporate governance code set out in Appendix 14 to the Listing Rules on that issuers should generally not grant equity-based remuneration with performance-related elements to independent non-executive directors.

Pursuant to Rule 17.04(2) of the Listing Rules, Shareholders' approval is required at a general meeting where any grant of Awarded Shares to a Director (other than an independent non-executive Director) or chief executive of the Company, or any of his/her associates that would result in the Shares issued and to be issued in respect of the Share Award granted to such person under the Scheme and all other share scheme (excluding any Share Award lapsed in accordance with the terms of the Share Award Scheme) in any 12-month period up to and including the date of such grant, representing in aggregate over 0.1% of the issued share capital of the Company.

Pursuant to Rule 17.04(3) of the Listing Rules, Shareholders' approval is required at a general meeting where any grant of Awarded Shares to an independent non-executive Director or a substantial shareholder of the Company, or any of his/her/its associates that would result in the Shares issued and to be issued in respect of all options and Share Award granted to such person under the Scheme and all other share scheme (excluding any options and Share Award lapsed in accordance with the terms of the Scheme) in any twelve (12)-month period up to and including the date of such grant, representing in aggregate over 0.1% of the issued share capital of the Company.

In the circumstances described in Rules 17.04(2) and 17.04(3) of the Listing Rules, the Company must send a circular to the Shareholders. The grantee, his/her/its associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

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OTHER GENERAL INFORMATION RELATED TO THE SCHEME

An application will be made to the Listing Committee for the approval of the listing of, and the permission to deal in, the Shares which may fall to be allotted and issued pursuant to all Share Award to be awarded under the Scheme.

None of the Directors is a trustee of the Scheme nor has a direct or indirect interest in the trustees of the Scheme.

LISTING RULES IMPLICATIONS

The Share Award Scheme constitutes a share scheme governed by Chapter 17 of the Listing Rules. Pursuant to Rules 17.02 and 17.03B of the Listing Rules, among other things, the Share Award Scheme, the Scheme Mandate Limit and the Service Provider Sublimit shall be approved by the Shareholders in general meeting.

Any Shareholder with a material interest in the proposed Scheme, and his/her/its close associates, will abstain from voting at relevant resolutions at the EGM. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder had a material interest in the adoption of the Share Award Scheme. As such, no Shareholder is required to abstain from voting on the resolution(s) in relation thereto.

EGM AND PROXY ARRANGEMENT

The Company will convene the EGM at Units No. 4102-06, 41/F, COSCO Tower, 183 Queen's Road Central, Hong Kong on Wednesday, 29 May 2024 at 11:00 a.m. to consider and, if thought fit, approve, among other things, the adoption of the Scheme, the Scheme Mandate Limit and the Service Provider Sublimit, and the termination of the Share Option Scheme. A notice convening the EGM is set out on pages EGM-1 to EGM-4 of this circular.

A form of proxy for the EGM is enclosed. Whether or not you wish to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same 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 EGM (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjourned meeting) if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

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 Thursday, 23 May 2024. Shareholders whose names appear on the register of members of the Company on Thursday, 23 May 2024 are entitled to attend and vote at the EGM.

VOTING AT THE EGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company 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. Accordingly, the resolutions to be put forward at the EGM will be voted by way of poll by the Shareholders. An announcement on the poll results will be made by the Company after the EGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules, on the results of the EGM.

RESPONSIBILITY OF DIRECTORS

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.

DOCUMENT ON DISPLAY

A copy of the rules of the Share Award Scheme will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<https://www.cffg.com.hk/en/about>) respectively for a period of 14 days from the date of this circular for display and will be made available for inspection at the EGM.

RECOMMENDATIONS

On the basis of the information set out in this circular, the Directors consider that the adoption of the Scheme, the Scheme Mandate Limit and the Service Provider Sublimit, and the termination of the Share Option Scheme are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Accordingly, the Directors (including the independent non-executive Directors) recommend the Shareholders to vote in favour of the relevant resolutions as set out on pages EGM-1 to EGM-4 of this circular.

GENERAL

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

By order of the Board
GoFintech Innovation Limited
CHAN Kin Sang

Chairman and Independent Non-executive Director

Set out below is a summary of the principal terms of the Share Award Scheme to provide sufficient information to Shareholders for their consideration of the Scheme proposed to be adopted at the EGM. It does not form part of, nor is it intended to be part of the rules of the Share Award Scheme. The Directors reserve the right at any time prior to the EGM to make such amendments to the Share Award Scheme as they may consider necessary or appropriate provided that such amendments do not conflict with any material aspects with the summary in this Appendix.

1. PURPOSE, CONDITIONS PRECEDENT AND DURATION

The purpose of the Scheme is to recognise and acknowledge the contributions which the Eligible Participants have made or may make to the Group, with the view to achieving the following principal objectives:

- (a) to provide the Company with a flexible means of remunerating, incentivising, retaining, rewarding, compensating and/or providing benefits to the Eligible Participants;
- (b) to align the interests of the Eligible Participants with those of the Company and Shareholders by providing such Eligible Participants with the opportunity to acquire proprietary interests in the Company and becoming Shareholders, so as to optimise their performance and efficiency for the benefit of the Group and particular in its fulfilment of strategic targets;
- (c) to encourage the Eligible Participants to contribute to the long-term growth, performance and profitability of the Company and to enhance the value of the Company and its Shares for the benefit of the Company and Shareholders as a whole; and
- (d) attracting and retaining or otherwise maintaining ongoing business relationships with the Eligible Participants whose contributions are, or, will or are expected to be, beneficial to the Group.

The Scheme shall take effect subject to and conditional upon:

- (a) the passing of resolutions by the Shareholders and resolutions by the Board to approve and adopt the Scheme and the Scheme Rules and to authorise the Board to grant Share Award under the Scheme and to allot and issue Shares; and
- (b) the granting of such approval by the Listing Committee for the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to the Share Award to be awarded under the Scheme.

Subject to early termination, the Scheme shall be valid and effective for a period of ten (10) years commencing on the Adoption Date, and after the Scheme Period, no further Share Award may be granted, but the Scheme Rules shall remain in full force and effect to the extent necessary to give effect to any Share Award made before the expiry of such period. For the avoidance of doubt, Share Award granted during the Scheme Period, but which remain outstanding and have not lapsed as at the expiry of the Scheme Period, shall continue to be valid in accordance with their terms of grant notwithstanding the expiry of the Scheme Period.

2. MAXIMUM NUMBER OF SHARES FOR WHICH SHARE AWARD MAY BE GRANTED UNDER THE SCHEME

The maximum number of Shares which may be awarded in respect of all Share Award and together with the number of Shares and options which may be issued under any other share schemes of the Company that are funded by the issuance of new Shares must not exceed ten per cent (10%) of the number of Shares in issue as at the Adoption Date.

The respective limits pursuant to the Scheme Rules are as follows:

- (a) As at the Adoption Date, with respect to the above and the Scheme Rules prescribed herein, the total number of Shares which may be issued pursuant to all Share Award to be granted under the Scheme amounts to 541,093,796 Shares, being approximately 8.55%, and thus not more than 10% of the entire issued share capital as at the Adoption Date (the “**Scheme Mandate Limit**”). Within the Scheme Mandate Limit, the total number of Awarded Shares which may be issued pursuant to Share Award granted to Service Provider Participants under the Scheme is 63,262,458 Shares, being not more than 1% of the Shares in issue as at the Adoption Date (the “**Service Provider Sublimit**”). The Service Provider Sublimit would be subject to separate approval by the Shareholders at the general meeting and conditional on the adoption of the Scheme.
- (b) The Company may refresh either of the Scheme Mandate Limit and/or the Service Provider Sublimit. Shares which would have been issued pursuant to Share Award which have lapsed in accordance with the terms of the Scheme Rules (or the terms of any other share schemes of the Company) shall not be counted for the purpose of calculating the Scheme Mandate Limit.

For the refreshment of the Scheme Mandate Limit and the Service Provider Sublimit, the Scheme Mandate Limit (and the Service Provider Sublimit, if any) may be refreshed from the later of three years after the Adoption Date or three years after the date of the previous shareholder approval for refreshment of the Scheme Mandate Limit or Service Provider Sublimit (as the case may be) pursuant to this Scheme Rule (“**3-Year Period**”), with the prior approval of Shareholders in general meeting by way of ordinary resolution.

Subject to the Listing Rules and the Scheme Rules, any refreshment of the Scheme Mandate Limit within any 3-Year Period must be approved by Shareholders pursuant to Rule 17.03C(1)(b) of the Listing Rules, with any controlling shareholders and their close associates (or if there are no controlling shareholders, directors (including independent non-executive directors) and the chief executive of the Company and their respective associates) must abstain from voting in favour of the relevant ordinary resolution at the general meeting; and the Company must comply with the requirements under Rules 13.39(6) and (7), 13.40, 13.41 and 13.42 of the Listing Rules.

The total number of Awarded Shares which may be issued in respect of all Share Award and options to be granted under the Scheme or any other schemes of the Company under the Scheme Mandate Limit so refreshed (the “**Refreshed Mandate Limit**”) must not exceed ten per cent (10%) of the number of Shares in issue as at the date of approval of the Refreshed Mandate Limit. The Company must send a circular to its shareholders containing the number of options and Share Award that were already granted under the existing scheme mandate limit and the existing service provider sublimit (if any), and the reason for the “**refreshment**” in accordance with Rule 17.03C(2) of the Listing Rules. For the avoidance of doubt, any options or Share Award previously granted under any existing schemes (including those outstanding, cancelled, or lapsed in accordance with the relevant scheme rules) of the Company shall not be counted for the purpose of calculating the Scheme Mandate Limit and the Service Provider Sublimit so refreshed.

If the Company conducts a share consolidation or subdivision after the Scheme Mandate Limit or the Service Provider Sublimit has been approved in general meeting, the maximum number of Shares that may be awarded in respect of all Share Award and options to be granted under the Scheme and all other schemes of the Company under the Scheme Mandate Limit or the Service Provider Sublimit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, rounded to the nearest whole Share (the “**Capital Structure Adjustment**”).

For granting Share Award beyond the Scheme Mandate Limit, the Company may seek separate approval of the Shareholders in general meeting to grant Share Award beyond the Scheme Mandate Limit to Eligible Participants specifically identified by the Company in accordance with Rule 17.03C(3), subject to compliance with the requirements set out in the Listing Rules:

- (a) separate Shareholders’ approval has been obtained in general meeting for granting such Share Award beyond the Scheme Mandate Limit to Eligible Participants specifically identified by the Company before the Shareholders’ approval is sought;
- (b) the number and terms of the Share Award to be granted to such Eligible Participants have been fixed before Shareholders’ approval is obtained; and

- (c) the Company, in connection with the seeking of such separate Shareholders' approval, has first sent a circular to Shareholders containing the following information:
- (i) the name of each specified Eligible Participant who may be granted such Share Award;
 - (ii) the number and terms of the Share Award to be granted to each Eligible Participant; and
 - (iii) the purpose of granting Share Award to the specified Eligible Participants with an explanation as to how the terms of the Share Award serve such purpose.

Subject to the Scheme Rule, the total number of Shares issued and to be issued in respect of all options and Share Award granted to each Eligible Participant (excluding any options and Share Award lapsed in accordance with the terms of the Scheme) in any period of twelve (12) month period up to and including the date of such grant shall not in aggregate exceed one per cent (1%) of the entire issued share capital for the time being (the "**Individual Limit**"). Any grant of Share Award to such Eligible Participant exceeding the Individual Limit shall be subject to the compliance of Rule 17.03D of the Listing Rules, with such grant separately approved by the Shareholders in general meeting and such Eligible Participant(s) selected as potential Grantee(s) ("**Selected Participant**"), together with his/her/its close associates (or his/her/its associates if such Selected Participant is a connected person of the Company) abstaining from voting. The number and terms of Share Award to be granted to such Selected Participant must be fixed prior to Shareholders' approval.

3. ADMINISTRATION

The Scheme shall be subject to the administration of the Board, and the Board may also delegate all or part of such administration to the Committee as deemed appropriate at the sole discretion of the Board. Save as otherwise provided in the Scheme, for any matters concerning the interpretation or application of the Scheme, the decision of the Board or the Committee shall be final and binding on all parties, provided that such administration shall not prejudice the powers of the Trustee as provided under the Trust Deed.

The Company may establish a Trust and appoint a Trustee to hold the Trust Shares and other trust property under the Trust for the purposes of implementing and administering the Scheme. The administration and operation of the Trust shall be governed by the Trust Deed. The Company may issue and allot to the Trustee, on terms and at such issue prices (including at par value) as shall be determined by the Board or the Committee, the relevant number of Shares issuable in respect of any Share Award, to be held by the Trustee on the terms of the Trust Deed and reserved for specified Eligible Participants. A Trustee shall not exercise any voting rights in respect of any unvested Trust Shares held by it, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. The Trustee shall during the Trust Period hold, directly or indirectly, the Trust Shares, the Related Income and the Residual Cash in accordance with the terms of the Scheme Rules and the Trust Deed.

The Directors shall comply with the applicable Listing Rules when allotting and issuing any new Shares under the Share Award Scheme to the Trustee, provided that the total number of such Shares to be allotted and issued under the Share Award Scheme shall not exceed the limitations set out in the Scheme Rules and the Listing Rules. Any allotment and issue of Shares shall only be made pursuant to the Scheme Mandate Limit (save for the granting of Share Award beyond the Scheme Mandate Limit under Rule 17.03C(3) of the Listing Rules where separate application will be made to the Stock Exchange). The Shares so purchased and/or subscribed for will, subject to the vesting conditions being fulfilled, be transferred to the Eligible Participant.

4. ELIGIBLE PARTICIPANTS AND CRITERIA

The following are the Eligible Participants to participate in, and be granted Share Award under the Scheme (each such person being an “**Eligible Participant**”):

- (A) any employee of the Company, Director (excluding independent non-executive Directors) or officer of the Company or any of its Subsidiaries (including persons who are granted Share Award under the Scheme as an inducement to enter into employment contracts with the respective company of the Group (each such person being an “**Employee Participant**”));
- (B) any an employee, director or officer of the Affiliate (each such person being a “**Related Entity Participant**”); and
- (C) any service providers whom the Board or the Committee, in its sole discretion, determines that have contributed or will contribute to the Group (each such person being a “**Service Provider Participant**”).

Without prejudice to the eligibility criteria as prescribed below, the general consideration in terms of eligibility with respect to the Share Award Scheme involves the assessment on the amount of support, assistance, guidance, advice, efforts and contributions that the Eligible Participant has exerted and given towards the success of the Group and/or the amount of potential support, assistance, guidance, advice, efforts and contributions the Eligible Participant has given or made or is likely to be able to give or make, towards the success of the Group in the future. The Board and/or the Committee, when assessing the eligibility, will benchmark such metrics against the performance of the potential grantee(s) to whom the Group provides equity incentives, while taking into account the purpose of the Scheme and the objectives in engaging the Eligible Participants.

For the avoidance of doubt, the Service Provider Participants shall exclude (i) placing agents; or (ii) financial advisers providing advisory services to the Group for fundraising, merger or acquisitions and professional service providers such as auditors or valuers who provider assurance or are required to perform their services to the Group with impartiality and objectivity.

No person who is resident in a place where the grant, acceptance or exercise of a Share Award pursuant to the Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or the Trustee, applicable laws and regulations in such place makes it necessary or expedient to exclude such person, shall be entitled to participate in the Scheme and such person shall therefore not be an Eligible Participant for the purposes of the Scheme.

Should the Board or the Committee resolve that a Grantee fails/has failed or otherwise is/has been unable, or has ceased, to meet the continuing eligibility criteria, the Company would be entitled to deem any outstanding Share Award or part thereof granted to such Grantee and to the extent not already vested, and any Share Award made to him, as lapsed.

5. GRANT OF SHARE AWARD

Subject to and in accordance with the Scheme Rules, the Listing Rules and all Applicable Laws, the Board or the Committee shall be entitled, at any time on any Business Day during the Scheme Period (after considering recommendations and proposals from the Remuneration Committee in accordance with its terms of reference), to grant a Share Award out of the Shares Pool to any Eligible Participant, as the Board or the Committee may in its absolute discretion select. Until so selected, no Eligible Participant shall have any entitlement under the Scheme. A grant of a Share Award shall be made to an Eligible Participant by letter (the “**Award Letter**”) in such written form as the Board or the Committee may from time to time determine specifying:

- (a) the name, address, identity card (or, as the case may be, passport) number and the position of the Grantee and so far as the Board or the Committee is aware, whether he is connected person of the Company;
- (b) the number of Awarded Shares to be granted to the Grantee pursuant to the Share Award;
- (c) the amount payable on acceptance of the Share Award and the period within which any such payments must be made, being the Issue Price for the Share Award as determined by the Board or the Committee on a case-by-case basis;
- (d) the Earliest Vesting Date and other Vesting Date(s), the Vesting Period and vesting conditions (the “**Vesting Conditions**”) of the Awarded Shares;
- (e) other procedures for acceptance of the Share Award;
- (f) a description of the clawback mechanism (if any) to recover or withhold the remuneration (which may include any Share Award granted) to any Eligible Participants;
- (g) any applicable lock-up on the Awarded Shares;

- (h) the date by which the Grantee must accept the grant of the Share Award;
- (i) other relevant terms and conditions of the Share Award being granted; and
- (j) a statement requiring the Eligible Participant to undertake to hold the Share Award on the terms on which they are to be granted and to be bound by the provisions of the Scheme Rules.

The Issue Price for the Share Award determined by the Board or the Committee on an individual basis and notified to the Grantee in the Award Letter. For the avoidance of doubt, the Board or the Committee may determine the Issue Price to be at par value per Awarded Share.

The Board or the Committee shall not grant any Share Award, make any payment to the Trustee or give instructions to the Trustee to purchase or subscribe for or sell or transfer Shares and the Trustee shall not purchase or subscribe for or sell or transfer Shares where dealings in Shares by the Directors are prohibited under the Model Code or any code or requirement of the Listing Rules, the SFO and all Applicable Laws or where any requisite approval from any governmental or regulatory authority has not been obtained from time to time.

Without limiting the generality of the foregoing, no such instruction is to be given and no such grant is to be made:

- (a) where the Company has information that must be disclosed under Rule 13.09 of the Listing Rules or where the Company reasonably believes there is inside information which must be disclosed under part XIVA of the SFO or after any inside information in relation to the securities of the Company has occurred or has become the subject of a decision, until (and including) the trading day after such inside information has been published on the websites of the Stock Exchange and the Company; or
- (b) during the period commencing one (1) month immediately preceding the earlier of (i) the date of the meeting of the Board (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the results of the Company for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for publishing of an announcement of the results of the Company for any year or half year under the Listing Rules, or any quarterly or other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement. No Share Award may be granted during any period of delay in publishing a results announcement; or
- (c) in any other circumstances where dealings by Eligible Participant(s) (including Director(s)) are prohibited under the Listing Rules, the SFO or any other applicable laws or regulations or where the requisite approval from any applicable regulatory authorities has not been granted; or

- (d) in circumstances where such grant or dealing in the Shares in respect of such grant would result in a breach by any member of the Group or any of its directors of any applicable laws, rules, regulations or codes in any jurisdiction from time to time.

Any such steps or acts so done shall be null and void to the extent (and only to the extent) that it falls within the circumstances described above.

Any grant of Share Award under the Scheme may be subject to a performance target (if any) so as to achieve the purpose of the Scheme. The performance target, if any, shall be imposed on a case-by-case basis, which shall be set out in the Award Letter in relation to the grant of the Share Award to each relevant Eligible Participant.

Unless otherwise specified in the Award Letter, a Grantee shall have ten (10) Business Days from the Grant Date to accept the Share Award (which may be accepted in whole or in part provided that it must be accepted in respect of the Board Lot). A Grantee may accept a Share Award by giving written notice of their acceptance to the Company, together with remittance in favour of the Company of any consideration payable upon grant of the Share Award. To the extent that a Share Award is not accepted within the time and in the manner indicated in the Scheme Rules, it shall be deemed to have been irrevocably declined and shall automatically lapse.

6. TRANSFERABILITY

Any Share Award shall be personal to the Grantee and shall not be transferable or assignable to any other person and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Awarded Shares referable thereto pursuant to such Share Award or the Related Income or any of the Returned Shares under the Scheme prior to the Vesting Date, unless a waiver is granted by the Stock Exchange allowing the transfer of the Share Award from a Grantee to a vehicle (such as a trust or a private company) for the benefit of such Grantee and any family member of the Grantee (e.g. for estate planning or tax planning purposes) that would continue to meet the purpose of the Scheme and comply with the requirements of Chapter 17 of the Listing Rules.

7. ACQUISITION OF SHARES BY THE TRUSTEE

In order to satisfy any Share Award to be granted under the Scheme from time to time, the Trustee shall maintain a pool of Shares which comprise the following (the “**Shares Pool**”):

- (a) issued Shares as may be purchased by the Trustee on the Stock Exchange or off the market by utilising the funds allocated by the Board out of the resources of the Company;

- (b) issued Shares as may be subscribed by the Trustee by utilising the funds allocated by the Board out of the resources of the Company, subject to (a) the grant of listing of and permission to deal in such Shares by the Listing Committee; and (b) compliance with the applicable requirements under the Listing Rules;
- (c) issued Shares as may be allotted or issued to the Trustee as a holder of Shares, whether by way of scrip dividend or otherwise;
- (d) issued Shares as may be irrevocably donated or transferred by any persons recommended by the Company to the Trustee; and
- (e) Returned Shares.

For the avoidance of doubt, any new Shares subscribed by or allotted to the Trustee for the purpose of satisfying any Share Award under sub-paragraphs (b) and (c) above, whether or not such Shares have been granted to an Eligible Participant, shall be considered as issued utilising the Scheme Mandate Limit.

The Board or the Committee shall, after having regard to the requirements under the Scheme Rules, the Listing Rules, all Applicable Laws and all relevant circumstances and affairs of the Group (including without limitation the business and operational conditions of the Group, its business plans and cashflow requirements currently and in the near future) either before or after identification of the Grantee(s), cause to be paid to the Trustee (by way of a gift from the funds of the Company or such other persons) such amount as may be required for the purchase of existing Shares from the market or for the subscription of the new Shares by the Trustee, which will constitute the Shares Pool, and the related purchase or subscription expenses (including for the time being, the brokerage fee, stamp duty, transaction levy, trading fee and investor compensation levy and such other necessary expenses required for the completion of the purchase or subscription of all the Awarded Shares, as applicable).

The Board or the Committee shall procure that the Trustee will have all the relevant Awarded Shares held in its custody within twenty (20) Business Days prior to the Vesting Date of the relevant Awarded Shares.

After receipt of funds from the Company, the Trustee shall, within forty-five (45) Business Days on which trading of the Shares has not been suspended or dealings by the Directors are not prohibited under the Model Code, any code or requirement of the Listing Rules and all Applicable Laws from time to time (or such longer period as the Trustee and the Board or the Committee may agree from time to time having regard to circumstances of the purchase or subscription concerned), apply the same towards or authorise any other person or persons as determined by the Board or the Committee to apply the same towards, as the case may be, (a) the purchase of the maximum number of board lots of the Shares at the prevailing market price (subject to such maximum price as may be from time to time prescribed by the Board or the Committee); or (b) subscription of the new Shares in such total number to be determined by the Board or the Committee to be allotted and issued.

In the event that the Trustee effects any purchases by off-market transactions, the purchase price for such purchases shall not be higher than the lower of the following: (i) the closing market price on the date of such purchase; and (ii) the average closing market price for the five (5) preceding trading days on which the Shares were traded on the Stock Exchange.

8. VESTING

Subject to the satisfaction of all Vesting Conditions applicable to the vesting of Awarded Shares to each Grantee, the Awarded Shares held by the Trustee on behalf of such Grantee pursuant to the provision hereof shall vest in such Grantee in accordance with the applicable vesting schedule and the Vesting Conditions as set out in the Award Letter, and the Trustee shall cause the Awarded Shares to be transferred to such Grantee in accordance with the Scheme Rules. Save and except for the exceptional circumstances exclusively applicable to Employee Participant(s) elaborated below, the Share Award granted under the Scheme shall be held for not less than twelve (12) months before being vested on the Eligible Participant.

For Employee Participants the Vesting Date may be less than twelve (12) months from the Grant Date (including on the Grant Date) in the following circumstances:

- (a) grants of “**make whole**” Share Award to new Employee Participants to replace Share Award such Employee Participants forfeited when leaving their previous employers;
- (b) grants to an Employee Participant whose employment is terminated due to death or disability or event of force majeure;
- (c) grants of Share Award which are subject to the fulfilment of performance targets;
- (d) grants of Share Award the timing of which is determined by administrative or compliance requirements not connected with the performance of the relevant Employee Participant, in which case the Vesting Date may be adjusted to take account of the time from which the Award would have been granted if not for such administrative or compliance requirements;
- (e) grants of Share Award with a mixed vesting schedule such that the Share Award vest evenly over a period of 12 months; or
- (f) grants of Share Award with a total vesting and holding period of more than 12 months.

Except in the circumstances of a Lapse Event taking place and barring any unforeseen circumstances, unless otherwise agreed between the Board or the Committee and the Trustee, the Board or the Committee shall, within thirty (30) Business Days (or such shorter period as the Trustee and the Board or the Committee shall agree from time to time) prior to a Vesting Date, (a) confirm with the Trustee the list of Grantees who have fulfilled all Vesting Conditions (if any); and send, or instruct the Trustee to send, to the relevant Grantees (with a copy to the Trustee (or, if sent by the Trustee, the Company)) a vesting notice (the “**Vesting Notice**”) together with the following documents:

- (i) if required, the prescribed transfer documents for the transfer of all or any portion of the Awarded Shares to be completed and signed or confirmed by the Grantee; and
- (ii) a checklist of information and/or any other documents to be completed/provided by the Grantee (if any),

Subject to the receipt by the Trustee of the requisite information and documents prescribed by the Trustee and duly signed or confirmed by the Grantees (where applicable) within the period stipulated in the Vesting Notice, the Trustee shall transfer the relevant Awarded Shares to the relevant Grantee as soon as practicable after the Vesting Date and in any event not later than thirty (30) Business Days after the Vesting Date. For the avoidance of doubt, if a Vesting Date is not a Business Day, such Vesting Date shall, subject to any trading halt or suspension of dealings in the Shares on the Stock Exchange, be deemed to be the next Business Day immediately thereafter.

In respect of a Grantee who is an Employee Participant and ceases to be an Eligible Participant by reason of (i) retirement of such Employee Participant at his/her normal retirement age as specified in his/her terms of employment or contractual engagement with the relevant member of the Group or as prescribed under applicable law; or (ii) his/her job-related permanent physical or mental disability or job-related death, any Share Award not yet vested or rights thereto shall continue to vest in accordance with the vesting date set out in the Award Letter, unless the Board or the Committee determines otherwise at their absolute discretion.

In the event of the death of a Grantee, the Trustee shall hold, directly or indirectly, the vested Awarded Shares and the rights thereto (together the “**Benefits**”) upon trust and, subject to the Trustee holding, to transfer the same to the Personal Representative(s) of the Grantee (whose identity and contact details will be notified to the Trustee by the Board or the Committee) and subject as aforesaid the Trustee shall hold, directly or indirectly, the Benefits or so much thereof as shall not be transferred or applied under the foregoing powers within (a) two (2) years of the death of the Grantee (or such longer period as the Trustee and the Board or the Committee shall agree from time to time); or (b) the Trust Period (whichever is shorter) upon trust to transfer the same to the Personal Representative(s) of the Grantee, or if the Benefits would otherwise become bona vacantia, the Benefits shall be forfeited and cease to be transferable and such Benefits shall be held as Returned Shares or income of the trust fund of the Trust for the purposes of the

Scheme. Notwithstanding the foregoing, the Benefits held upon the trusts hereof shall until transfer is made in accordance herewith be retained and may be invested and otherwise dealt with by the Trustee in every way as if they had remained part of the trust fund of the Trust. The Trustee shall treat information provided to it as to the death of any Grantee and the identity and contact details of their Personal Representative as conclusive without being required to make any enquiry that such information is correct.

The Shares to be allotted and/or transferred upon the vesting of a Share Award shall be subject to all the provisions of the memorandum of association and articles of association of the Company for the time being in force and shall rank *pari passu* in all respects with the existing fully paid Shares in issue on the date on which those Shares are allotted and/or transferred on the vesting of the Share Award and accordingly shall entitle the holders the same voting right, the right of transfer, the right to participate in all dividends or other distributions paid or made after the date on which Shares are allotted and/or transferred, and other rights, including those rising on liquidation as attached to other fully-paid Shares in issue upon vesting, save and except in respect of any dividends or distributions previously declared or recommended or resolved to be paid or made if the record date thereof shall be on or before the date on which the Shares are allotted and/or transferred, provided always that when the date of vesting of the Share Award falls on a date upon which the register of members is closed then the vesting of the Share Award shall become effective on the first Business Day in Hong Kong on which the register of members is re-opened. A Share allotted and/or transferred upon the vesting of a Share Award, however, shall not carry any voting right unless and until the Trustee has transferred and vested the legal and beneficial ownership of such Awarded Shares to and in the Grantee in accordance with the Scheme Rules.

Save for the brokerage fees, stamp duty and other taxes and expenses and normal registration fees in respect of the transfer of Shares or payment of cash amount to Grantees on the relevant Vesting Date, the Grantee shall be fully responsible for any tax arising from the receipt by him of the Awarded Shares including but not limited to salaries tax, capital gain tax, etc. Should any arrangement be made at the request by the Grantee such that a designated financial institution is to pay first any tax to any relevant authority, the Grantee must repay such financial institution as soon as possible and in any event no later than three (3) months after the payment has been made. Any tax due on the granting or vesting of the Awarded Shares in connection with the Scheme is to be borne by the Grantee absolutely. Any social security contributions legally due, if any, on the granting or vesting of the Awarded Shares shall be borne in such proportion as is required by the Applicable Laws between the Grantee and the relevant member of the Group.

9. LAPSE AND CLAWBACK OF SHARE AWARD

Save as provided the death and retirement of Grantee, without prejudice to the authority of the Board or the Committee to provide additional situations when a Share Award shall lapse in the terms of any Award Letter, a Share Award shall lapse automatically (to the extent not already vested and, where relevant, exercised) on the earliest of the following events (each being a “**Lapse Event**”) took place and prior to or on the Vesting Date:

- (a) the commencement of the winding-up of the Company;
- (b) the Grantee (if an employee or director of the Company or another member of the Group) ceases to be an Eligible Participant by reason of the termination of his employment or directorship on the grounds that he has been guilty of serious misconduct;
- (c) the Grantee appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or has committed any act of bankruptcy or has become insolvent or has made any arrangements or compromise with his creditors generally;
- (d) the Grantee being convicted of any criminal offence involving his integrity or honesty or on any other grounds on which an employer would be entitled to terminate his employment summarily. A resolution of the Board or the board of directors of the relevant Subsidiary to the effect that the employment of a Grantee has or has not been terminated on one or more of the grounds specified herein shall be conclusive and binding on the Grantee, and where appropriate, his legal personal representative(s);
- (e) the Grantee commits a breach in relation to the transferability of the Share Award under the Scheme Rules; or
- (f) the expiry of any of the periods for exercising the Share Award;
- (g) a Grantee fails to return duly executed transfer documents prescribed by the Trustee for the relevant Awarded Shares within the stipulated period;
- (h) the Share Award to the Grantee will no longer be appropriate and aligned with the purpose of the Scheme as determined by the Board or the Committee;
- (i) the date on which the Grantee forfeits the Share Award; and
- (j) other situations as determined by the Board or the Committee in its absolute discretion,

the Share Award shall, unless the Board or the Committee otherwise agrees, lapse forthwith and the relevant Awarded Shares shall not vest on the relevant Vesting Date. The Board or the Committee shall promptly inform the Trustee of such Lapse Event(s) and of the name of the relevant Grantee and the number of the Awarded Shares which are not vested.

The Board or the Committee may make a determination at its absolute discretion that: (A) any Share Award issue to that Grantee but not yet exercised shall immediately lapse, regardless of whether such Share Award have vested or not; (B) with respect to any Awarded Shares issued or transferred to that Grantee, the Grantee shall be required to transfer back to the Company or its nominee (1) the equivalent number of Shares, (2) an amount in cash equal to the market value of such Shares, or (3) a combination of (1) and (2); and/or (C) with respect to any Share Award held by the Trustee for the benefit of the Grantee, those Award Shares shall no longer be held on trust for nor inure to the benefit of the Grantee.

For the avoidance of doubt, (a) the Board or the Committee shall have the power to decide whether a Share Award shall lapse and its decision shall be binding and conclusive on all parties. The Company shall not owe any liability to any Grantee for the lapse of any Share Award; and (b) any Share Award lapsed under this Paragraph 10 in accordance with the Scheme Rules shall not be regarded as utilised for the purpose of calculating the Scheme Mandate Limit (and the Service Provider Sublimit, if any).

10. CANCELLATION OF SHARE AWARD

Any Share Award granted may be cancelled if the Eligible Participant so agrees and new Share Award may be granted to the same Eligible Participant provided that such new Share Award may only be granted under the Scheme with available Scheme Mandate Limit and/or the Service Provider Sublimit approved by the Shareholders. The Share Award cancelled referred to in this paragraph shall be regarded as utilised for the purpose of calculating the Scheme Mandate Limit and/or the Service Provider Sublimit.

11. RIGHTS UPON CHANGE IN CONTROL

Subject to other provisions of the Share Award Scheme, an Award to an Employee Participant may become vested in less than twelve (12) months under the specific circumstances below:

- (1) in the event of a general offer (whether by way of a general offer, partial offer, takeover offer or scheme of arrangement or otherwise in like manner, voluntary or otherwise) for the Shares or any class of Shares being made to all the Shareholders (or all such holders other than the offeror and/or any persons controlled by the offeror and/or any person acting in concert with the offeror) the Company shall use its best endeavours to procure that an appropriate offer is extended to all the Grantees (on comparable terms, mutatis mutandis, and assuming that they will become Shareholders). If such offer for the Shares or any class of Shares becoming or being declared unconditional, the vesting conditions of the Share Award granted shall be deemed as satisfied and the Grantee (or, as the case may be, his legal personal representative(s)) shall be entitled to exercise the Share Award in full (to the extent not already lapsed or exercised) at any time within one (1) month after the date on which the offer becomes or is declared unconditional; and

- (2) if there occurs an event of acquisition of control or change of control (as defined in the Takeovers Code) of the Company, whether by way of offer, merger, scheme of arrangement or otherwise, and regardless whether a whitewash waiver or any other applicable waiver is granted by regulatory authorities, unless otherwise directed by the Board (or CEO, a committee or any other authorized agent(s) as deemed appropriate at the sole discretion of the Board), the vesting conditions of the Share Award granted shall be deemed as satisfied and all the Share Award granted shall immediately vest in the respective Participant on the date when such change of control event becomes or is declared unconditional and such date shall be deemed to be the date of vesting.

For the avoidance of doubt, the acceleration of the vesting period as provided in this clause shall not apply to Related Party Participant and Service Provider Participant.

12. REORGANISATION OF CAPITAL STRUCTURE

If there is an alteration to the capital structure of the Company while any Share Award remains to be vested, whether by way of capitalisation of profits or reserves, bonus issue, rights issue, open offer, subdivision or consolidation of shares, or reduction of share capital of the Company, subject to the Scheme Mandate Limit and the Capital Structure Adjustment, the Board may direct adjustments to be made to the aggregate number of Awarded Shares subject to the Share Award under the Scheme.

If the Board determines that adjustments are appropriate, the Auditors must certify in writing that the adjustments are fair and reasonable, and the Auditor's decision will be final and binding on the Company and the Grantees.

Any adjustment must give an Eligible Participant the same proportion of the equity capital, rounded to the nearest whole Share, as that to which that person was previously entitled, but no such adjustments may be made to the extent that a Share would be issued at less than its nominal value (if any). The issue of Shares or other securities of the Group as consideration in a transaction may not be regarded as a circumstance requiring adjustment.

13. ALTERATION OF THE SCHEME

Any alterations to the terms of Share Award granted to an Eligible Participant must comply with Chapter 17 of the Listing Rules and be approved by the Board, the Committee, the Remuneration Committee, the independent non-executive directors and/or the Shareholders (as the case may be) if the initial grant of the Share Award was approved by the Board, the Committee, the Remuneration Committee, the independent non-executive directors and/or the Shareholders (as the case may be) provided that no such alteration shall operate to affect adversely any subsisting rights of any Grantee. This requirement does not apply where the alterations take effect automatically under the existing provisions of the Scheme Rules.

Any alteration to the provisions of the Scheme or the Scheme Rules must comply with Chapter 17 of the Listing Rules and the notes thereto and the supplementary guidance on the interpretation of the Listing Rules issued by the Stock Exchange from time to time (including the Supplementary Guidance to all issuers relating to share option/award schemes). The terms and conditions of the Scheme may be altered in any respect by resolution of the Board, provided that any alteration that are of a material nature or any alteration to any of the Scheme Rules relating to the matters set out in Rule 17.03 of the Listing Rules to the advantage of the Grantees, Eligible Participants or prospective Eligible Participants must be approved by Shareholders in a general meeting.

Any change to the authority of the Board to alter the terms of the Scheme shall not be valid unless approved by the Shareholders in a general meeting.

14. TERMINATION

The Scheme shall terminate on the earlier of the 10th anniversary date of the Adoption Date, or such date as determined by the Board or the Committee provided that such shall not affect any subsisting rights of any Grantee hereunder.

Upon termination of the Scheme, (i) no further grant of Share Award may be made under the Scheme; (ii) all the Share Award granted under the Scheme shall continue to be valid and effective and become vested in the Eligible Participant(s) according to the terms and conditions prescribed in the Award Letter then issued and the provisions under the Scheme Rules, save in respect of the Lapse Event(s); (iii) all the Trust Shares and all such non-cash income remaining in the trust fund of the Trust shall be sold by the Trustee, within twenty-one (21) Business Days (on which the trading of the Shares has not been suspended) of receiving notice of such termination of the Scheme (or such longer period as the Board or the Committee may otherwise determine) (“**Sale of Remaining Shares**”); and (iv) Residual Cash, net proceeds arising from the Sale of Remaining Shares and such other funds remaining in the Trust (after making appropriate deductions in respect of all disposal costs, liabilities and expenses in accordance with the Trust Deed) shall be remitted to the Company forthwith after the sale.

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: <https://290.com.hk>

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of GoFintech Innovation Limited (the “**Company**”) will be held at Units No. 4102-06, 41/F, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Wednesday, 29 May 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as the ordinary resolution of the Company (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 13 May 2024 (the “**Circular**”)):

ORDINARY RESOLUTIONS

1. “**THAT** the existing share option scheme adopted by the Company’s then shareholders on 2 September 2021 (the “**Share Option Scheme**”) be and is hereby terminated upon which the Share Option Scheme shall cease to have any further force with effect from the date on which the Share Award Scheme becomes unconditional and effective, except that the Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of the share options granted under the Share Option Scheme prior to its termination, its termination and ancillary matters or otherwise to the extent as may be required in accordance with the terms of the Share Option Scheme.”
2. “**THAT** conditional upon the passing of resolutions numbered 1, and subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the ordinary shares (the “**Shares**”) of HK\$0.1 each in the share capital of the Company which may fall to be allotted and issued in respect of awards (the “**Share Award**”) which may be granted under the new share award scheme of the Company (the “**Share Award Scheme**”), the rules of which (the “**Scheme Rules**”) have been produced to this meeting marked “**A**” and initialed by the chairman of this meeting for identification, the Share Award Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all

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such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company (the “**Directors**”) may consider necessary, desirable or expedient to give effect to and implement the Share Award Scheme, including without limitation:

- (a) administering the Share Award Scheme under which the Share Award may be granted to participants eligible under the Share Award Scheme in accordance with the Scheme Rules and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
- (b) modifying and/or amending the Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the rules of the Share Award Scheme and the requirements of the Listing Rules;
- (c) subject to the Listing Rules, as amended, revised and supplemented from time to time, granting Share Award under the Share Award Scheme and allotting, issuing and otherwise dealing with from time to time such number of Shares as may be required to be issued in respect of the Share Award that may be granted under the Share Award Scheme;
- (d) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares on the Stock Exchange that may hereafter from time to time be allotted and issued in respect of the Share Award that may be granted under the Share Award Scheme;
- (e) consenting, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant regulatory authorities (including the Stock Exchange) in relation to the Share Award Scheme; and
- (f) any one or more Directors be and is/are hereby authorised to sign or execute such documents and do all such acts and things in connection with the implementation of the Share Award Scheme as they may in their discretion consider to be appropriate, necessary, desirable or expedient to carry out, to give effect to or in connection with the Share Award Scheme.”

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3. “**THAT** conditional upon on the passing of resolutions numbered 1, 2 and 4 set out in this notice, the Directors be and are hereby authorised to grant Share Award (as defined in the Scheme Rules (as defined in resolution numbered 1 set out in this notice)) to the Eligible Participants (as defined in the Scheme Rules) in accordance with the rules of the Share Award Scheme up to a maximum of 541,093,796 Shares, being approximately 8.55% of the entire issued share capital as at the date of passing of this resolution, to allot and issue Shares in respect of Share Award so granted and to take all necessary actions incidental thereto as the directors of the Company deem fit.”

4. “**THAT** conditional upon the passing of resolutions numbered 1, 2 and 3 set out in this notice, the Directors be and are hereby authorised to grant Share Award (as defined in the Scheme Rules (as defined in resolution numbered 1 set out in this notice)) to the Service Provider Participants (as defined in the Scheme Rules) in accordance with the Scheme Rules up to a maximum of 63,262,458 Shares, being approximately 1% of the entire issued share capital as at the date of passing of this resolution, to allot and issue Shares in respect of the Share Award so granted and to take all necessary actions incidental thereto as the directors of the Company deem fit.”

By order of the Board
GoFintech Innovation Limited
CHAN Kin Sang

Chairman and Independent Non-executive Director

Hong Kong, 13 May 2024

Registered office:

P.O. Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

*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

NOTICE OF THE EGM

Notes:

1. A form of proxy for use at the EGM or any adjournment thereof is enclosed. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. 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 must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at 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, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
4. 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 Thursday, 23 May 2024. Shareholders whose names appear on the register of members of the Company on Thursday, 23 May 2024 are entitled to attend and vote at the EGM.
5. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM 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.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. Pursuant to Rule 13.39(4) of the Listing Rules, all resolution at the EGM will be conducted by way of a poll.

As at the date of this notice, the Board consists of one executive Director, namely Ms. SUN Qing; four non-executive Directors, namely Mr. HAN Hanting, Dr. NIE Riming, Mr. LI Chunguang and Mr. HUA Yang; and four independent non-executive Directors, namely Mr. CHAN Kin Sang (Chairman), Mr. CHIU Kung Chik, Mr. LI Gaofeng and Ms. LUI Mei Ka.