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If you have sold or transferred all your shares in **Gome Finance Technology Co., Ltd.**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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國美金融科技有限公司
Gome Finance Technology Co., Ltd.

(Incorporated in Bermuda with limited liability)

(Stock Code: 628)

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
BUY BACK SHARES**
**(2) PROPOSED RE-ELECTION OF DIRECTORS
AND**
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at REF Financial Press Limited, Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 27 June 2024, at 2:00 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.gomejr.com).

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM 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 AGM or any adjournment thereof (as the case may be) should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

24 May 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at REF Financial Press Limited, Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 27 June 2024, at 2:00 p.m., or any adjournment thereof
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Buyback Mandate”	the buyback mandate proposed to be granted to the Directors at the AGM to buy back up to 10% of the total number of issued Shares of the Company as at the date of granting of such mandate
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	Companies Act 1981 of Bermuda, as amended from time to time
“Company”	Gome Finance Technology Co., Ltd., a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 628)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general mandate proposed to be granted to the Directors at the AGM to the effect that the total number of Shares which may be allotted, issued or dealt with under the Issuance Mandate may be increased by an additional number representing such number of Shares actually bought back under the Buyback Mandate
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	the issuance mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of granting of such mandate
“Latest Practicable Date”	20 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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Proposed Acquisitions”	the proposed acquisitions of equity interest in GOME Faith International Investment Limited and CashBox Group Technology (Hong Kong) Limited, the details of which are set out in the Company’s circular dated 8 May 2024
“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Strategy Committee”	the strategy committee of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“%”	per cent.

LETTER FROM THE BOARD



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

Executive Directors:

Mr. Zhou Yafei
Mr. Song Chenxi

Non-executive Director:

Ms. Wei Ting

Independent non-executive Directors:

Mr. Lee Puay Khng
Mr. Mak Yau Kee Adrian
Professor Japhet Sebastian Law
Mr. Huang Song

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Suite 2912, 29th Floor
Two International Finance Centre
8 Finance Street, Central
Hong Kong

24 May 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
BUY BACK SHARES
(2) PROPOSED RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you details of (1) the grant of the Issuance Mandate, the Buyback Mandate and the Extension Mandate; (2) the re-election of the Directors; and (3) the notice convening the AGM.

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issuance Mandate, the Buyback Mandate and the Extension Mandate.

LETTER FROM THE BOARD

Issuance Mandate and Extension Mandate

At the AGM, an ordinary resolution will be proposed to grant to the Directors an unconditional general mandate (i.e. the Issuance Mandate) to allot, issue and deal with additional Shares up to 20% of the total number of issued Shares as at the date of granting of the Issuance Mandate, provided that if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be issued under the Issuance Mandate 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.

In addition, a separate ordinary resolution will be proposed to extend the Issuance Mandate (i.e. the Extension Mandate) by an additional number representing such number of Shares bought back under the Buyback Mandate provided that such additional number shall not exceed 10% of the total number of issued Shares as at the date of granting of the Issuance Mandate and the Buyback Mandate. Details on the Buyback Mandate are set out below.

As at the Latest Practicable Date, there were 2,701,123,120 Shares in issue. Assuming that the Proposed Acquisitions are approved by the independent shareholders at the special general meeting of the Company to be held on 28 May 2024 and completion of the Proposed Acquisitions takes place before the AGM, a total of 2,500,000,000 new Shares will be issued as consideration shares and the total issued Shares as at the date of the AGM will amount to 5,201,123,120 Shares. On this basis, subject to the passing of the resolution for the approval of the Issuance Mandate and assuming that no further Shares will be issued or bought back or cancelled between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issuance Mandate to allot, issue and deal with up to 1,040,224,624 new Shares.

Buyback Mandate

At the AGM, an ordinary resolution will also be proposed to grant to the Directors an unconditional general mandate to buy back Shares (i.e. the Buyback Mandate) on the Stock Exchange of up to 10% of the total number of issued Shares as at the date of granting of the Buyback Mandate, provided that if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be bought back under the Buyback Mandate 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.

Assuming that the Proposed Acquisitions are approved by the independent shareholders at the special general meeting of the Company to be held on 28 May 2024 and completion of the Proposed Acquisitions takes place before the AGM, a total of 2,500,000,000 new Shares will be issued as consideration shares and the total issued Shares as at the date of the AGM will amount to 5,201,123,120 Shares. On this basis, subject to the passing of the resolution for the approval of the Buyback Mandate and assuming that no further Shares will be issued or bought back or cancelled between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buyback Mandate to buy back a maximum of 520,112,312 Shares.

LETTER FROM THE BOARD

The Issuance Mandate, the Buyback Mandate and the Extension Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issuance Mandate, the Buyback Mandate and the Extension Mandate up to (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act, or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the Issuance Mandate, the Buyback Mandate or the Extension Mandate (as the case may be) by an ordinary resolution of the Shareholders at a general meeting of the Company, whichever is the earliest.

An explanatory statement in connection with the Buyback Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Buyback Mandate at the AGM.

RE-ELECTION OF DIRECTORS

According to Bye-law 83(2) of the Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Shareholders in a general meeting of the Company, as an addition to the existing Board but the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in a general meeting of the Company. Any Director so appointed shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. According to Bye-law 84(1) of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3) the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall retire from office by rotation at least once every three years. According to Bye-law 84(2) of the Bye-laws, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. Any Director appointed pursuant to Bye-law 83(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, Mr. Lee Puay Khng (“**Mr. Lee**”), an independent non-executive Director, shall retire by rotation at the AGM. Mr. Song Chenxi (“**Mr. Song**”), Ms. Wei Ting (“**Ms. Wei**”), Mr. Mak Yau Kee Adrian (“**Mr. Mak**”), Professor Japhet Sebastian Law (“**Professor Law**”) and Mr. Huang Song (“**Mr. Huang**”), all being newly appointed Directors since the last annual general meeting of the Company, shall retire from office at the AGM. All of the aforesaid Directors are eligible and have offered themselves for re-election. At the AGM, separate ordinary resolutions will be proposed to re-elect Mr. Song as an executive Director, Ms. Wei as a non-executive Director, and Mr. Lee, Mr. Mak, Professor Law and Mr. Huang as independent non-executive Directors respectively.

Subject to Mr. Song being re-elected as an executive Director at the AGM, he will also be a member of the Strategy Committee with effect from the conclusion of the AGM.

LETTER FROM THE BOARD

Subject to Ms. Wei being re-elected as a non-executive Director at the AGM, she will also be a member of the Audit Committee and a member of the Remuneration Committee with effect from the conclusion of the AGM.

Subject to Mr. Lee being re-elected as an independent non-executive Director at the AGM, he will also be the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee with effect from the conclusion of the AGM.

Subject to Mr. Mak being re-elected as an independent non-executive Director at the AGM, he will also be the Chairman of the Audit Committee and the Chairman of the Nomination Committee with effect from the conclusion of the AGM.

Subject to Professor Law being re-elected as an independent non-executive Director at the AGM, he will also be a member of the Audit Committee and a member of the Strategy Committee with effect from the conclusion of the AGM.

Subject to Mr. Huang being re-elected as an independent non-executive Director at the AGM, he will also be a member of the Remuneration Committee with effect from the conclusion of the AGM.

The Nomination Committee had reviewed the proposed re-election of Mr. Song, Ms. Wei, Mr. Lee, Mr. Mak, Professor Law and Mr. Huang pursuant to the criteria set out in the nomination policy adopted by the Company and reviewed the written confirmation of independence of each of Mr. Lee, Mr. Mak, Professor Law and Mr. Huang. The Nomination Committee is of the view that each of the Directors proposed to be re-elected at the AGM would bring to the Board his/her own perspectives, skills and experience, as further described in their biographical details in Appendix II to this circular. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that each of the Directors proposed to be re-elected at the AGM can contribute to the diversity of the Board, in particular, with their diverse business and professional backgrounds. The Board considers that each of Mr. Lee, Mr. Mak, Professor Law and Mr. Huang have satisfied the criteria for independence set out in Rule 3.13 of the Listing Rules. The Board, taking into account each of the aforesaid Directors' past and prospective contributions to the Company and their individual attributes which in the Board's view complement the Board's diversity and optimal composition, accepted the recommendations from the Nomination Committee and recommends to the Shareholders the proposed re-election of Mr. Song as executive Director, Ms. Wei as non-executive Director, and Mr. Lee, Mr. Mak, Professor Law and Mr. Huang as independent non-executive Directors at the AGM.

For administrative convenience and flexibility, the Board also seeks the Shareholders' authorisation to fix the remuneration of the Directors.

The biographical information of the Directors proposed to be re-elected at the AGM is set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

A notice convening the AGM is set out on pages 16 to 20 of this circular. Ordinary resolutions will be proposed at the AGM to approve, amongst other things, the granting of the Issuance Mandate, the Buyback Mandate and the Extension Mandate to the Directors and the re-election of the retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.gomejr.com. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM 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 AGM or any adjournment thereof (as the case may be) should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 21 June 2024.

All the resolutions proposed to be approved at the AGM will be taken by poll in accordance with the Listing Rules and an announcement will be made by the Company after the AGM on the poll results of the AGM.

RECOMMENDATIONS

I. In relation to the grant of the Issuance Mandate, the Buyback Mandate and the Extension Mandate

The Board considers that the grant of the Issuance Mandate, the Buyback Mandate and the Extension Mandate mentioned above is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolutions to be proposed at the AGM to approve the grant of the Issuance Mandate, the Buyback Mandate and the Extension Mandate.

LETTER FROM THE BOARD

II. In relation to the proposed re-election of the Directors

The Board considers that the re-election of Directors mentioned above is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolutions to be proposed at the AGM to approve the re-election of the Directors.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

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

Your attention is also drawn to the additional information set out in the appendices to this circular.

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

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Buyback Mandate.

1. EXERCISE OF BUYBACK MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,701,123,120 fully paid Shares. Assuming that the Proposed Acquisitions are approved by the independent shareholders at the special general meeting of the Company to be held on 28 May 2024 and completion of the Proposed Acquisitions takes place before the AGM, a total of 2,500,000,000 new Shares will be issued as consideration shares and the total issued Shares as at the date of the AGM will amount to 5,201,123,120 Shares.

On this basis, subject to the passing of the proposed resolution for the approval of the Buyback Mandate and assuming that no further Shares will be issued or bought back or cancelled by the Company prior to the date of the AGM, the Company will be allowed under the Buyback Mandate to buy back a maximum of 520,112,312 fully paid Shares, representing 10% of the total number of issued Shares of the Company as at the date of the passing of the relevant resolution at the AGM.

2. REASONS FOR THE BUYBACK

The Directors believe that the Buyback Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Buyback Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and share buyback will only be made if the Directors believe that a buyback will benefit the Company and its Shareholders as a whole.

3. FUNDING OF BUYBACK

A buyback of the Shares will be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available for such purpose in accordance with the applicable laws of Bermuda, the Companies Act, the Bye-laws and the Listing Rules.

4. IMPACT OF BUYBACK

An exercise of the Buyback Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company as compared with those as at 31 December 2023, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any buyback in circumstances that would have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
May	0.150	0.100
June	0.167	0.108
July	0.172	0.155
August	0.160	0.095
September	0.103	0.080
October	0.221	0.073
November	0.280	0.205
December	0.330	0.236
2024		
January	0.260	0.219
February	0.245	0.217
March	0.255	0.213
April	0.235	0.199
May (up to the Latest Practicable Date)	0.295	0.190

6. DIRECTORS, CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, has any present intention to sell to the Company or its subsidiaries any of the Shares if the Buyback Mandate is approved at the AGM.

None of the core connected persons of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor have any such core connected persons undertaken not to sell any of the Shares held by them to the Company in the event that the Buyback Mandate is approved at the AGM.

7. EXERCISE OF POWER OF THE DIRECTORS

The Directors will exercise the powers of the Company to make buybacks pursuant to the Buyback Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

8. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to buy back Shares pursuant to the Buyback Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Ms. Du Juan held 1,653,073,872 Shares, representing approximately 61.2% of the total issued Shares, through her wholly-owned company Swiree Capital Limited. Immediately after completion of the Proposed Acquisitions, Ms. Du Juan will hold a total of 3,838,360,213 Shares (comprising 1,653,073,872 Shares held by Swiree Capital Limited and 2,185,286,341 Shares held by her spouse, Mr. Wong Kwong Yu, indirectly through his wholly-owned company Mega Bright Capital Resources Limited), representing approximately 73.8% of the enlarged issued Shares.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, based on the shareholding information available to the Directors, as at the Latest Practicable Date, an exercise of the Buyback Mandate in full will not result in any of the Shareholders becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors had no intention to exercise the Buyback Mandate to such an extent that would result in any Shareholder or any other persons becoming obliged to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

9. SHARE BUYBACKS MADE BY THE COMPANY

The Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

10. UNUSUAL FEATURES

Neither this explanatory statement nor the proposed share buyback has any unusual features.

Details of the Directors proposed to be re-elected at the AGM are set out below:

Mr. Song Chenxi (“**Mr. Song**”) was appointed as an executive Director of the Company with effect from 12 December 2023 and he is currently a member of the Strategy Committee. Mr. Song, aged 40, had served as the director of the investment management centre of Gome Holding Group Co., Ltd. and the chief financial officer of the Company from August 2015 to January 2018. Mr. Song rejoined the Group in October 2023 as the chief financial officer of the Company. Mr. Song graduated from the Tianjin University of Finance and Economics in June 2009 with a master’s degree in accounting. Mr. Song is also a Chinese Certified Public Accountant.

Mr. Song has extensive management experience in the fields of finance and Internet technology. Prior to joining the Group, Mr. Song served as senior auditor of the Tianjin branch of Deloitte Touche Tohmatsu Certified Public Accountants LLP from September 2009 to June 2012. Mr. Song also served as the financial controller of China Wood Optimization (Holding) Limited from June 2012 to August 2015, the financial controller of Shenzhen Invengo Information Technology Co., Ltd. (深圳市遠望谷信息技術股份有限公司), a company listed on the Main Board of the Shenzhen Stock Exchange (stock code: 002161), from July 2018 to June 2021, the chief financial officer of Shenzhen Kinetic Energy Wireless Media Co., Ltd. (深圳市動能無線傳媒有限公司) from July 2021 to February 2022, and the financial controller of East Point Communication Technology (Shenzhen) Co., Ltd. (衛東光通訊技術(深圳)股份有限公司) from June 2022 to October 2023.

Mr. Song has been the independent director of Tianjin Jinrong Tianyu Precision Machinery Co., Ltd. (天津津榮天宇精密機械股份有限公司), a company listed on the ChiNext Board of the Shenzhen Stock Exchange (stock code: 300988), since November 2023. He has also been the independent director of Beijing Jindayu Environment Technology Co., Ltd. (北京今大禹環境技術股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 873976), since December 2020. Mr. Song has been a supervisor of Guangzhou Yuanqian Investment Consulting Co., Ltd. (廣州市源謙投資諮詢有限責任公司), a wholly-owned subsidiary of the Company, since May 2017, a supervisor of Shenzhen Qianhai Gome City Investment Holdings Co., Ltd. (深圳前海國美城市投資控股有限公司) since December 2017, and a supervisor of Shenzhen Xingya Investment Co., Ltd. (深圳市興亞投資有限責任公司) since December 2017.

Mr. Song has entered into a service agreement with the Company in respect of his appointment as an executive Director for a term of three years commencing from 13 December 2023. Pursuant to the service agreement, Mr. Song is not entitled to any remuneration as a Director.

Ms. Wei Ting (“**Ms. Wei**”), aged 42, was appointed as a non-executive Director with effect from 12 December 2023 and she is currently a member of the Audit Committee and the Remuneration Committee. She is the vice president of the human resources department of GOME Holding Group Company Limited and is responsible for its overall human resources management. Ms. Wei has more than 20 years of experience in human resources management, in particular organisational development, talent development, remuneration incentives and

corporate culture. Ms. Wei graduated from Nankai University in business administration in June 2003. She obtained a Master of Business Administration degree from Renmin University of China in 2011.

Ms. Wei has entered into an appointment letter with the Company in respect of her appointment as a non-executive Director for a term of three years commencing from 13 December 2023. Pursuant to the appointment letter, Ms. Wei is entitled to receive a director's fee of HK\$120,000 per annum which was determined with reference to her duties and responsibilities with the Company, the Company's current standards for emoluments and the prevailing market conditions and is subject to review by the Board from time to time. Save as aforesaid, she is not entitled to any remuneration nor bonus payments as a Director.

Mr. Lee Puay Khng ("Mr. Lee"), aged 68, was appointed as an independent non-executive Director with effect from 10 August 2021. He is currently the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee. He has over 26 years of experience in investment, financing and mergers and acquisitions in the China market. He has extensive networks and resources in the corporate sectors and investment communities in Singapore and China. Mr. Lee has provided consulting services to many companies and has successfully completed numerous collaborations, mergers and acquisitions, corporate internationalisations and overseas listing projects.

Mr. Lee is currently the managing director of Sinolion Capital Group, an investment and consultancy company that focuses on enterprises' mergers and acquisitions including direct investments and property investments in China. He is also the senior partner of China Bridge Capital, a large private equity fund manager that provides comprehensive services to listed companies. Mr. Lee joined Singapore Telecom in 1980 and left as the country director (China) in 1993. Subsequently, he worked for Motorola, 3Com (Asia Pacific) and Vertex Ventures, a subsidiary of the Singapore-based Temasek. From 2002 to 2005, he was the Chief Representative of Singapore Economic Development Board based in China, providing effective technical assistance to many Chinese companies in their business expansion in Singapore. He was later invited to serve as the China investment consultant to the Government of Singapore Investment Corporation Pte Ltd from 2005 to 2007.

Mr. Lee graduated from the National University of Singapore with a bachelor's degree in electrical and electronic engineering in 1980.

Mr. Lee has entered into a letter of appointment with the Company and his initial term of appointment as an independent non-executive Director is three years commencing from 10 August 2021. Pursuant to the letter of appointment, Mr. Lee will receive a remuneration of HK\$320,000 per annum which was determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions and will be subject to review by the Board and the Remuneration Committee from time to time. Save as aforesaid, he is not entitled to any remuneration nor bonus payments as a Director.

Mr. Mak Yau Kee Adrian ("Mr. Mak"), aged 63, was appointed as an independent non-executive Director with effect from 5 February 2024. He is currently the chairman of the Audit Committee and the chairman of the Nomination Committee. Mr. Mak is a fellow member

of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants, and the Hong Kong Investor Relations Association. He is also a member of the Hong Kong Securities and Investment Institute. Mr. Mak has accumulated over 40 years of accounting and corporate finance experience gained in Hong Kong and the UK.

Mr. Mak is an independent non-executive director of Tencent Music Entertainment Group (NYSE: TME and HKEX: 01698) and is chairman of its audit committee. He is also a director of Shaw Trustee (Private) Limited which is the trustee of the Sir Run Run Shaw Charitable Trust. Previously, Mr. Mak served as the chief financial officer and company secretary of Television Broadcasts Limited (HKEX: 00511) from 2004 to 2021. Between 2000 and 2003, Mr. Mak was the chief financial officer of Global Digital Creations Holdings Limited (HKEX: 08271) and CyberCity Holdings Limited. Prior to working in the corporate sector, he was associate director of corporate finance of the Securities and Futures Commission from 1992 to 2000, and a deputy manager with KPMG from 1983 to 1992. Mr. Mak holds a degree in Bachelor of Science in Chemical Engineering from the University of Birmingham.

Mr. Mak has entered into an appointment letter with the Company and his initial term of appointment as an independent non-executive Director is three years commencing from 5 February 2024. Pursuant to the appointment letter, Mr. Mak is entitled to receive a director's fee of HK\$320,000 per annum which was determined by the Board with reference to his duties and responsibilities with the Company, the Company's current standards for emoluments and the prevailing market conditions and is subject to review by the Board and the Remuneration Committee from time to time. Save as aforesaid, he is not entitled to any remuneration nor bonus payments as a Director.

Professor Japhet Sebastian LAW (“**Professor Law**”), aged 72, was appointed as an independent non-executive Director with effect from 10 April 2024 and he is currently a member of the Audit Committee and the Strategy Committee.

Professor Law obtained his doctor of philosophy degree in mechanical/industrial engineering from the University of Texas at Austin in 1976. He was a professor in the Department of Decision Sciences and Managerial Economics of the Chinese University of Hong Kong from 1986 until 2012, and the associate dean and subsequently the dean of the Faculty of Business Administration of the Chinese University of Hong Kong from 1993 to 2002. Prior to returning to Hong Kong, Professor Law was the director of Operations Research at the Cullen College of Engineering and the director of Graduate Studies in Industrial Engineering at the University of Houston, and was also involved in the U.S. Space Program in his career in McDonnell Douglas and Ford Aerospace in the U.S. Professor Law has acted as a consultant for various corporations in Hong Kong and overseas. He is active in public services, having served as a member of the Provisional Regional Council and various other government advisory committees of the Hong Kong government, and is also active in serving on the boards of profit, non-profit, and charitable organisations in Hong Kong and overseas.

Professor Law is currently an independent non-executive director of the following companies listed on the Stock Exchange: Binhai Investment Company Limited (stock code: 2886), Tianjin Port Development Holdings Limited (stock code: 3382), Global Digital

Creations Holdings Limited (stock code: 8271), Shougang Fushan Resources Group Limited (stock code: 639), Regal Hotels International Holdings Limited (stock code: 78) and Tianjin Binhai Teda Logistics (Group) Corporation Limited (stock code: 8348). He also serves as an independent supervisor of Beijing Capital International Airport Company Limited (stock code: 694). Professor Law has informed the Company that he will retire and will not offer himself for re-election as a director of Global Digital Creations Holdings Limited and Shougang Fushan Resources Group Limited in their respective upcoming annual general meeting.

Professor Law has entered into an appointment letter with the Company and his initial term of appointment as an independent non-executive Director is three years commencing from 10 April 2024. Pursuant to the appointment letter, Professor Law is entitled to receive a director's fee of HK\$320,000 per annum which was determined by the Board with reference to his duties and responsibilities with the Company, the Company's current standards for emoluments and the prevailing market conditions and is subject to review by the Board and the Remuneration Committee from time to time. Save as aforesaid, he is not entitled to any remuneration nor bonus payments as a Director.

Mr. Huang Song (“**Mr. Huang**”), aged 46, was appointed as an independent non-executive Director with effect from 19 April 2024 and he is currently a member of the Remuneration Committee. Mr. Huang obtained his Ph.D. in economics from Peking University. Mr. Huang was an associate professor from August 2011 to August 2020 and a professor since August 2020 in the School of Software and Microelectronics of Peking University. He has been an independent director of Beijing Life Insurance Co., Ltd. since March 2018. Mr. Huang's major research areas include financial technology, private equity and venture capital

Mr. Huang has entered into an appointment letter with the Company and his initial term of appointment as an independent non-executive Director is three years commencing from 19 April 2024. Pursuant to the appointment letter, Mr. Huang is entitled to receive a director's fee of HK\$320,000 per annum which was determined by the Board with reference to his duties and responsibilities with the Company, the Company's current standards for emoluments and the prevailing market conditions and is subject to review by the Board and the Remuneration Committee from time to time. Save as aforesaid, he is not entitled to any remuneration nor bonus payments as a Director.

As at the Latest Practicable Date, save as disclosed above, each of the Directors proposed to be re-elected at the AGM (i) has not held any other directorships at present or in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company; (iii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iv) does not hold any other office in the Company or any subsidiaries of the Company; and (v) does not have any other major appointments and professional qualifications.

Save as disclosed above, there are no other matters relating to the re-election of these Directors that need to be brought to the attention of the Shareholders or are required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Gome Finance Technology Co., Ltd. (the “**Company**”) will be held at REF Financial Press Limited, Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 27 June 2024, at 2:00 p.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

Unless otherwise defined, capitalised terms used therein shall have the same meanings as those defined in the circular of the Company dated 24 May 2024 (the “**Circular**”).

AS ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and auditor of the Company for the year ended 31 December 2023.
2.
 - (a) To re-elect Mr. Song Chenxi as an executive Director;
 - (b) To re-elect Ms. Wei Ting as a non-executive Director;
 - (c) To re-elect Mr. Lee Puay Khng as an independent non-executive Director;
 - (d) To re-elect Mr. Mak Yau Kee Adrian as an independent non-executive Director;
 - (e) To re-elect Professor Japhet Sebastian Law as an independent non-executive Director;
 - (f) To re-elect Mr. Huang Song as an independent non-executive Director; and
 - (g) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company for the year ending 31 December 2024 and to authorise the board of Directors to fix their remuneration.

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AS SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification the following as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including securities convertible into Shares or options, warrants or similar rights to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme(s) of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any options or warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the total number of issued Shares of the Company on the date of the passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above 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, and the authority granted pursuant to (a) of this resolution shall be limited accordingly; and

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(d) for the purposes of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda as amended from time to time or any other applicable laws of Bermuda to be held; and
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to buy back Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act 1981 of Bermuda as amended from time to time (the “**Companies Act**”) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the total number of issued Shares of the Company as at the date of the passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be bought back under the mandate in paragraph (a) above as a

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percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. To consider and, if thought fit, to pass with or without modification the following as ordinary resolution:

“**THAT** conditional upon the passing of resolutions numbered 4 and 5 above, the general mandate to the Directors pursuant to resolution numbered 4 be and is hereby extended by the addition thereto of such number of Shares of the Company bought back by the Company under the authority granted pursuant to the resolution numbered 5, provided that such number of Shares shall not exceed 10 per cent. of the total number of Shares of the Company in issue as at the date of passing this resolution.”

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

Hong Kong, 24 May 2024

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

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

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Notes:

1. A member of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).
3. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof (as the case may be) should he so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 21 June 2024.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the name stands on the register of members of the Company in respect of the relevant joint holding.
6. Save for resolutions approving the procedural and administrative matters, any voting of the general meeting should be taken by poll.
7. If Typhoon Signal No.8 or above is hoisted or a Black Rainstorm Warning Signal is in force in Hong Kong or an announcement on "extreme conditions" caused by super typhoons is made by the Hong Kong Government any time after 11:00 a.m. on the date of the AGM, then the meeting will be postponed. The Company will post an announcement on the websites of the Company at (www.gomejr.com) and HKExnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.

The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force in Hong Kong. Shareholders should decide on their own whether they would attend the AGM under bad weather condition bearing in mind their own situations.

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