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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in **Haosen Fintech Group Limited**, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**Haosen Fintech Group Limited**

**浩森金融科技集團有限公司**

*(incorporated in Cayman Islands with limited liability)*

**(Stock code: 3848)**

**(1) PROPOSED SUBDIVISION OF SHARES**  
**(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT AND**  
**SERVICE PROVIDER SUBLIMIT**  
**AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting (“EGM”) of Haosen Fintech Group Limited to be held at Room 3402, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 3 July 2026 at 11:00 a.m. is set out on pages 19 to 22 of this circular.

Whether or not you are able to attend the EGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. 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 proxy form shall be deemed to be revoked.

The Chinese translation of this circular is for reference only and, in case of any inconsistency, the English version shall prevail.

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## DEFINITIONS

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

“2017 Share Option Scheme”	the share option scheme adopted by the Company on 19 June 2017 and terminated on 30 June 2023
“2019 Share Award Scheme”	the share award scheme adopted by the Company on 6 November 2019 and terminated on 30 June 2023
“2023 Share Award Scheme”	the share award scheme adopted by the Company on 30 June 2023
“2023 Share Option Scheme”	the share option scheme adopted by the Company on 30 June 2023
“2023 Share Schemes”	the 2023 Share Award Scheme and the 2023 Share Option Scheme
“AGM”	the annual general meeting of the Company held on 22 May 2026
“Articles of Association”	the amended and restated memorandum and articles of association of the Company adopted by a special resolution of the Shareholders passed on 22 May 2026 and as amended, supplemented and/or otherwise modified from time to time
“Board”	the board of Directors (including independent non-executive Directors)
“Business Day”	any day(s) (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Haosen Fintech Group Limited, a limited liability company incorporated in the Cayman Islands with its issued Shares listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company

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## DEFINITIONS

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“EGM”	the extraordinary general meeting of the Company to be held at Room 3402, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 3 July 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the EGM notice
“Eligible Participant(s)”	person(s) who is eligible to receive an option or an award under the 2023 Share Schemes, who could be (i) an employee participant; (ii) a related entity participant; or (iii) a Service Provider
“General Rules of HKSCC”	the General Rules of HKSCC as from time to time in force, and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to, among others, the operations and functions of CCASS, as from time to time in force
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 June 2026, 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 as amended from time to time
“PRC”	the People’s Republic of China, and for the purposes of this circular, excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan

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## DEFINITIONS

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“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon exercise of all options and awards to be granted under the 2023 Share Schemes and any other share schemes of the Company, which shall not in aggregate exceed 10% of the issued share capital of the Company as at the adoption date of the 2023 Share Schemes (i.e. 30 June 2023), or the date of approval of the amended and refreshed limit by the Shareholders at general meeting
“Service Provider(s)”	any person who provides business promotion and marketing services or debt collection services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group, where the continuity and frequency of their services are akin to those of employees, but excluding any placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, and auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity
“Service Provider Sublimit”	the total number of Shares which may be allotted and issued upon exercise of all options and awards to be granted under the 2023 Share Schemes and other share scheme(s) of the Company to the Service Providers, which is within the Scheme Mandate Limit and shall not in aggregate exceed 1% of the issued share capital of the Company as at the adoption date of the 2023 Share Schemes (i.e. 30 June 2023), or the date of approval of the amended and refreshed limit by the Shareholders at general meeting
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Subdivision becoming effective
“Share Schemes”	the 2017 Share Option Scheme, 2019 Share Award Scheme, and the 2023 Share Schemes
“Share Subdivision”	the proposed subdivision of each issued and unissued Share into five (5) Subdivided Shares
“Shareholder(s)”	holder(s) of the Share(s)

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Shares”	ordinary share(s) of par value of HK\$0.002 each in the share capital of the Company upon the Share Subdivision becoming effective
“%”	per cent

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## EXPECTED TIMETABLE FOR SHARE SUBDIVISION

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*The expected timetable for the implementation of the Share Subdivision is set out below:*

Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM .....	4:30 p.m. on Friday, 26 June 2026
Register of members of the Company closed for determining entitlements to attend and vote at the EGM .....	Monday, 29 June 2026 to Friday, 3 July 2026 (both days inclusive)
Latest time for the lodging of the form of proxy for the EGM.....	11:00 a.m. on Tuesday, 30 June 2026
Date and time of the EGM .....	11:00 a.m. on Friday, 3 July 2026
Announcement of voting results of the EGM.....	Friday, 3 July 2026
 <b>The following events are conditional upon the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” below:</b>	
The effective date of the Share Subdivision .....	Tuesday, 7 July 2026
Dealings in Subdivided Shares commence .....	9:00 a.m. on Tuesday, 7 July 2026
Original counter for trading in board lots of 1,000 Shares temporarily closes .....	9:00 a.m. on Tuesday, 7 July 2026
Temporary counter for trading in board lots of 5,000 Subdivided Shares (in form of existing share certificate) opens .....	9:00 a.m. on Tuesday, 7 July 2026
First day of free exchange of existing share certificates for the new share certificates for the Subdivided Shares commences .....	Tuesday, 7 July 2026

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## EXPECTED TIMETABLE FOR SHARE SUBDIVISION

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Original counter for trading in board lots of 1,000  
Subdivided Shares (in the form of new share  
certificates) re-opens . . . . . 9:00 a.m. on  
Tuesday, 21 July 2026

Parallel trading in Subdivided Shares (in the form of  
new and existing share certificates) commences . . . . . 9:00 a.m. on  
Tuesday, 21 July 2026

Temporary counter for trading in Subdivided Shares in  
board lots of 5,000 Subdivided Shares (in the form of  
existing share certificates) closes . . . . . 4:10 p.m. on  
Monday, 10 August 2026

Parallel trading in Subdivided Shares (in the form of  
new and existing share certificates) ends. . . . . 4:10 p.m. on  
Monday, 10 August 2026

Last day for free exchange of existing share certificates  
for new share certificates for the Subdivided Shares. . . . . 4:30 p.m. on  
Wednesday, 12 August 2026

*Notes:*

1. All times and dates refer to Hong Kong local times and dates.
2. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders by way of announcement(s) on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at <https://www.haosenfintech.com> as and when appropriate and in accordance with the Listing Rules.

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LETTER FROM THE BOARD

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**Haosen Fintech Group Limited**

**浩森金融科技集團有限公司**

*(incorporated in Cayman Islands with limited liability)*

**(Stock code: 3848)**

*Executive Director:*

Mr. LO Wai Ho (*Chairman*)

*Non-executive Director:*

Mr. WU Jiaqi

*Independent Non-executive Directors:*

Ms. CHAN Sze Wan, Stephenie

Mr. LAU Hong Yiu

Mr. KAM Wai Man

*Registered Office:*

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Principal Place of Business*

*in Hong Kong:*

Room 3402, 34/F

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

17 June 2026

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED SUBDIVISION OF SHARES  
(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT AND  
SERVICE PROVIDER SUBLIMIT  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**(I) INTRODUCTION**

The purpose of this circular is to provide you with information regarding the following proposals to be put forward at the EGM for the Shareholders' consideration and, if thought fit, approval of:

- (a) the proposed subdivision of Shares; and

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## LETTER FROM THE BOARD

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- (b) the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit.

### **(II) PROPOSED SHARE SUBDIVISION**

The Board proposes to subdivide each of the existing issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company into five (5) Subdivided Shares of par value of HK\$0.002 each.

The Shares are currently traded in board lot size of 1,000 Shares. Upon the Share Subdivision becoming effective, the board lot size of the Subdivided Shares for trading on the Stock Exchange will remain as 1,000 Subdivided Shares.

#### **Effect of the Share Subdivision**

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$200,000,000 divided into 20,000,000,000 Shares of par value of HK\$0.01 each, of which 156,417,000 Shares of par value of HK\$0.01 each have been issued and are fully paid or credited as fully paid.

Assuming that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the EGM, upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$200,000,000 divided into 100,000,000,000 Subdivided Shares of par value of HK\$0.002 each, of which 782,085,000 Subdivided Shares will be in issue and fully paid or credited as fully paid.

All Subdivided Shares will be identical in all respects and rank *pari passu* with each other in all respects as to all future dividends and distributions which are declared, made or paid after the effective date of the Share Subdivision, and the Share Subdivision will not result in any change in the relevant rights of the Shareholders.

As the Share Subdivision will not result in any odd lots or fractional shares, no odd lots arrangement for matching the sale and purchase of odd lots will be made.

#### **Proposed Final Dividends for the year ended 31 December 2025**

Reference is made to the announcement of the Company dated 19 March 2026 and the circular of the Company dated 30 April 2026, which discloses, among other things, that the Board recommends the payment of a final dividend HK\$0.03 per Share to the Shareholders for the year ended 31 December 2025, subject to the Shareholders' approval at the coming AGM and that the dividend warrants of the recommended final dividend are expected to be despatched to the Shareholders on or before 26 June 2026. The ordinary resolution for declaration of the final dividend was passed by the Shareholders at the AGM held on 22 May 2026. The Board wishes to clarify that the Share Subdivision would have no effect on the distribution of the final dividend, as the effective date of the Share Subdivision is

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## LETTER FROM THE BOARD

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expected to fall after the record date for determining Shareholders' entitlement to the final dividend. Accordingly, the final dividend will be payable by reference to the Company's issued Shares as at the record date, and Shareholders' entitlements would remain unaffected by the Share Subdivision.

### **Conditions of the Share Subdivision**

The Share Subdivision is conditional upon:

- (a) the passing by the Shareholders at the EGM of an ordinary resolution approving the Share Subdivision;
- (b) the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares and any new Subdivided Shares which may be issued upon the exercise of the share options and share awards granted or to be granted from time to time under the 2023 Share Schemes; and
- (c) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the Listing Rules to effect the Share Subdivision.

All of the above conditions cannot be waived. As at the Latest Practicable Date, none of the conditions of the Share Subdivision have been fulfilled. The Share Subdivision will become effective after the conditions of the Share Subdivision above are fulfilled.

### **Securities Convertible or Exchangeable into Shares**

As at the Latest Practicable Date, the Company has no outstanding share options granted under the 2017 Share Option Scheme and 12,000,000 outstanding share options granted under the 2023 Share Option Scheme.

The Company has no outstanding share awards granted under the 2019 Share Award Scheme or the 2023 Share Award Scheme. The 2017 Share Option Scheme and the 2019 Share Award Scheme were terminated on 30 June 2023 and no further options or awards may be granted under those schemes.

The total number of options and awards available for grant under the Scheme Mandate Limit of the 2023 Share Schemes is 3,658,300, and the total number of options and awards available for grant under the Service Provider Sublimit was 1,565,830. Under the relevant terms and conditions of the Share Schemes, the Share Subdivision may lead to adjustments to the price and/or number of Shares falling to be issued upon the vesting of the share options and awards.

Upon the Share Subdivision becoming effective, pro-rata adjustments will be made to the exercise prices and the number of outstanding share options. Accordingly, there will be

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## LETTER FROM THE BOARD

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60,000,000 outstanding share options under the 2023 Share Option Scheme. The maximum number of Shares available for future grant under the Scheme Mandate Limit of the 2023 Share Schemes will be adjusted from 3,658,300 Shares to 18,291,500 Subdivided Shares, and the maximum number of Shares available for future grant under the Service Provider Sublimit will be adjusted from 1,565,830 Shares to 7,829,150 Subdivided Shares. The Company will make further announcement(s) and inform each of the grantees of the share options regarding the adjustments to be made pursuant to the respective terms and conditions of the Share Schemes, as and when appropriate.

Save as disclosed above, as at the Latest Practicable Date, the Company does not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

### **Listing Application**

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, (i) the Subdivided Shares; and (ii) any new Subdivided Shares which may be issued upon the exercise of the share options and awards granted or to be granted from time to time under the 2023 Share Schemes.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchanges other than the Stock Exchange and no such listing permission to deal in is being or currently proposed to be sought from any other stock exchanges.

### **Exchange of Share Certificates**

Subject to the Share Subdivision having become effective, the existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on Monday, 10 August 2026 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one (1) Share for five (5) Subdivided Shares.

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## LETTER FROM THE BOARD

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Upon the Share Subdivision becoming effective, the Shareholders can submit their existing certificates for the Shares to the Company's branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in exchange for the new share certificates for the Subdivided Shares free of charge between 9:00 a.m. and 4:30 p.m. on any Business Day from Tuesday, 7 July 2026 to Wednesday, 12 August 2026 (both days inclusive). After the expiry of such period, the existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or new share certificate issued (whichever number of share certificates involved is higher). It is expected that the new share certificates for the Subdivided Shares will be available for collection within a period of 10 Business Days after the submission of the existing share certificates for the Shares to Tricor Investor Services Limited for exchange.

The new share certificates will be green in colour so as to be distinguished from the existing share certificates which are blue in colour.

### **Reason for the Subdivision of Shares**

The proposed Share Subdivision will increase the number of Shares in issue and reduce the nominal value and trading price of each Share. In this regard, the Board is of the view that the Share Subdivision is likely to enhance the trading liquidity of the Shares, reduce the barriers to investment, and therefore may attract more investors to trade in the Shares. Based on the closing price of HK\$11.20 per Share as at 11 June 2026 (being the Latest Practicable Date), (i) the market value per board lot of 1,000 Shares is HK\$11,200; and (ii) the value of each board lot of 1,000 Subdivided Shares, with a theoretical adjusted price of approximately HK\$2.24 per Subdivided Share assuming the Share Subdivision had already become effective, would be approximately HK\$2,240.

As a result, the Share Subdivision is expected to result in downward adjustment to the trading price of each Share and the market value per board lot of Shares. Given the prevailing market conditions, a more liquid market will provide more flexibility for investors to trade in the shares of the Company, which will in turn enable the Company to attract more investors, broaden its Shareholder base, and facilitate the Company's growth and development in the future. Accordingly, the Board considers that the Share Subdivision is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

In addition, Rule 13.64A of the Listing Rules prohibits an issuer to undertake, among others, a subdivision of shares if its share price adjusted for the subdivision is less than HK\$1 based on the lowest daily closing price of the shares during the six-month period before the announcement of the Share Subdivision. Based on the lowest daily closing price of the Shares during the six-month period before the date of the relevant announcement (i.e. 29 May 2026), which is HK\$11.11 per Share, the theoretical share price adjusted for the Share Subdivision should be HK\$2.22 per Subdivided Share and the Board is thus of

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## LETTER FROM THE BOARD

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the view that the Company has complied with Rule 13.64A of the Listing Rules with regard to the Share Subdivision.

While expenses will be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not alter or affect the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders.

As at the Latest Practicable Date, the Directors confirm that the Company (i) does not have any agreement, arrangement, understanding, intention, negotiation (concluded or otherwise) on any potential equity fund raising activities; and (ii) has no intention to carry out other corporate action which may have an effect of undermining or negating the intended purpose of the Share Subdivision in the coming twelve (12) months.

Having considered the Company's current plan in relation to all corporate actions and equity fund raising activities for the next twelve (12) months, the Directors are of the view that the Share Subdivision is reasonable and sufficient and in the best interests of the Company and Shareholders as a whole. In the event that any future opportunity of equity fundraising for the Group's business development arises, the Company will make further announcement(s) as and when appropriate.

### **(III) THE PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT AND SERVICE PROVIDER SUBLIMIT**

#### **The existing Scheme Mandate Limit and Service Provider Sublimit**

The 2023 Share Schemes were adopted by the Company on 30 June 2023. Pursuant to the existing Scheme Mandate Limit, the maximum number of Shares in respect of which options and awards may be granted under the 2023 Share Schemes and other share scheme(s) of the Company shall not exceed 15,658,300 Shares, representing 10% of the total number of Shares in issue as at 30 June 2023, being the date of approval of the 2023 Share Award Scheme and the 2023 Share Option Scheme.

As the Service Provider Sublimit was determined based on 10% of the Scheme Mandate Limit, the maximum number of Shares that may be granted under the Service Provider Sublimit shall not exceed 1,565,830 Shares, representing approximately 1% of the then total number of Shares in issue as at 30 June 2023.

The purpose of the 2023 Share Option Scheme is to enable the Company to grant options to the Eligible Participants, who have contributed or may contribute to the growth, development and success of the Group and provide incentive or reward to the Eligible Participants' contribution to the Group.

The purposes of the 2023 Share Award Scheme are to (i) recognize the contributions by the selected Eligible Participants to give incentives to them in order to retain them for

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## LETTER FROM THE BOARD

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the continued operation and development of the Group; and (ii) attract suitable personnel for further development of the Group.

For details regarding the 2023 Share Schemes, please refer to the circular of the Company dated 14 June 2023.

References are also made to the announcement of the Company dated 23 April 2024 and 7 May 2024 in relation to the grant of the options pursuant to the 2023 Share Option Scheme. During the period from the adoption date of the 2023 Share Option Scheme and up to the Latest Practicable Date, a total of 15,000,000 share options were granted on 23 April 2024 under the 2023 Share Option Scheme. Among such, no share options had been exercised, 3,000,000 share options had lapsed and 12,000,000 share options were outstanding.

No awards have been granted under the 2023 Share Award Scheme since its adoption and up to the Latest Practicable Date.

No options or awards have been granted in respect of the Service Provider Sublimit under the 2023 Share Schemes since their adoption and up to the Latest Practicable Date.

As a result of the foregoing, as at the Latest Practicable Date, only 3,658,300 Shares were available for future grant under the Scheme Mandate Limit.

### **Proposed Refreshment of the Scheme Mandate Limit and Service Provider Sublimit**

In view that 76.6% of the existing Scheme Mandate Limit has been utilized, the Company proposes to convene the EGM at which ordinary resolution(s) will be proposed to the Shareholders to consider and, if thought fit, approve the proposed refreshment of the Scheme Mandate Limit so as to allow the Company to grant new options and awards under the 2023 Share Schemes in aggregate up to 10% of the issued share capital of the Company (excluding treasury shares) as at the date of passing such ordinary resolution(s). The total number of Shares which may be issued in respect of all options and awards to be granted under the 2023 Share Schemes under the Scheme Mandate Limit as “refreshed” must not exceed 10% of the relevant class of shares of the Company in issue (excluding treasury shares) as at the date of approval of the refreshed Scheme Mandate Limit. In addition, the Board proposes to proportionally refresh the Service Provider Sublimit in accordance with the refreshed Scheme Mandate Limit.

As at the Latest Practicable Date, the Company had 156,417,000 Shares in issue (excluding treasury shares). Assuming that all the conditions of the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit are fulfilled and that there will be no change in the total number of Shares in issue from the Latest Practicable Date and up to (and including) the date of the EGM, (i) the maximum number of the Shares which may be issued in respect of all options and awards to be granted under the 2023 Share Schemes will be 15,641,700 Shares, representing 10% of the total number of Shares

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## LETTER FROM THE BOARD

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in issue (excluding treasury shares) as at the date of the EGM, under the Scheme Mandate Limit so refreshed; and (ii) the maximum number of Shares which may be issued in respect of all options and awards which may be granted to Service Providers will be 1,564,170 Shares, representing 1% of the total number of Shares in issue (excluding treasury shares) as at the date of the EGM, under the Service Provider Sublimit so refreshed. Assuming the Share Subdivision becomes effective, the refreshed Scheme Mandate Limit and the refreshed Service Provider Sublimit will be 78,208,500 Subdivided Shares and 7,820,850 Subdivided Shares, respectively.

The basis for determining the Service Provider Sublimit under the 2023 Share Schemes includes the following: (i) the business development and expansion needs of the Group, having regard to the importance of engaging Service Providers, including marketing service providers and debt collection agents, on a continuing and recurring basis in the Group's ordinary and usual course of business; (ii) the actual or potential commercial and/or financial contributions to be brought by the Service Providers, taking into account their industry experience, expertise, established networks and track records, which facilitate the long-term growth, development and competitiveness of the Group; (iii) the need to provide appropriate equity incentives to recognize their contributions, strengthen ongoing collaboration and retain Service Providers in support of the Group's sustainable development; (iv) the intention to reserve the major portion of the Scheme Mandate Limit for share options and awards to Eligible Participants other than the Service Providers; and (v) the minimal potential dilution impact on Shareholders, as the Service Provider Sublimit is capped at 1% of the issued Shares as at the adoption date of the 2023 Share Schemes or the date of approval of the amended and refreshed limit, and the individual limit under the Listing Rules is also 1% of the issued Shares within the relevant 12-month period.

Since the adoption of the 2023 Share Schemes on 30 June 2023, there has been no refreshment of the Scheme Mandate Limit or the Service Provider Sublimit. In addition to the 2023 Share Schemes, the Company previously adopted the 2017 Share Option Scheme and the 2019 Share Award Scheme. Both schemes were terminated on 30 June 2023 and, accordingly, no further options or awards may be granted thereunder.

For the avoidance of doubt, the refreshment of the Service Provider Sublimit is conditional on the Shareholders' approval of the Scheme Mandate Limit, whereas the refreshment of the Scheme Mandate Limit is not conditional on the Shareholders' approval of the Service Provider Sublimit. In the event that the resolution approving the Service Provider Sublimit is voted down, the Company will not make any grant to the Service Provider unless and until a revised Service Provider Sublimit has been approved by the Shareholders separately.

### **Reasons for the proposed refreshment of Scheme Mandate Limit and Service Provider Sublimit**

The Directors consider that, in order to continue providing incentives and rewards to Eligible Participants (including Service Providers) for their contribution or potential

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## LETTER FROM THE BOARD

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contribution to the Group, it is appropriate to refresh the Scheme Mandate Limit so as to provide the Company with greater flexibility in granting share options and awards under the 2023 Share Schemes. The proposed refreshment will enable the Company to align the interests of Eligible Participants with those of the Company through equity participation, to incentivize them to contribute to the long-term growth and development of the Group, and to recruit and retain talent and high-calibre personnel who are valuable to the Group in a competitive market environment.

In light of the above and given the current level of utilization of the existing Scheme Mandate Limit, the Directors believe that the proposed refreshment is necessary to ensure that the Company retains sufficient capacity to grant further share options and awards as and when appropriate. Accordingly, the Directors are of the view that the proposed refreshment is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has not yet identified any specific Eligible Participant, to whom the Company considers it necessary to grant share options or awards to under the 2023 Share Schemes. However, the Board does not rule out the possibility that the Company will grant any share options and/or awards under the 2023 Share Schemes in the future. The Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

### **Conditions of the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit**

The proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit is conditional upon:

- (a) The Shareholders passing an ordinary resolution at the EGM to approve the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit; and
- (b) The listing committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of share options and awards that may be granted pursuant to the 2023 Share Schemes under the proposed refreshment of Scheme Mandate Limit not exceeding 10% of the number of Shares in issue as at the date of approval of the proposed refreshment by the Shareholders.

An application will be made to the listing committee of the Stock Exchange for the listing of, and the permission to deal in, the Shares which may be issued in respect of all options and awards which may be granted under the Scheme Mandate Limit of the 2023 Share Award Scheme and 2023 Share Option Scheme so refreshed.

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## LETTER FROM THE BOARD

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### **Listing Rules Implications**

Pursuant to Rule 17.03C(1)(a) of the Listing Rules, the Company may seek approval by the Shareholders in general meeting for refreshment of the existing Scheme Mandate Limit. Resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the proposed refreshment of Scheme Mandate Limit and Service Provider Sublimit in accordance with the applicable requirements under Chapter 17 of the Listing Rules.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting in favour of the resolution to approve the proposed refreshment of Scheme Mandate Limit and Service Provider Sublimit.

Pursuant to Rule 17.03C(2) of the Listing Rules, the total number of Shares which may be issued upon exercise of all options and awards to be granted under the 2023 Share Schemes and any other share schemes of the Company under the Scheme Mandate Limit as "refreshed" must not exceed 10% of the ordinary share capital of the Company in issue (excluding treasury shares) as at the date of approval of the proposed refreshment of the Scheme Mandate Limit and Service Provider Sublimit.

The Directors consider that the terms of the proposed refreshment of the Scheme Mandate Limit and Service Provider Sublimit are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. As such, the Directors recommend that the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

### **(IV) EXTRAORDINARY GENERAL MEETING**

The notice concerning the EGM is set out on pages 19 to 22 of this circular and a form of proxy for use at the EGM is herein enclosed.

Whether or not you are able to attend the EGM, please complete the accompanying form of proxy, which is also published on the websites of the Stock Exchange and the Company, in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjournment thereof should you so desire.

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the EGM will be conducted by way of poll.

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## LETTER FROM THE BOARD

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

Shareholders should note that the resolution for approving the Share Subdivision and the resolution for approving the refreshment of the Scheme Mandate Limit and the Service Provider Sublimit are not inter-conditional. The resolution for approving the refreshment of the Scheme Mandate and the Service Provider Sublimit will be presented to the Shareholders for voting irrespective of whether the resolution for approving the Share Subdivision is approved or not, and vice versa. If the Share Subdivision is not approved by the Shareholders and the refreshment of the Scheme Mandate Limit and the Service Provider Sublimit is approved by the Shareholders, then the Scheme Mandate Limit and the Service Provider Sublimit will be 15,641,700 Shares and 1,564,170 Shares of par value of HK\$0.01 each respectively, assuming that the Company has 156,417,000 Shares in issue as at the date of the EGM.

### **(V) CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 29 June 2026 to Friday, 3 July 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, 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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 26 June 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the EGM is Friday, 3 July 2026.

### **(VI) RECOMMENDATION**

The Board believes that the resolutions proposed in the EGM notice are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### (VII) RESPONSIBILITY OF THE 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.

Yours faithfully,  
On behalf of the Board  
**Haosen Fintech Group Limited**  
**LO Wai Ho**  
*Chairman and Executive Director*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Haosen Fintech Group Limited

### 浩森金融科技集團有限公司

(incorporated in Cayman Islands with limited liability)

(Stock code: 3848)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of the Company (the “**EGM**”) will be held at 11:00 a.m. on Friday, 3 July 2026 at Room 3402, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 17 June 2026 (the “**Circular**”).

### ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the fulfilment of all the conditions set out in the section headed “Conditions of the Share Subdivision” (the “**Conditions**”) in the Circular with effect from the second Business Days immediately following the date on which the Conditions are fulfilled:
  - (a) each of the issued and unissued shares of par value of HK\$0.01 each of the Company be subdivided into five (5) shares of par value of HK\$0.002 each in the share capital of the Company (the “**Subdivided Shares**”), such that the authorized share capital of the Company be changed from HK\$200,000,000 consisting of 20,000,000,000 shares of par value HK\$0.01 each to HK\$200,000,000 divided into 100,000,000,000 Subdivided Shares of par value of HK\$0.002 each, and the Subdivided Shares shall rank *pari passu* in all respects with each other in accordance with the existing memorandum and articles of association of the Company (the “**Share Subdivision**”); and
  - (b) any director of the Company be and is hereby authorized for and on behalf of the Company to do all such acts and things and execute (where appropriate, as a deed) and deliver, and (where required) to affix the common seal or securities seal of the Company to, all such documents, instruments and agreements as he/she may consider necessary, desirable or expedient to implement and/or to give effect to the Share Subdivision including but not limited to, cancelling any

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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existing share certificates in respect of the Shares upon receipt from, and issuing new share certificates in respect of the Subdivided Shares to, holders of the existing shares of the Company pursuant to the Share Subdivision.”

2. “**THAT** subject to and conditional upon the listing committee of the Stock Exchange granting the listing of, and permission to deal in, the shares of HK\$0.01 each (or HK\$0.002 each upon the Share Subdivision becoming effective) of the Company which may be issued pursuant to the exercise of options and awards that may be granted under the 2023 Share Schemes and any other share schemes of the Company, the refreshment of the scheme mandate limit in respect of the grant of options and awards under the 2023 Share Schemes be and is hereby approved, provided that:
  - (a) the total number of Shares which may be allotted and issued upon the exercise of all options and awards to be granted under the 2023 Share Schemes and any other share schemes of the Company under the scheme mandate limit as refreshed hereby shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing this resolution (the “**Refreshed Limit**”);
  - (b) options and awards previously granted under the 2023 Share Schemes and any other share schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the 2023 Share Schemes or any other share option schemes of the Company) will not be counted for the purpose of calculating the Refreshed Limit; and
  - (c) any Director be and is hereby authorized to do all such acts and things and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director in his or her sole opinion and absolute discretion may consider necessary appropriate, desirable or expedient to give effect to the foregoing arrangement.”

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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3. “**THAT** conditional upon the passing of resolution numbered 2 above and such resolution becoming unconditional, the Service Provider Sublimit be and is hereby refreshed and the directors of the Company be and are hereby authorized to grant further share options and awards to Service Providers under the 2023 Share Schemes in accordance with the rules thereof pursuant to the Service Provider Sublimit as refreshed, provided that the total number of Shares which may be allotted and issued pursuant to share options and awards which may be granted under the Service Provider Sublimit as refreshed hereby shall not exceed 1% of the total number of Shares in issue (excluding treasury shares) as at the date of passing this resolution, and to authorise any Director to do all such acts and execute all such documents as he/she may consider necessary, desirable or expedient to give effect to the foregoing.”

On behalf of the Board  
**Haosen Fintech Group Limited**  
**LO Wai Ho**  
*Chairman and Executive Director*

Hong Kong, 17 June 2026

*Notes:*

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the EGM is entitled to appoint more than one proxy or a duly authorized corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the EGM is enclosed with the Company’s circular dated 17 June 2026. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
3. The register of members of the Company will be closed from Monday, 29 June 2026 to Friday, 3 July 2026, (both days inclusive) during which period no transfer of shares will be registered. To ascertain the entitlements to attend and vote at the EGM, members of the Company must lodge the relevant transfer document(s) and share certificate(s) at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 26 June 2026 for registration. The record date for attending and voting at the EGM is Friday, 3 July 2026.
4. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders, stand on the register in respect of the relevant joint holding.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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5. If Typhoon Signal No. 8 or above, or “extreme conditions” caused by super typhoons, or a “black” rainstorm warning is in effect any time and remains in force 2 hours before the time of the EGM, the meeting will be postponed. The Company will post an announcement on the website of Company at <https://www.haosenfintech.com> and on the HKEXnews website of the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the Board comprises Mr. LO Wai Ho as the executive Director; Mr. WU Jiaqi as the non-executive Directors; and Mr. KAM Wai Man, Ms. CHAN Sze Wan, Stephenie and Mr. LAU Hong Yiu as the independent non-executive Directors.*