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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Finsoft Financial Investment Holdings Limited (“**Company**”), you should at once hand this circular and the form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED
匯財金融投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

**(1) PROPOSED GRANT OF REPURCHASE MANDATE
AND ISSUE MANDATE;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“**AGM**”) of the Company to be held at Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 6 June 2025 is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy is published on the website of the Company at www.finsofthk.com and the website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event by 11:00 a.m. on Wednesday, 4 June 2025 or not later than 48 hours before the time appointed for holding any adjournment or postponement of the AGM. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment or postponement thereof should you so desire and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at <http://www.hkexnews.com.hk> for a minimum period of 7 days from the date of posting and the website of the Company at www.finsofthk.com.

9 May 2025

* For identification purposes only

CONTENTS

	<i>Page</i>
Characteristics of GEM	ii
Responsibility statement	iii
Definitions	1
Letter from the Board	4
Appendix I – Explanatory statement on the Repurchase Mandate	9
Appendix II – Details of the Directors proposed to be re-elected	13
Notice of annual general meeting	AGM-1

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and midsized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company convened to be held at Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 6 June 2025 or any adjournment or postponement thereof, the notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Articles of Association”	the existing third amended and restated articles of association of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Finsoft Financial Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Extension Mandate”	the general and unconditional mandate proposed to be granted to the Directors to the effect that the number of Shares repurchased under the Repurchase Mandate will be added to the total number of Shares (including any sale or transfer of treasury Shares (if any) out of treasury) which may be allotted and issued under the Issue Mandate
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	the general and unconditional mandate proposed to authorise the Directors to allot and issue or otherwise deal with new Shares (including any sale or transfer of treasury Shares (if any) out of treasury) of up to 20% of the aggregate number of Shares in issue (excluding treasury Shares, if any) as at the date of passing of an ordinary resolution approving the same
“Latest Practicable Date”	6 May 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to authorise the Directors to repurchase the fully paid-up Shares of up to 10% of the aggregate number of Shares in issue (excluding treasury Shares, if any) as at the date of passing of an ordinary resolution approving the same
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers

DEFINITIONS

“treasury Shares” has the meaning ascribed to it under the GEM Listing Rules

“%” per cent.

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD

FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED

匯財金融投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

Executive Directors:

Ms. Tin Yat Yu Carol (*Chairman*)
Ms. Liu Mung Ting (*Chief Executive Officer*)
Mr. Yu Kwan Nam Gabriel

Independent non-executive Directors:

Mr. Hon Ming Sang
Mr. Tang Shu Pui Simon
Mr. Hung Ka Hai Clement

Registered office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Headquarters, Head Office and
Principal Place of Business
in Hong Kong:*

Unit 708, 7th Floor
Capital Centre
151 Gloucester Road
Wanchai
Hong Kong

9 May 2025

To the Shareholders

Dear Sir or Madam

**(1) PROPOSED GRANT OF REPURCHASE MANDATE
AND ISSUE MANDATE; AND
(2) PROPOSED RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain ordinary resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things:

- (i) the Repurchase Mandate;
- (ii) the Issue Mandate;

LETTER FROM THE BOARD

(iii) the Extension Mandate; and

(iv) the re-election of Directors.

The full text of these resolutions is set out in the notice convening the AGM.

REPURCHASE MANDATE

On 14 June 2024, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to approve the Repurchase Mandate. As at the Latest Practicable Date, the Company had 504,232,936 Shares in issue. Subject to the passing of an ordinary resolution approving the Repurchase Mandate and on the basis that the total number of Shares in issue remains the same from the Latest Practicable Date up to the date of passing such resolution, exercise of the Repurchase Mandate in full would result in up to a maximum of 50,423,293 Shares, representing 10% of the total number of Shares in issue (excluding treasury Shares, if any), being repurchased by the Company. An explanatory statement as required under the GEM Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular.

ISSUE MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will be proposed to approve the Issue Mandate in order to ensure flexibility and discretion to the Directors to issue new Shares. As at the Latest Practicable Date, the Company had 504,232,936 Shares in issue. Subject to the passing of an ordinary resolution approving the Issue Mandate and on the basis that the total number of Shares in issue remains the same from the Latest Practicable Date up to the date of passing such resolution, the exercise of the Issue Mandate to allot, issue and deal with new Shares (including any sale or transfer of treasury Shares (if any) out of treasury) in full would result in up to a maximum of 100,846,587 Shares, representing 20% of the total number of Shares in issue (excluding treasury Shares, if any), being issued by the Company during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. An ordinary resolution in relation to the Extension Mandate will also be proposed to extend the Issue Mandate by adding to it such number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of three executive Directors, namely, Ms. Tin Yat Yu Carol (Chairman) (“**Ms. Tin**”), Ms. Liu Mung Ting (Chief Executive Officer) and Mr. Yu Kwan Nam Gabriel (“**Mr. Yu**”), and three independent non-executive Directors, namely, Mr. Hon Ming Sang (“**Mr. Hon**”), Mr. Tang Shu Pui Simon and Mr. Hung Ka Hai Clement (“**Mr. Hung**”).

Pursuant to Article 112 of the Articles of Association, any person appointed by the Board as a Director either to fill a casual vacancy or as an addition Director shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, each of Mr. Yu and Mr. Hung who was appointed by the Board as a Director with effect from 1 April 2025, shall retire from office at the AGM, and being eligible, will offer himself for re-election at the AGM. Further, any Director appointed under the Article 112 of the Articles of Association shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting of the Company. Pursuant to Article 108(a) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Ms. Tin and Mr. Hon shall retire from office by rotation at the AGM and they, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee has recommended the re-election of Mr. Hon and Mr. Hung as independent non-executive Directors to the Board, after reviewing their professional qualifications, skills, knowledge, relevant experience, working profile and other factors (including but not limited to gender, age, cultural and educational background as set out in the board diversity policy of the Company) in accordance with the nomination policy and the board diversity policy of the Company. The Nomination Committee has also assessed the independence of Mr. Hon and Mr. Hung by reference to the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules and reviewed their annual written confirmation of independence. The Nomination Committee had evaluated the past performance of Mr. Hon and Mr. Hung and found their performance satisfactory. The Nomination Committee considered that each of Mr. Hon and Mr. Hung will continue to bring to the Board his own perspectives, skills and experience as further detailed in Appendix II to this circular and that he can contribute to the diversity of the Board, in particular, with his strong educational background and extensive work experience. Therefore, the Board is satisfied that each of Mr. Hon and Mr. Hung has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board believes that the re-election of each of Mr. Hon and Mr. Hung as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

The biographical details of each of Ms. Tin, Mr. Yu, Mr. Hon and Mr. Hung are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held at Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 6 June 2025 is set out on pages AGM-1 to AGM-6 of this circular.

In order to determine the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025 (both days inclusive), during which period no transfer of Shares can be registered. To qualify for the attendance and voting at the AGM, the Shareholders must ensure that all transfer documents accompanied by the relevant share certificates are 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 not later than 4:00 p.m. on Monday, 2 June 2025.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

ACTIONS TO BE TAKEN

A form of proxy for use by the Shareholders at the AGM is published on the website of the Company at www.finsofthk.com and the website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event by 11:00 a.m. on Wednesday, 4 June 2025 or not later than 48 hours before the time appointed for holding any adjournment or postponement of the AGM. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment or postponement thereof should you so desire and in such event, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

COMPETITION AND CONFLICT OF INTEREST

Ms. Tin, the chairman of the Board and an executive Director, is also a director of Delta Wealth Finance Limited (which is principally engaged in money lending business).

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or their respective close associates (having the meaning ascribed to it in the GEM Listing Rules) had engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, or had any other conflict of interests with the Group. As at the Latest Practicable Date, the Company did not have any controlling Shareholder (having the meaning ascribed to it in the GEM Listing Rules).

RECOMMENDATION

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the Extension Mandate; and (iv) the re-election of Directors.

The Directors (including the independent non-executive Directors) consider that the resolutions, including but not limited to: (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the Extension Mandate; and (iv) the re-election of Directors as set out in the notice of the AGM are in the interests of the Company, the Group and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

Yours faithfully

On behalf of the Board

Finsoft Financial Investment Holdings Limited

Ms. Tin Yat Yu Carol

Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to you for consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 504,232,936 Shares in issue.

Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no Shares will be allotted, issued or repurchased by the Company prior to the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to 50,423,293 Shares, representing 10% of the total number of Shares in issue (excluding treasury Shares, if any), being repurchased by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

Under the GEM Listing Rules, listed issuers are not required to cancel repurchased shares such that listed issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents. The Directors consider that this arrangement will provide greater flexibility to the Company in repurchasing and reselling Shares, thereby allowing the Company an additional channel to manage its capital structure. The Company may cancel Shares repurchased or hold Shares repurchased as treasury Shares, subject to market conditions and the capital management needs of the Group at the relevant time of the repurchase(s).

For the treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall:

- (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS;
- (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and
- (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

2. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed by the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for distribution by way of dividend or distribution or the proceeds of a new issue of shares made for the purpose of the repurchase. It is envisaged that the funds required for any repurchase of the Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

3. REASONS FOR SHARE REPURCHASES

Although the Directors have no present intention of exercising the Repurchase Mandate if so granted, the Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the Company's net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders as a whole.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in the previous 12 months and up to the Latest Practicable Date were as follows:

Year	Month	Share Price	
		Highest HK\$	Lowest HK\$
2024	May	0.093	0.055
	June	0.092	0.073
	July	0.082	0.059
	August	0.085	0.052
	September	0.080	0.061
	October	0.100	0.068
	November	0.097	0.062
	December	0.084	0.066
2025	January	0.078	0.048
	February	0.078	0.047
	March	0.067	0.041
	April	0.045	0.034
	May (up to the Latest Practicable Date)	0.037	0.035

5. CONFIRMATION

The Directors confirm that, so far as the same may be applicable, they will only exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

Neither the explanatory statement in this appendix nor the proposed share repurchase pursuant to the Repurchase Mandate has any unusual features.

6. TAKEOVERS CODE AND PUBLIC FLOAT

If, as a result of the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a 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 Rule 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the Directors' knowledge and belief having made all reasonable enquiries, Ms. Tin, an executive Director and the chairman of the Board, was beneficially interested in 145,868,000 Shares, representing approximately 28.93% of the issued share capital of the Company. In the event that the Directors should exercise in full the Repurchase Mandate and there is no other change in the issued share capital of the Company, the shareholding of Ms. Tin will be increased to approximately 32.14% of the issued share capital of the Company. Accordingly, an exercise of the Repurchase Mandate in full will result in Ms. Tin becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as the aforesaid, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate. However, the Company will not repurchase Shares which would result in the number of Shares held by the public being reduced to less than 25%.

7. DISCLOSURE OF INTERESTS OF DIRECTORS AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief having made all reasonable enquiries, their close associates (having the meaning ascribed to it in the GEM Listing Rules), had any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company under the Repurchase Mandate.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, no core connected person (having the meaning ascribed to it in the GEM Listing Rules) of the Company had notified the Company that he/she/it had a present intention to sell any Shares or that he/she/it has undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE IMPACT

The exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts contained in the annual report of the Company for the year ended 31 December 2024).

The Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts contained in the annual report of the Company for the year ended 31 December 2024) which, in the opinion of the Directors, are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

The following are the particulars of the Directors proposed to be re-elected at the AGM:

Ms. Tin Yat Yu Carol (former name as Tin Yuen Sin Carol)

Ms. Tin, aged 59, was appointed as an executive Director and the chairman of the Board on 5 May 2020 and 19 May 2020, respectively.

Ms. Tin obtained a degree of doctor of business administration honoris causa from the International American University in March 2009. Ms. Tin is an entrepreneur operating businesses including money lending business and fine dining business. Ms. Tin also has extensive experience in trading business in Hong Kong and the PRC.

Ms. Tin was an executive director of Carnival Group International Holdings Limited (“**Carnival**”, formerly known as Oriental Ginza Holding Limited and CASH Retail Management Group Limited, a company listed on the Main Board of the Stock Exchange with Stock Code: 996) for the period from September 2005 to August 2011. Ms. Tin also served as the chairperson of Carnival from November 2006 to August 2011 and was responsible for the overall strategic planning and policy making. Ms. Tin served as a director of Yan Oi Tong from 2017 to 2018. She has been an executive director of Virtual Mind Holding Company Limited (“**Virtual Mind**”) (a company formerly known as Runway Global Holdings Company Limited and CEFC Hong Kong Financial Investment Company Limited, which is listed on the Main Board of the Stock Exchange with Stock Code: 1520) since October 2019 and its chairman from January 2021 to January 2022. Ms. Tin is currently a director of Delta Wealth Finance Limited and Delta Wealth Credit Limited. She has been appointed as an executive director and a member of the investment committee of InvesTech Holdings Limited (“**InvesTech**”) (a company listed on the Main Board of the Stock Exchange with Stock Code: 1087) since April 2022, and the vice chairman of InvesTech since 15 June 2023. Ms. Tin is the mother of Ms. Liu Mung Ting, an executive Director and the chief executive officer of the Company.

Ms. Tin has entered into a service contract with the Company for a term of one year from 1 January 2025 to 31 December 2025 (both days inclusive), unless terminated by not less than one month’s notice in writing served by either party on the other, and is subject to retirement by rotation and re-election in accordance with the Articles of Association and the GEM Listing Rules. Ms. Tin is currently entitled to a monthly director’s fee of HK\$80,000, which was determined by the Board with reference to her background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Ms. Tin was interested in 145,868,000 Shares.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

As at the Latest Practicable Date, save as disclosed above, Ms. Tin did not (i) hold any other major appointments and professional qualifications; (ii) hold any directorships in other listed companies in the last three years; (iii) hold any other positions with the Company or other members of the Group; and (iv) have any relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (both having the meaning ascribed to them in the GEM Listing Rules).

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Ms. Tin that need to be brought to the attention of the Shareholders.

Mr. Yu Kwan Nam Gabriel

Mr. Yu, aged 36, was appointed as an executive Director on 1 April 2025. Mr. Yu graduated with a Bachelor of Business Administration in Accountancy from City University of Hong Kong in 2011. Mr. Yu is a member of the Hong Kong Institute of Certified Public Accountants. He completed the Chartered Governance Qualifying Programme (CGQP) of the Hong Kong Chartered Governance Institute in 2024.

Prior to joining the Group, Mr. Yu has over 10 years of working experience in professional accounting, financial reporting and corporate finance. Mr. Yu worked in Deloitte Touche Tohmatsu, an international accounting firm, from September 2011 to September 2016. Mr. Yu was licensed to engage in advising on corporate finance, regulated activity under the SFO and executed a wide range of corporate finance transactions, including business advisory, compliance advisory, mergers and acquisitions and initial public offerings projects from September 2016 to October 2022.

Mr. Yu joined the Group as the financial controller (“**Financial Controller**”) in October 2022 and he has been appointed as the company secretary of the Company (“**Company Secretary**”), one of the authorised representatives of the Company (for the purpose of GEM Listing Rules); and the authorised representative of the Company (for the purpose of accepting service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) since January 2023. Mr. Yu is also a legal representative of a subsidiary of the Company in the People’s Republic of China.

As at the Latest Practicable Date, save as disclosed above, Mr. Yu did not (i) hold any other major appointments and professional qualifications; and (ii) hold any other positions with the Company or other members of the Group.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

As at the Latest Practicable Date, Mr. Yu (i) did not hold any directorships in any other listed companies in the last three years; (ii) did not have any relationships with any Directors, senior management, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

Pursuant to the service contract as an executive Director entered into between Mr. Yu and the Company, Mr. Yu has been appointed as an executive Director for a term commencing from 1 April 2025 to 31 December 2025 unless terminated by not less than one month's notice in writing served by either party on the other. Mr. Yu's directorship in the Company is subject to retirement by rotation and re-election and other related provisions as stipulated in the Articles of Association and the GEM Listing Rules. Pursuant to his service contract as an executive Director, Mr. Yu is entitled to a monthly director's fee of HK\$10,000. Mr. Yu is also entitled to a monthly salary of HK\$85,000 pursuant to his service contracts with the Company for his appointment as the Company Secretary, the Financial Controller and all other positions he held in the subsidiary(ies) of the Company. Such remuneration was determined with reference to his background, qualifications, experience, duties and responsibilities with the Group and the prevailing market conditions.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Yu that need to be brought to the attention of the Shareholders.

Mr. Hon Ming Sang

Mr. Hon, aged 44, a committee member of the 11th Luoding Committee of Chinese People's Political Consultative Conference, was appointed as an independent non-executive Director and the chairman of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 24 June 2020.

Mr. Hon graduated with an honor degree of Professional Accountancy in the School of Accountancy from The Chinese University of Hong Kong. Mr. Hon is a CFA charterholder. He is also a member of The Hong Kong Society of Financial Analysts, a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, and an associate member of each of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. Mr. Hon has previously worked in an international audit firm and has over 14 years of working experience in listed companies and financial institutions. He has extensive experience in corporate finance, merger and acquisition, investment and financial management and compliance services.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Hon had been an independent non-executive director of SFund International Holdings Limited (“**SFund**”) (a company listed on the Main Board of the Stock Exchange with Stock Code: 1367, listing of which was cancelled on 20 September 2022) from November 2016 to February 2017. He was re-designated to an executive director of SFund from February 2017 to August 2022 and was appointed as its company secretary, authorized representative and process agent from July 2017 to August 2022.

Mr. Hon has been an independent non-executive director of Virtual Mind since November 2016. Mr. Hon has been an independent non-executive director of Asia Energy Logistics Group Limited (a company listed on the Main Board of the Stock Exchange with Stock Code: 351) since November 2020. Mr. Hon has been appointed as the chief financial officer and the company secretary of China Gas Industry Investment Holdings Co. Ltd. (a company listed on the Main Board of the Stock Exchange with Stock Code: 1940) since August 2022 and October 2022, respectively. Mr. Hon has been appointed as an independent non-executive director, a member of each of the audit committee and the investment committee, and the chairman of each of the compensation and benefits committee and the nomination committee of InvesTech since January 2023.

Mr. Hon has entered into an appointment agreement with the Company for a term of one year from 1 January 2025 to 31 December 2025 (both days inclusive), unless terminated by not less than one month’s notice in writing served by either party on the other, and is subject to retirement by rotation and re-election in accordance with other related provisions as stipulated in the Articles of Association and the GEM Listing Rules. Mr. Hon is currently entitled to a monthly director’s fee of HK\$12,000, which was determined by the Board with reference to his background, qualifications, experience, duties and responsibilities within the Group and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Mr. Hon did not (i) hold any other major appointments and professional qualifications; (ii) hold any other positions with the Company or other members of the Group; and (iii) hold any directorships in any other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Hon did not have any relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (both having the meaning ascribed to them in the GEM Listing Rules) and was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Hon that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Hung Ka Hai Clement

Mr. Hung (former name as Hung Yu Sum Clement), aged 69, was appointed as an independent non-executive Director on 1 April 2025. Mr. Hung obtained a bachelor of arts degree from the Polytechnic, Huddersfield (now known as University of Lincoln), United Kingdom in 1980. Mr. Hung had served Deloitte China for 31 years where he had assumed various leadership roles before serving as chairman of Deloitte China from 2014 to 2016. He retired from Deloitte China with effect from June 2016. While working with Deloitte China, Mr. Hung assumed various leadership roles, including the managing partner of Deloitte Shenzhen office and Guangzhou office. He was also a member of the China management team of Deloitte China. Mr. Hung was head of audit of South China and deputy managing partner of South China (including Hong Kong, Macau, Shenzhen, Guangzhou and Xiamen).

Mr. Hung served as the consultant of the Guangzhou Institute of Certified Public Accountants from 2004 to 2014. During the period between 2006 to 2011, he also served as a member of the Shenzhen Luohu Committee of Chinese Peoples' Political Consultative Conference. After his retirement as the chairman of Deloitte China, he was appointed as an expert consultant of the Ministry of Finance in the People's Republic of China. Mr. Hung is a life member of The Institute of Chartered Accountants in England and Wales.

Mr. Hung has been serving as a director of each of the following listed companies whose shares are listed on the Main Board of the Stock Exchange:

- an independent non-executive director of China East Education Holdings Limited (stock code: 667) since 25 November 2018;
- an independent non-executive director of Starjoy Wellness and Travel Company Limited (stock code: 3662) since 22 February 2019;
- an independent non-executive director of XinKong International Capital Holdings Limited (stock code: 993) since 13 December 2019;
- an independent non-executive director of Skyworth Group Limited (stock code: 751) since 18 March 2020;
- an independent non-executive director of USPACE Technology Group Limited (stock code: 1725) since 16 July 2021; and
- an independent non-executive director of Capital Estate Limited (stock code: 193) since 12 April 2024.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Hung had served, in the past three years, as a director of each of the following companies whose shares are listed on the Main Board of the Stock Exchange:

- an independent non-executive director of SY Holdings Group Limited (stock code: 6069) from 19 June 2017 to 14 July 2022;
- an independent non-executive director of Tong Tong AI Social Group Limited (stock code: 628) from 31 October 2016 to 11 December 2023;
- an independent non-executive director of JX Energy Ltd. (stock code: 3395) from 1 August 2023 to 23 December 2024; and
- a non-executive director of High Fashion International Limited (stock code: 608) from 1 December 2017 to 31 December 2024.

Mr. Hung has also served as an independent supervisor of the supervisory committee of Ping An Insurance (Group) Company of China Ltd., whose shares are listed both on the Main Board of the Stock Exchange and Shanghai Stock Exchange (stock code: 2318 and stock code: 601318, respectively) since 18 July 2022.

As at the Latest Practicable Date, save as disclosed above, Mr. Hung (i) did not hold any other major appointments and professional qualifications; (ii) did not hold any other positions with the Company or other members of the Group; and (iii) did not hold any directorships in any other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Hung (i) did not have any relationships with any Directors, senior management, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (ii) was not interested in any Shares within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Mr. Hung and the Company, Mr. Hung has been appointed as an independent non-executive Director for a term commencing from 1 April 2025 to 31 December 2025 unless terminated by not less than one month's notice in writing served by either party on the other. Mr. Hung's directorship in the Company is subject to retirement by rotation and re-election and other related provisions as stipulated in the Articles of Association and the GEM Listing Rules. Pursuant to his letter of appointment, Mr. Hung is entitled to a monthly director's fee of HK\$10,000, which was determined with reference to his background, qualifications, experience, duties and responsibilities with the Group and the prevailing market conditions.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Hung that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED

匯財金融投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Meeting**”) of Finsoft Financial Investment Holdings Limited (“**Company**”) will be held at Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 6 June 2025 for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors (“**Directors**”) and the auditor of the Company for the year ended 31 December 2024.
2.
 - (a) To re-elect Ms. Tin Yat Yu Carol as an executive Director.
 - (b) To re-elect Mr. Yu Kwan Nam Gabriel as an executive Director.
 - (c) To re-elect Mr. Hon Ming Sang as an independent non-executive Director.
 - (d) To re-elect Mr. Hung Ka Hai Clement as an independent non-executive Director.
3. To authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration.
4. To re-appoint RSM Hong Kong as the auditor of the Company and to authorise the Board to fix their remuneration.
5. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares (“**Shares**”) in the capital of the Company on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on GEM

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

of the Stock Exchange (“**GEM Listing Rules**”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of the Shares which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of issued Shares (excluding treasury Shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) 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
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

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

“**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares (if any) out of treasury) in the capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and

NOTICE OF ANNUAL GENERAL MEETING

debentures and any other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures and any other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued, or otherwise be dealt with (including any sale or transfer of treasury Shares (if any) out of treasury) (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) an issue of Shares under any share option scheme or similar arrangement adopted by the Company from time to time for the grant or issue to any eligible persons thereunder of Shares or rights to acquire Shares in the capital of the Company;
 - (iii) an issue of Shares as scrip dividends or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company in force from time to time; or
 - (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate number of issued Shares (excluding treasury Shares, if any) on the date of passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of the Shares which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares (excluding treasury Shares, if any) on the date of the passing of this resolution);

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) 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;
- (e) the authority conferred on the Directors of all the powers of the Company to sell or transfer treasury Shares pursuant to paragraph (a) above shall only be exercised after the amendments to the GEM Listing Rules relating to treasury shares have come into effect; and
- (f) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting;

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions nos. 5 and 6 as set out in the notice convening the Meeting (“**Notice**”), the general mandate granted to the Directors to allot, issue and deal with additional Shares in the capital of the Company pursuant to resolution no. 6 as set out in the Notice be and is hereby extended by the addition thereto (including any sale or transfer of treasury Shares (if any) out of treasury) of a number representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 5 as set out in the Notice, provided that such number of Shares shall not exceed 10% of the number of issued Shares as at the date of passing of this resolution.”

On behalf of the Board
Finsoft Financial Investment Holdings Limited
Ms. Tin Yat Yu Carol
Chairman

Hong Kong, 9 May 2025

Registered office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Headquarters, head office and principal place
of business in Hong Kong:*

Unit 708, 7th Floor
Capital Centre
151 Gloucester Road
Wanchai
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one proxy, or if he/she/it is the holder of two or more Shares, more than one proxy to attend and vote in his/her/its stead. A proxy need not be a shareholder of the Company.
2. A form of proxy of the Meeting is published on the website of the Company at www.finsofthk.com and the website of the Stock Exchange at www.hkexnews.hk. The form of proxy shall be signed by the shareholder of the Company or his/her/its attorney duly authorised in writing or, in the case of a corporation, the form of proxy must be made under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event by 11:00 a.m. on Wednesday, 4 June 2025 or not less than 48 hours before the time appointed for holding any adjournment or postponement of the Meeting.

NOTICE OF ANNUAL GENERAL MEETING

4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy previously submitted shall be deemed to be revoked.
5. Where there are joint registered holders of any Share, any one of such persons may vote at the above Meeting (or any adjournment or postponement thereof), either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
6. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution no. 5 above is set out in Appendix I to the circular of the Company dated 9 May 2025.
7. In order to determine the entitlement of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025 (both days inclusive), during which period no transfer of Shares can be registered. To qualify for the attendance and voting at the Meeting, shareholders of the Company must ensure that 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 not later than 4:00 p.m. on Monday, 2 June 2025.
8. If typhoon signal number 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect/hoisted any time after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at <https://www.finsofthk.com> to notify the shareholders of the Company of the date, time and place of the rescheduled Meeting. The Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.
9. References to time and dates in this notice are to Hong Kong time and dates.
10. As at the date of this notice, the Board consists of three executive Directors, namely Ms. Tin Yat Yu Carol (Chairman), Ms. Liu Mung Ting (Chief Executive Officer) and Mr. Yu Kwan Nam Gabriel and three independent non-executive Directors, namely Mr. Hon Ming Sang, Mr. Tang Shu Pui Simon and Mr. Hung Ka Hai Clement.