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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 Famous Tech International Holdings Limited (“**Company**”), you should at once hand or forward this circular and the accompanying 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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FAMOUS TECH INTERNATIONAL HOLDINGS LIMITED

名科國際控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 8100)

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;**
- (2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;**
- (3) PROPOSED DECLARATION OF FINAL DIVIDEND
AND SPECIAL DIVIDEND;**
- (4) PROPOSED ADOPTION OF NEW BYE-LAWS; AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at 10:00 a.m. on Friday, 9 May 2025 at Room 1-2, 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong, is set out on pages AGM-1 to AGM-7 of this circular. A form of proxy for use by the Shareholders at the AGM is published on the website of the Stock Exchange and that of the Company.

Whether or not you are able to attend and vote at the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 10:00 a.m. (Hong Kong time) on Wednesday, 7 May 2025 or not less than 48 hours before the time appointed for holding any adjourned or postponed AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment or postponement thereof should you so wish, and in such case, 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 Stock Exchange’s website at www.hkexnews.hk for a minimum period of seven days from the date of its publication and on the Company’s website at www.famoustech.com.hk.

16 April 2025

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Main Board of 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Friday, 9 May 2025 at Room 1-2, 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong, the notice of which is set out on pages AGM-1 to AGM-7 of this circular
“Board”	the board of Directors
“Bye-laws”	the second amended and restated bye-laws of the Company currently in force
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“close associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda (as amended and supplemented from time to time)
“Company”	Famous Tech International Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate

DEFINITIONS

“Final Dividend”	the proposed final dividend of HK\$0.002 per Share in cash for the year ended 31 December 2024 to the Shareholders whose names appear on the register of members of the Company on the Record Date
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to an amount equal to 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution numbered 6 in the notice convening the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	9 April 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“New Bye-laws”	the third amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments
“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
“Proposed Amendments”	the proposed amendments to the Bye-laws as set out in Appendix III to this circular

DEFINITIONS

“Record Date”	Friday, 16 May 2025, being the record date for the determination of entitlement of the Shareholders to the Final Dividend and Special Dividend
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares, which shall not exceed 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution numbered 5 in the notice convening the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Special Dividend”	the proposed special dividend of HK\$0.028 per Share in cash for the year ended 31 December 2024 to the Shareholders whose names appear on the register of members of the Company on the Record Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“treasury share(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



FAMOUS TECH INTERNATIONAL HOLDINGS LIMITED

名科國際控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 8100)

Executive Directors:

Mr. Wong Jing Shong (*Chairman*)

Mr. Lau Siu Cheong (*Chief Executive Officer*)

Independent non-executive Directors:

Mr. Chan Yung, *SBS, BBS, JP*

Mr. Cheng Hong Kei

Ms. Wong Chi Yan

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

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

Room 1204-05, 12/F., Centre Point

181-185 Gloucester Road

Wanchai

Hong Kong

16 April 2025

To the Shareholders

Dear Sir or Madam

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;**
- (2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;**
- (3) PROPOSED DECLARATION OF FINAL DIVIDEND
AND SPECIAL DIVIDEND; AND**
- (4) PROPOSED ADOPTION OF NEW BYE-LAWS**

1. INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding (i) the proposed grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; (ii) the proposed re-election of the retiring Directors; (iii) the proposed declaration of the Final Dividend and Special Dividend; and (iv) the proposed adoption of the New Bye-laws (including the Proposed Amendments).

LETTER FROM THE BOARD

2. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

The general mandates previously granted to the Directors to repurchase and issue Shares by the Shareholders at the annual general meeting of the Company held on 25 June 2024 will expire at the conclusion of the AGM. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors:

- (a) to repurchase Shares on the Stock Exchange of up to 10% of the total number of issued Shares (excluding treasury shares, if any) on the date of passing of such resolution (i.e. 44,444,823 Shares) assuming that the total number of Shares in issue remains the same at 444,448,237 Shares from the Latest Practicable Date up to the date of passing such resolution;
- (b) to allot, issue or deal with Shares (including sale or transfer of treasury shares, if any) of up to 20% of the total number of issued Shares (excluding treasury shares, if any) on the date of passing of such resolution (i.e. 88,889,647 Shares) assuming that the total number of Shares in issue remains the same at 444,448,237 Shares from the Latest Practicable Date up to the date of passing such resolution; and
- (c) to extend the General Mandate by the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the General Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 5 and 6 of the notice of the AGM as set out on pages AGM-1 to AGM-7 of this circular.

The Company may only use the General Mandate for the sale or transfer of treasury shares after the Proposed Amendments are approved by the Shareholders at the AGM.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Bye-law 84 of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, 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 at least once every three years. As such, Mr. Lau Siu Cheong and Mr. Chan Yung will retire and each of them, being eligible, will offer himself/herself for re-election at the AGM.

Recommendations to the Board for the proposal for re-election of each of Mr. Lau Siu Cheong and Mr. Chan Yung as a Director was made by the nomination committee of the Board, after considering the potential contribution each relevant Director can bring to the Board in terms of qualification, skills, experience, independence and diversity in accordance with the director nomination policy of the Company, taking into account the relevant director's biographical information and background, and considering various factors including but not limited to gender, age, cultural and educational background and professional experience as set out in the board diversity policy of the Company.

Particulars of Mr. Lau Siu Cheong and Mr. Chan Yung are set out in Appendix II to this circular.

4. PROPOSED DECLARATION OF FINAL DIVIDEND AND SPECIAL DIVIDEND

As stated in the announcement of the Company dated 21 March 2025 relating to the annual results of the Group for the year ended 31 December 2024, the Board recommended, subject to approval of the Shareholders at the AGM, the payment of the Final Dividend of HK\$0.002 per Share and the Special Dividend of HK\$0.028 per Share for the year ended 31 December 2024 to the Shareholders whose names appear on the register of members of the Company on Friday, 16 May 2025, being the Record Date. The Final Dividend and Special Dividend are expected to be payable on or around Wednesday, 28 May 2025.

5. PROPOSED ADOPTION OF NEW BYE-LAWS

The Board proposes to make the Proposed Amendments in order to (i) provide the Company with flexibility to hold treasury shares under the Bye-laws; and (ii) make other miscellaneous and housekeeping amendments, as well as update certain provisions with reference to the latest applicable laws of Bermuda and the GEM Listing Rules. In view of the proposed changes, the Board proposes to adopt the New Bye-laws in substitution for, and to the exclusion of, the Bye-laws.

Details of the Proposed Amendments are set out in Appendix III to this circular.

LETTER FROM THE BOARD

The proposed adoption of the New Bye-laws is subject to the approval of the Shareholders by way of a special resolution at the AGM, and will become effective after the conclusion of the AGM.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the GEM Listing Rules and the legal advisers to the Company as to the laws of Bermuda have confirmed that the Proposed Amendments do not contravene or violate Bermuda law. The Company has confirmed that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Proposed Amendments and the New Bye-laws are prepared in the English language. The Chinese translation thereof is for reference only and in case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

6. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages AGM-1 to AGM-7 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the grant of the Repurchase Mandate, the General Mandate, the Extension Mandate, the re-election of the retiring Directors, the proposed declaration of the Final Dividend and Special Dividend, and the proposed adoption of the New Bye-laws (including the Proposed Amendments). In compliance with the GEM Listing Rules, all resolutions will be voted on by way of a poll at the AGM.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder was required to abstain from voting on the resolutions to be proposed at the AGM.

A form of proxy for use at the AGM is published on the website of the Stock Exchange and that of the Company. Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 10:00 a.m. (Hong Kong time) on Wednesday, 7 May 2025 or not less than 48 hours before the time appointed for holding any adjourned or postponed AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment or postponement thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

Closure of register of members

To ascertain a member's entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 6 May 2025 to Friday, 9 May 2025 (both days inclusive), during which no transfer of Shares will be registered. The last share registration date for determining the eligibility to attend the AGM will be on Friday, 2 May 2025. In order to qualify for the entitlement to attend and vote at the AGM, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Friday, 2 May 2025.

To ascertain a member's entitlement to receive the Final Dividend and Special Dividend on the Record Date (subject to Shareholders' approval at the AGM), the register of members of the Company will be closed from Thursday, 15 May 2025 to Friday, 16 May 2025 (both days inclusive), during which no transfer of Shares will be registered. The last share registration date for determining the eligibility to receive the Final Dividend and Special Dividend will be on Wednesday, 14 May 2025. In order to qualify for the entitlement to receive the Final Dividend and Special Dividend, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Wednesday, 14 May 2025.

7. 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.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors consider that the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate, the re-election of the retiring Directors, the proposed declaration of the Final Dividend and Special Dividend, and the proposed adoption of the New Bye-laws (including the Proposed Amendments) are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate), Appendix II (Details of the retiring Directors proposed to be re-elected at the AGM) and Appendix III (Amendments brought about by the New Bye-laws) to this circular.

Yours faithfully,

On behalf of the Board

Famous Tech International Holdings Limited

Wong Jing Shong

Chairman and Executive Director

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required by the GEM Listing Rules to be sent to all the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 444,448,237 Shares, and the Company did not hold any treasury shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the AGM in respect of the grant of the Repurchase Mandate and assuming that the total number of Shares in issue remains the same at 444,448,237 Shares from the Latest Practicable Date up to the date of passing such resolution, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 44,444,823 Shares, representing approximately 10% of the number of issued Shares as at the date of the AGM.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company may either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

If there are any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will 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.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of continuance and the Bye-laws, the Companies Act, the laws of Bermuda and/or other applicable laws, as the case may be.

The Companies Act provides that a company may only repurchase its own shares out of capital paid up on its shares to be repurchased, or out of funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made by the company for the purpose of the repurchase. Any amount of premium payable on a repurchase over the par value of the shares may only be effected out of either funds of the company that would otherwise be available for dividend or distribution, or out of the company's share premium account. Further, such repurchase may not be made if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the company is, or after the repurchase would be, unable to pay its liabilities as they become due.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing position which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention to sell any Shares to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, nor has he/she/it 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.

6. CONFIRMATION

The Directors confirm that they will exercise the power of the Company to make repurchases of the Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and all the applicable laws of Bermuda, and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

7. TAKEOVERS CODE IMPLICATIONS

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases and such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of a repurchasing company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any Shareholder or a group of Shareholders acting in concert who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

8. GENERAL

In the six months preceding the Latest Practicable Date, the Company had not repurchased any Share on the Stock Exchange or otherwise.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

9. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in the last 12 months are as follows:

Month	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2024		
April	0.380	0.320
May	0.255	0.255
June	0.250	0.215
July	0.214	0.160
August	0.260	0.215
September	0.260	0.200
October	0.229	0.180
November	0.180	0.160
December	0.171	0.163
2025		
January	0.163	0.157
February	0.180	0.122
March	0.191	0.150
April (including and up to the Latest Practicable Date)	0.178	0.169

APPENDIX II

DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

The following are the particulars of Mr. Lau Siu Cheong and Mr. Chan Yung who will retire by rotation at the AGM and each of them, being eligible, will offer himself/herself for re-election:

EXECUTIVE DIRECTOR

(1) Mr. Lau Siu Cheong (“Mr. Lau”)

Mr. Lau, aged 51, has been appointed as (i) an executive Director and the chief executive officer of the Company since 8 February 2021; and (ii) the company secretary, the financial controller of the Company and the authorised representative for the purposes of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the GEM Listing Rules since August 2013. Mr. Lau obtained a Bachelor of Commerce (Accounting) degree from the Curtin University of Technology in 1999. He obtained a Master of Corporate Governance degree from The Hong Kong Polytechnic University in 2021. He is a fellow member of the CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. He is a fellow of both the Chartered Governance Institute and The Hong Kong Chartered Governance Institute and holds Chartered Secretary and Chartered Governance Professional dual designations. Mr. Lau has over 25 years of experience in finance and accounting. Mr. Lau was the finance manager of the Company from January 2010 to July 2013. Mr. Lau was the financial controller of the Company from August 2013 to August 2022. Mr. Lau is principally responsible for, among others, the overall financial management, financial planning and budgetary control of the Group and carrying out company secretarial functions of the Group. He is also responsible for the Group’s business development and daily management and operations generally. He is also the director of a number of subsidiaries of the Company.

In accordance with the letter of appointment entered into between the Company and Mr. Lau, Mr. Lau would serve as an executive Director and the chief executive officer of the Company for a term of three years commencing on 8 February 2024, unless terminated by either party by at least three months’ notice (unless otherwise consented to by the Company) and is subject to retirement from office and re-election in accordance with the Bye-laws. Mr. Lau is entitled to a monthly salary of HK\$99,000, which was determined by the Board with reference to his background, experience, duties and responsibilities within the Group and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lau did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

APPENDIX II

DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

As at the Latest Practicable Date, save as disclosed above, Mr. Lau (i) did not hold other positions with the Company or other members of the Group; (ii) did not hold any other major appointments and professional qualifications; and (iii) did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Lau does not have any relationship with any Director, senior management, substantial Shareholders or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules).

Save as disclosed above, there is no further information 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. Lau that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chan Yung *SBS, BBS, JP* (“Mr. Chan”)

Mr. Chan, aged 55, has been appointed as an independent non-executive Director since November 2017. He is also the chairman of the nomination committee of the Board and a member of the audit committee and the remuneration committee of the Board. Mr. Chan obtained a Bachelor’s Degree from The City University of Hong Kong, a Postgraduate Diploma of Politics and Public Administration from Tsinghua University and a Master’s Degree in Law and Public Affairs from The Chinese University of Hong Kong. He was appointed as a Justice of Peace by the HKSAR Government in 2011 and awarded Bronze Bauhinia Star and Silver Bauhinia Star in 2014 and 2024 respectively.

Mr. Chan is a registered social worker and the president of New Territories Association of Societies. Mr. Chan has also been a director of New Territories Association of Societies (Community Services) Foundation since 2002. Mr. Chan has various public appointments including Hong Kong Deputy to the 14th National People’s Congress of the PRC and a member of the Legislative Council. Mr. Chan is also a vice-chairman of Democratic Alliance for the Betterment and Progress of Hong Kong. He has been appointed as a member to the Advisory Committee on Corruption of the Independent Commission Against Corruption with effect from 1 January 2023.

Mr. Chan is currently an independent non-executive director of Wang On Group Limited (stock code: 1222) and China Resources Power Holdings Company Limited (stock code: 836), whose shares are both listed on the Main Board of the Stock Exchange.

APPENDIX II**DETAILS OF THE RETIRING DIRECTORS
PROPOSED TO BE RE-ELECTED AT THE AGM**

In accordance with the letter of appointment entered into between the Company and Mr. Chan, Mr. Chan would serve as an independent non-executive Director for a term of three years commencing on 24 November 2023, unless terminated by either party by one month's notice (unless otherwise consented to by the Company) and is subject to retirement from office and re-election in accordance with the Bye-laws. Mr. Chan is entitled to a director's fee of HK\$180,000 per annum, which was determined by the Board with reference to his duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chan did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Chan (i) did not hold other positions with the Company or other members of the Group; (ii) did not hold any other major appointments and professional qualifications; and (iii) did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Chan does not have any relationship with any Director, senior management, substantial Shareholders or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules).

Save as disclosed above, there is no further information 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. Chan that need to be brought to the attention of the Shareholders.

The following are the Proposed Amendments to the Bye-laws of the Company brought about by the adoption of the New Bye-laws. Unless otherwise specified, clauses, paragraphs and bye-law numbers referred to herein are clauses, paragraphs and bye-law numbers of the Bye-laws of the Company.

THE BYE-LAWS

Bye-law Proposed Amendments (showing changes to the Bye-laws of the Company) No.

1. In these Bye-laws, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

WORD	MEANING
“Company”	GET Holdings Limited <u>Famous Tech International Holdings Limited</u> 名科國際控股有限公司.
“GEM Listing Rules”	rules <u>and regulations</u> of the Designated Stock Exchange.

2. In these Bye-laws, unless there be something within the subject or context inconsistent with such construction:

- (q) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); ~~and~~
- (r) where a Member is a corporation, any reference in these Bye-laws to a Member shall, where the context requires, refer to a duly authorised representative of such Member; and
- (s) for the purpose of these Bye-laws, all treasury shares of the Company (whether as defined under the Act or the GEM Listing Rules) shall not carry any voting rights.

Bye-law Proposed Amendments (showing changes to the Bye-laws of the Company)
No.

3. (2) Subject to the Act, the Company's memorandum of continuance and, where applicable, the GEM Listing Rules and/or the rules and regulations of any competent regulatory authority, ~~any power of the Company shall have the power~~ to purchase or otherwise acquire its own shares (including its redeemable shares) for cancellation or to be held as treasury shares, and such power shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.
10. Subject to the Act and without prejudice to Bye-law 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Bye-laws relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:
- (a) the necessary quorum (including at an adjourned meeting) shall be two persons ~~(or in the case of a Member being a corporation, its duly authorised representative)~~ holding or representing by proxy not less than one-third in nominal value of the issued shares of that class; and
58. The Board may whenever it thinks fit call special general meetings, and any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held in the form of a physical meeting only and within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene such physical meeting at only one location which will be the Principal Meeting Place in accordance with the provisions of Section 74(3) of the Act.

**Bye-law Proposed Amendments (showing changes to the Bye-laws of the Company)
No.**

59. (2) The Notice shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Bye-law 64A, the principal place of the meeting (the “Principal Meeting Place”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting ~~and, in case of special business, the general nature of the business~~. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such Notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.
64. Subject to Bye-law 64C, the chairman may (without the consent of the meeting) or shall at the direction of the meeting ~~at which a quorum is present~~, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned or postponed meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days’ Notice of the adjourned meeting shall be given specifying the details set out in Bye-law 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.
- 64A. (2) All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (2) shall include a proxy or proxies respectively:

Bye-law Proposed Amendments (showing changes to the Bye-laws of the Company)
No.

- (b) Members present in person or by proxy at a Meeting Location and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
- (d) if any of the Meeting Locations is ~~outside not in the same the~~ jurisdiction as ~~of the~~ Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the Notice, the provisions of these Bye-laws concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.
- 64B. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it/he shall in its/his absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.
- 64E. For the avoidance of doubt, the Board may further change or postpone any meeting which has been rearranged under this Bye-law in accordance with the foregoing provisions.

Bye-law Proposed Amendments (showing changes to the Bye-laws of the Company)
No.

66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

Bye-law Proposed Amendments (showing changes to the Bye-laws of the Company)
No.

77. (1) The Company may, at its absolute discretion, or, where the applicable laws, rules or regulations mandatorily require the provision of an electronic address for the receipt of document or information, the Company shall, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Bye-laws) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Bye-law is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Bye-law or if no electronic address is so designated by the Company for the receipt of such document or information.
83. (4) The Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his ~~period-term~~ of office notwithstanding anything to the contrary in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.

Bye-law Proposed Amendments (showing changes to the Bye-laws of the Company)
No.

139. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. For the avoidance of doubt, any dividend, interest or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.
149. Subject to Section 88 of the Act and Bye-law 150, a ~~printed~~ copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.

Bye-law Proposed Amendments (showing changes to the Bye-laws of the Company)
No.

150. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the GEM Listing Rules, ~~and to obtaining all necessary consents, if any, required thereunder,~~ the requirements of Bye-law 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by Notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete ~~printed~~ copy of the Company's annual financial statements and the directors' report thereon.
158. (1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the GEM Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the GEM Listing Rules, the Statutes and any other applicable laws, rules and regulations from time to time in force, any such Notice and document may be given or issued by the following means:
- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(3) without the need for any additional consent or notification; or
- (f) by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification; or
- (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the GEM Listing Rules and the Statutes and other applicable laws, rules and regulations.

**Bye-law Proposed Amendments (showing changes to the Bye-laws of the Company)
No.**

159. Any Notice or other document:
- (d) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch; or transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch; or transmission or publication shall be conclusive evidence thereof; and
160. (1) Any Notice or other document delivered or sent ~~by post to or left at the registered address of any Member in pursuance of these Bye-laws in any manner permitted by these Bye-laws~~ shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
- (2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an electronic or postal address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

NOTICE OF AGM



FAMOUS TECH INTERNATIONAL HOLDINGS LIMITED

名科國際控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 8100)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**”) of Famous Tech International Holdings Limited (“**Company**”) will be held at 10:00 a.m. on Friday, 9 May 2025 at Room 1-2, 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) and the auditors of the Company for the year ended 31 December 2024.
2. To declare:
 - (a) a final dividend of HK\$0.002 per share in cash; and
 - (b) a special dividend of HK\$0.028 per share in cash,in each case, for the year ended 31 December 2024.
3. To pass the following resolutions, each as a separate resolution:
 - (a) To re-elect Mr. Lau Siu Cheong as an executive Director;
 - (b) To re-elect Mr. Chan Yung as an independent non-executive Director; and
 - (c) To authorise the board of Directors (“**Board**”) to fix the remuneration of Directors.
4. To re-appoint RSM Hong Kong as the auditors of the Company and to authorise the Board to fix its remuneration.

NOTICE OF AGM

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

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all powers of the Company to repurchase (or agree to repurchase) its shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the number of the issued shares of the Company (excluding treasury shares, if any) on the date of the passing of 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 of the Company immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purposes 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 bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable laws of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company under this resolution.”

NOTICE OF AGM

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

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (including sale or transfer of treasury shares, if any) and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options, including warrants to subscribe for shares, during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of: (i) a Rights Issue (as defined below); or (ii) the exercise of any option granted under any share option scheme or similar arrangements adopted by the Company; or (iii) any scrip dividend scheme or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants, convertible bonds, debentures, notes or any securities issued by the Company which are convertible into shares of the Company, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the total number of issued shares of the Company (excluding treasury shares, if any) on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued shares of the Company (excluding treasury shares, if any) on the date of the passing of that separate resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF AGM

- (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 shares of the Company in issue immediately before and after such consolidation or subdivision shall be the same; and
- (e) for the purposes 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 bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution;

“Rights Issue” means an offer of shares, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).

Any reference to an allotment, issue, grant, or offer of shares shall include the sale or transfer of shares held in treasury (including to satisfy any obligation upon the conversion or exercise of any warrants, options or other securities giving rights to subscribe for shares) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations.”

NOTICE OF AGM

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

“**THAT** conditional upon the passing of resolutions numbered 5 and 6 set out in the notice convening this meeting (“**Notice**”), the general mandate referred to in the resolution numbered 6 of the Notice be and is hereby extended by the addition to the number of shares of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to or in accordance with such general mandate of the number of shares of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 5 of the Notice.”

SPECIAL RESOLUTION

8. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the third amended and restated bye-laws of the Company (incorporating and consolidating the proposed amendments to the existing bye-laws of the Company, the details of which are set out in Appendix III to the circular of the Company dated 16 April 2025) (“**Third Amended and Restated Bye-laws**”), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the new bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect after the close of this meeting, and any one Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to implement the adoption of the Third Amended and Restated Bye-laws.”

Yours faithfully

On behalf of the Board

Famous Tech International Holdings Limited

Wong Jing Shong

Chairman and Executive Director

Hong Kong, 16 April 2025

NOTICE OF AGM

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

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

Room 1204-05, 12/F., Centre Point
181-185 Gloucester Road
Wanchai
Hong Kong

Notes:

1. All resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited ("**GEM Listing Rules**") and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.
2. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 10:00 a.m. (Hong Kong time) on Wednesday, 7 May 2025 or not less than 48 hours before the time appointed for holding any adjourned or postponed AGM.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the AGM or any adjournment or postponement thereof if the member so wish and in such event, the instrument appointing a proxy previously submitted should be deemed to be revoked.
7. To ascertain a member's entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 6 May 2025 to Friday, 9 May 2025 (both days inclusive), during which no transfer of Shares will be registered. The last share registration date for determining the eligibility to attend the AGM will be on Friday, 2 May 2025. In order to qualify for the entitlement to attend and vote at the AGM, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Friday, 2 May 2025.

NOTICE OF AGM

8. To ascertain a member's entitlement to receive the proposed final dividend and special dividend, the register of members of the Company will be closed from Thursday, 15 May 2025 to Friday, 16 May 2025 (both days inclusive), during which no transfer of Shares will be registered. The last share registration date for determining the eligibility to receive the Final Dividend and Special Dividend will be on Wednesday, 14 May 2025. In order to qualify for the entitlement to receive the proposed final dividend and special dividend, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Wednesday, 14 May 2025.
9. If a typhoon signal no. 8 or above is hoisted, "extreme conditions" caused by a super typhoon or a black rainstorm warning signal is in force at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.famoustech.com.hk>) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board consists of two executive Directors, namely, Mr. Wong Jing Shong and Mr. Lau Siu Cheong, and three independent non-executive Directors, namely, Mr. Chan Yung, Mr. Cheng Hong Kei and Ms. Wong Chi Yan.

This notice, 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 notice 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 notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the Stock Exchange's website on www.hkexnews.hk for at least 7 days from the date of its publication and on the website of the Company at www.famoustech.com.hk.