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GOLDEN FAITH GROUP HOLDINGS LIMITED
高豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2863)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Golden Faith Group Holdings Limited (the “**Company**”) will be held at Room 3606, 36/F, Singa Commercial Centre, 148 Connaught Road West, Hong Kong on Monday, 22 July 2024 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution (with or without modification):

ORDINARY RESOLUTION

“THAT:

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange (as defined in the circular of the Company dated on the same day as the Notice (the “**Circular**”)) granting approval for the listing of and permission to deal in the shares of the Company to be issued pursuant to the exercise of any Options (as defined in the Circular) to be granted pursuant to the 2024 Share Option Scheme (as defined in the Circular), as defined and summarised in Appendix to the Circular (the rules of which are contained in the document marked “A” and produced to the meeting and for the purposes of identification initialled by the chairman of the meeting), the 2024 Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the 2024 Share Option Scheme, including but without limitation:
- i. to administer the 2024 Share Option Scheme in accordance with its terms;
 - ii. to grant the Options to the Eligible Participants (as defined in the Circular) under the 2024 Share Option Scheme and allotting and issuing from time to time such number of new Shares (as defined in the Circular) as may be required to be issued pursuant to the exercise of the Options that may be granted under the 2024 Share Option Scheme;

- iii. to modify and/or amend the rules of the 2024 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the rules of the 2024 Share Option Scheme relating to the modification and/or amendment and is in compliance with Chapter 17 of the Listing Rules (as defined in the Circular);
 - iv. to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any new Shares that may be allotted and issued pursuant to the exercise of the Options granted or to be granted under the 2024 Share Option Scheme; and
 - v. to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 Share Option Scheme;
- (b) the total number of Shares which may be issued in respect of all share options and share awards to be granted under the 2024 Share Option Scheme and any other share scheme(s) of the Company (“**Scheme Mandate Limit**”) must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue (excluding treasury shares) as at the date of passing of this resolution or the relevant date of approval of the refreshment of the Scheme Mandate Limit; and
- (c) subject to and conditional upon the 2024 Share Option Scheme becoming unconditional, the Existing Share Option Scheme (as defined in the Circular) be and is hereby terminated except that the provisions of the Existing Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior to its termination, or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme.”

By order of the Board
GOLDEN FAITH GROUP HOLDINGS LIMITED
Ko Chun Hay Kelvin
Chairman

Hong Kong, 28 June 2024

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Cayman Islands

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Singa Commercial Centre
148 Connaught Road West
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Notes

1. In order to determine entitlements of the shareholders of the Company to attend and vote at the extraordinary general meeting of the Company to be held on Monday, 22 July 2024 (the “EGM”), the register of members of the Company will be closed from Wednesday, 17 July 2024 to Monday, 22 July 2024, both days inclusive, during which period no transfer of Shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong branch share registrar and transfer office, 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 Tuesday, 16 July 2024.
2. A shareholder entitled to attend and vote at the EGM is entitled to appoint a person or persons (who must be individual) as his or her proxy or proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a shareholder of the Company.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
4. Delivery of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof; in such event, the form of proxy shall be deemed to be revoked.
5. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or ‘extreme conditions after super typhoons’ announced by the Hong Kong Government is/are in effect any time after 6:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.goldenfaith.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Ko Chun Hay Kelvin and Ms. Ko Yung Lai Jackie; the non-executive Directors are Mr. Yung On Wah and Ms. Wong Cheuk Wai Helena; and the independent non-executive Directors are Mr. Chan Wing Fai, Mr. Yeung Wai Lung and Mr. Wong Jovi Chi Wing.