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

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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 a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Gaoyu Finance Group Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.

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**高裕金融集團有限公司**  
**Gaoyu Finance Group Limited**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8221)**

**(I) PROPOSED SHARE CONSOLIDATION;**  
**(II) PROPOSED CHANGE IN BOARD LOT SIZE;**  
**AND**  
**(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A notice convening the extraordinary general meeting (“EGM”) of the Company to be held at Room 4409, 44/F., COSCO Tower, 183 Queen’s Road Central, Hong Kong on Tuesday, 15 April 2025 at 3:00 p.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed in this circular. The form of proxy is also published on the website of the Company at [www.gyf.com.hk](http://www.gyf.com.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same 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 not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed revoked.

21 March 2025

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## CHARACTERISTICS OF GEM

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### CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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 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

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*In this circular, unless the context otherwise requires, the following expressions have the meanings as set out below:*

“Announcement”	the announcement of the Company dated 7 March 2025 in relation to the Share Consolidation and the Change in Board Lot Size
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted, “extreme condition” caused by super typhoons or on which a “black” rainstorm warning is issued between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the change in board lot size of the Shares for trading on the Stock Exchange from 20,000 Existing Shares to 5,000 Consolidated Shares
“Company”	Gaoyu Finance Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (stock code:8221)
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$0.5 each in the share capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held for the purpose of considering and, if thought fit, approving the Share Consolidation
“Existing Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the existing share capital of the Company before the Share Consolidation becoming effective
“GEM”	the GEM of the Stock Exchange

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## DEFINITIONS

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“GEM Listing Committee”	the GEM listing sub-committee of the board of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“General Rules of HKSCC”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date	18 March 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed consolidation of every fifty (50) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share 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

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## EXPECTED TIMETABLE

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*The expected timetable for the Share Consolidation and Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.*

<b>Events</b>	<b>Time and Date</b>
Latest date and time for lodging transfer documents in order to qualify for attendance and voting at the EGM . . . . .	4:00 p.m. on Tuesday, 8 April 2025
Closure of register of members for determining the entitlement to attend and vote at the EGM (both days inclusive) . . . . .	Wednesday, 9 April 2025 to Tuesday, 15 April 2025
Latest date and time for lodging forms of proxy for the EGM . . . . .	3:00 p.m. on Sunday, 13 April 2025
Record date for attendance and voting at the EGM . . . . .	Tuesday, 15 April 2025
Date and time of the EGM . . . . .	3:00 p.m. on Tuesday, 15 April 2025
Publication of the announcement of voting results of the EGM . . . . .	Tuesday, 15 April 2025
 <b>The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation:</b>	
Effective date of the Share Consolidation . . . . .	Thursday, 17 April 2025
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares commences . . . . .	Thursday, 17 April 2025
Dealings in Consolidated Shares commence . . . . .	9:00 a.m. on Thursday, 17 April 2025
Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Thursday, 17 April 2025

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## EXPECTED TIMETABLE

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Events	Time and Date
Temporary counter for trading in the Consolidated Shares in board lots of 400 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Thursday, 17 April 2025
Effective date of the new board lot size . . . . .	Wednesday, 7 May 2025
Original counter for trading in the Consolidated Shares in new board lots of 5,000 Consolidated Shares (in the form of new share certificates) re-opens . . . . .	9:00 a.m. on Wednesday, 7 May 2025
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences . . . . .	9:00 a.m. on Wednesday, 7 May 2025
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	9:00 a.m. on Wednesday, 7 May 2025
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	4:00 p.m. on Tuesday, 27 May 2025
Temporary counter for trading in the Consolidated Shares in board lots of 400 Consolidated Shares (in the form of existing share certificates) closes . . . . .	4:10 p.m. on Tuesday, 27 May 2025
Parallel trading in the Consolidated Shares (in form of new share certificates and existing share certificates) ends . . . . .	4:10 p.m. on Tuesday, 27 May 2025
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . .	Thursday, 29 May 2025

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LETTER FROM THE BOARD

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高裕金融集團有限公司  
Gaoyu Finance Group Limited

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8221)

*Executive Directors:*

Mr. Fok Yuk Tong (*Chairman*)

Ms. Hsieh Ching Chun

Ms. Fok Kit Yee

*Independent non-executive Directors:*

Ms. Chan Hoi Wuen Katherine

Mr. Tong Wing Chi

Mr. Kwan Tsz Chun Sun

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

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

Room 4409, 44/F

COSCO Tower

183 Queen's Road Central

Hong Kong

21 March 2025

*To the Shareholders*

Dear Sir/Madam,

**(I) PROPOSED SHARE CONSOLIDATION;  
(II) PROPOSED CHANGE IN BOARD LOT SIZE;  
AND  
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

References are made to the Announcement in relation to the Share Consolidation and the Change in Board Lot Size.

The purpose of this circular is to provide you with information relating to (i) the proposed Share Consolidation; (ii) the proposed Change in Board Lot Size; and (iii) notice convening the EGM.



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## LETTER FROM THE BOARD

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### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every fifty (50) Existing Shares of par value of HK\$0.01 each in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK\$0.5 each.

### Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon the following conditions being fulfilled:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the GEM Listing Rules to effect the Share Consolidation.

The Share Consolidation is expected to become effective on Thursday, 17 April 2025 subject to the fulfilment of the above conditions.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$80,000,000 divided into 8,000,000,000 Shares of par value of HK\$0.01 each, and there are 2,380,000,000 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued or repurchased from the Latest Practicable Date up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 47,600,000 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at HK\$80,000,000 but will be divided into 160,000,000 Consolidated Shares of par value of HK\$0.5 each.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

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## LETTER FROM THE BOARD

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Other than the expenses to be incurred in relation to the Share Consolidation and the Change in Board Lot Size, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

### **Listing application**

An application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Adjustments in relation to other securities of the Company**

As at the Latest Practicable Date, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 20,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 20,000 Existing Shares to 5,000 Consolidated Shares.

Based on the closing price of HK\$0.018 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the estimated market value of each board lot of 20,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$360; and (ii) the estimated market value of each board lot of 5,000 Consolidated Shares, assuming the Change in Board Lot Size had also been effective, would be HK\$4,500.

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## LETTER FROM THE BOARD

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The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

### **OTHER ARRANGEMENTS**

#### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

#### **Matching services for odd lot trading**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Gaoyu Securities Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 9:00 a.m. on Wednesday, 7 May 2025 to 4:00 p.m. on Tuesday, 27 May 2025 (both days inclusive). Any Shareholder who wishes to use this matching service should contact Mr. Thomas Ip at Room 4409, 44th Floor, COSCO Building, 183 Queen's Road Central, Sheung Wan, Hong Kong or at telephone number (852) 2877 3188 during office hours of such period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

#### **Exchange of certificates for Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is currently expected to be Thursday, 17 April 2025, Shareholders may on or after Thursday, 17 April 2025 and until Thursday, 29 May 2025 (both days inclusive), submit their existing share certificates for the Existing Shares in yellow colour to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for exchange for new share certificates for the Consolidated Shares in orange colour at the expense of the Company. Shareholders should note that after the prescribed time for free exchange of new share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the share registrar for exchange of new share certificates.

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## LETTER FROM THE BOARD

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After 4:10 p.m. on Tuesday, 27 May 2025, trading will only be in Consolidated Shares. Share certificates for the Existing Shares will remain effective as documents of title and may be exchanged for share certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

### **REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE**

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 has further stated that (i) market price of the securities at a level less than HK\$0.1 will be considered as approaching the extremities of HK\$0.01 as referred to Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

Based on the closing price of the Existing Shares of HK\$0.018 on the Latest Practicable Date and the board lot size of 20,000 Existing Shares, the board lot value of the Existing Shares is HK\$360. The Board considers that after the Share Consolidation and the Change in Board Lot Size became effective, the estimated board lot size value will be HK\$4,500. This will enable the Company to comply with the trading requirements under the GEM Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction cost for each securities trade. With a corresponding upward adjustment in the trading amount for each board lot, the Board believes that the Share Consolidation and the Change in Board Lot Size will make investing in the Shares more attractive to a broader range of investors, and therefore further broaden the shareholder base of the Company.

In view of the above reasons, the Company considers the Share Consolidation and the Change in Board Lot Size are justifiable notwithstanding the potential costs and impact arising from the creation of odd lots to Shareholders. Accordingly, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no current plans for, or intention to conduct, any other corporate actions (such as share consolidation, sub-division or change in board lot size) in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation in the next 12 months. Also, the Company does not have any concrete plan to conduct any fundraising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fundraising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

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## LETTER FROM THE BOARD

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### EGM

The EGM will be held at Room 4409, 44/F., COSCO Tower, 183 Queen's Road Central, Hong Kong on Tuesday, 15 April 2025 at 3:00 p.m. to consider and, if thought fit, pass the resolution to approve the Share Consolidation. A notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for the EGM is enclosed with this circular. The form of proxy is also published on the website of the Company at [www.gyf.com.hk](http://www.gyf.com.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you intend to be present at the EGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time scheduled for the EGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the meeting in person or any adjourned meeting should you so wish, and in such case, the form of proxy submitted by you shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders have any material interest in the Share Consolidation, and accordingly, none of the Shareholders will be required to abstain from voting on the ordinary resolution in relation to the Share Consolidation at the EGM.

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM (or any adjournment thereof), the register of members of the Company will be closed from Wednesday, 9 April 2025 to Tuesday, 15 April 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 8 April 2025.

### 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.

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## LETTER FROM THE BOARD

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### COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, the controlling shareholders of the Company or any of their respective close associates (as defined under the GEM Listing Rules) has any interest in a business which competes or may compete with the business of the Group nor does any of them has or may have any other conflicts of interests with the Group.

### RECOMMENDATION

The Board considers that the Share Consolidation is in the interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully,  
For and on behalf of the Board  
**Gaoyu Finance Group Limited**  
**Fok Yuk Tong**  
*Chairman and Executive Director*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8221)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS THEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Gaoyu Finance Group Limited (the “Company”) will be held at Room 4409, 44/F., COSCO Tower, 183 Queen’s Road Central, Hong Kong on Tuesday, 15 April 2025 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as an ordinary resolution:

### ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon, among other things, the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:
  - (i) every fifty (50) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.5 each (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the articles of association of the Company (the “**Share Consolidation**”);
  - (ii) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (each a “**Director**”) of the Company may think fit; and

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (iii) any one of the Directors be and is hereby authorised to approve, sign and execute such documents and do and/or procure to be done any and all acts, deeds and things which in his/her opinion may be necessary, desirable or expedient to effect and implement the Share Consolidation.”

By order of the Board  
**Gaoyu Finance Group Limited**  
**Fok Yuk Tong**  
*Chairman and Executive Director*

Hong Kong, 21 March 2025

*Notes:*

- (1) Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or, if he/she/it holds two or more Shares, more than one proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the memorandum of association and the articles of association of the Company. A proxy need not be a Shareholder but must be present in person at the EGM to represent the Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
- (2) Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but should more than one of such joint holders be present at the EGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
- (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 of such power or authority, 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 not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (4) Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) For determining the entitlement to attend and vote at the EGM, the transfer books and register of members of the Company will be closed from Wednesday, 9 April 2025 to Tuesday, 15 April 2025, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending and voting at the EGM, all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Tuesday 8 April 2025.