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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

This circular appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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



F A R N O V A

**FARNOVA GROUP HOLDINGS LIMITED**

**法諾集團控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 8153)**

**(1) PROPOSED SHARE CONSOLIDATION;  
(2) PROPOSED CHANGE OF AUDITOR  
AND  
(3) NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the special general meeting of the Company (the “SGM”) to be held at 11 a.m. on Tuesday, 10 May 2022 at Conference Room, Unit 01, 82/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong is set out on pages 10 to 12 of this circular. Whether or not you intend to attend the SGM, 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, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjourned meeting thereof should you so wish.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page and the Company’s website at <http://farnov.ocoplus.com> for at least 7 days from the date of its posting.

21 April 2022

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## CHARACTERISTICS OF GEM

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### **Characteristics of The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)**

**GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## EXPECTED TIMETABLE

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The expected timetable for the Share Consolidation is set out below:

<b>Event</b>	<b>Hong Kong Time</b>
Latest time for lodging transfers of Shares in order to qualify for SGM .....	4:30 p.m. on Thursday, 5 May 2022
Register of members closes (both days inclusive) .....	From Friday, 6 May 2022 to Tuesday, 10 May 2022
Latest time for lodging proxy form .....	11:00 a.m. on Sunday, 8 May 2022
Record date for SGM .....	Tuesday, 10 May 2022
Date of SGM .....	11:00 a.m. on Tuesday, 10 May 2022
Announcement on results of SGM .....	Tuesday, 10 May 2022
Register of members re-opens .....	Wednesday, 11 May 2022
Effective date for the Share Consolidation .....	9:00 a.m. on Thursday, 12 May 2022
First day for free exchange of existing share certificates for new share certificates .....	Thursday, 12 May 2022
Dealing in Consolidated Shares commences .....	9:00 a.m. on Thursday, 12 May 2022
Original counter for trading in Shares in board lots of 5,000 Shares (in the form of existing share certificates) temporarily closes .....	9:00 a.m. on Thursday, 12 May 2022
Temporary counter for trading in Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) opens .....	9:00 a.m. on Thursday, 12 May 2022

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## EXPECTED TIMETABLE

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Original counter for trading in Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates) re-opens . . . . . 9:00 a.m. on Thursday, 26 May 2022

Parallel trading in Consolidated Shares (in the form of new share certificates and existing share certificates) commences . . . . . 9:00 a.m. on Thursday, 26 May 2022

Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares . . . . . 9:00 a.m. on Thursday, 26 May 2022

Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares . . . . . 4:00 p.m. on Thursday, 16 June 2022

Temporary counter for trading in Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) closes . . . . . 4:10 p.m. on Thursday, 16 June 2022

Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates closes . . . . . 4:10 p.m. on Thursday, 16 June 2022

Last day for free exchange of existing share certificates for new share certificates . . . . . Monday, 20 June 2022

*Note:*

All times and dates in this circular refer to Hong Kong local times and dates. Shareholders should note that the dates and deadlines specified in this circular for events in the timetable for the Share Consolidation is subject to the satisfaction of all the conditions of the Share Consolidation, including without limitation, the approval of the Share Consolidation by Shareholders at the SGM, and is therefore for indicative purpose only.

In the event that any special circumstances arise, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any extension or adjustment to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

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## DEFINITIONS

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

“Board”	the board of Directors
“Business Day(s)”	a day on which banks are open for business in Hong Kong (excluding Saturdays and Sundays)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS 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 from time to time
“Company”	Farnova Group Holdings Limited, a company incorporated under the laws of Bermuda with limited liability, the Shares of which are listed on GEM (stock code: 8153)
“Consolidated Share(s)”	Share(s) of HK\$0.004 each in the issued share capital of the Company immediately following the Share Consolidation
“Director(s)”	the director(s) of the Company
“Elite Partners”	Elite Partners CPA Limited
“Existing Share(s)”	share(s) of the Company before the Share Consolidation becomes effective
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of CCASS”	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 CCASS Operational Procedures
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“HK\$”	the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 April 2022, being the latest practicable date before the printing of this circular for the purpose of ascertaining certain information contained herein
“Mazars”	Mazars CPA Limited
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Abacus Limited of Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“SGM”	the special general meeting of the Company convened to be held at 11:00 a.m. Tuesday, 10 May 2022 at Conference Room, Unit 01, 82/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong or any adjournment thereof, for the purpose of considering and, if thought fit, approving the Share Consolidation and proposed change of auditor
“Share(s)”	ordinary shares of HK\$0.0004 each in the share capital of the Company
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Shares of par value of HK\$0.0004 each into one (1) Consolidated Share of par value of HK\$0.004 each
“Shareholder(s)”	the holder(s) of the issued Share(s) and/or the Consolidation Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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LETTER FROM THE BOARD

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F A R N O V A

**FARNOVA GROUP HOLDINGS LIMITED**

**法諾集團控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 8153)**

*Executive Directors:*

Mr. Guo Gelin (*Chairman*)  
Mr. Mou Zhongwei  
Mr. Deng Li

*Non-executive Director:*

Mr. Kuang Quanzhuang  
Mr. Li Guangying  
Mr. Wang Hanjing

*Independent Non-executive Directors:*

Mr. Luo Ji  
Ms. Wu Hong  
Mr. Li Jianxing

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

Room 8212, Unit 01, 82/F  
International Commerce Centre  
1 Austin Road West  
Kowloon, Hong Kong

21 April 2022

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION;  
(2) PROPOSED CHANGE OF AUDITOR  
AND  
(3) NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 28 March 2022 in relation to the proposed change of auditor and the announcement dated 6 April 2022 in relation to the Share Consolidation.



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## LETTER FROM THE BOARD

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The purpose of this circular is to provide the Shareholders, among other things, further details of the Share Consolidation, proposed change of auditor and the notice of SGM.

### **(1) PROPOSED SHARE CONSOLIDATION**

The Directors propose to implement the Share Consolidation on the basis that every 10 issued and unissued Shares will be consolidated into one Consolidated Share. Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Consolidated Shares regardless of the number of share certificates held by such holder.

#### **Effects of the Share Consolidation**

As at the Latest Practicable Date, the authorized share capital in ordinary shares of the Company consist of HK\$100,000,000 divided into 250,000,000,000 Shares of par value HK\$0.0004 each, of which 8,491,423,920 Shares are in issue and fully paid. After the Share Consolidation becoming effective, the authorized share capital in ordinary shares of the Company will be HK\$100,000,000 divided into 25,000,000,000 Consolidated Shares of par value HK\$0.004 each, of which 849,142,392 Consolidated Shares will have been issued and fully paid.

The Consolidated Shares will rank pari passu in all respects with each other in accordance with the Company's memorandum and articles of association. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares which may arise.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate action or arrangement in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and there is no agreement, arrangement, understanding and negotiation (concluded or otherwise) entered into by the Company for any potential fund raising activities in the next 12 months. However, the Board does not rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising 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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### Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following:

- (i) the passing of the necessary resolutions by the Shareholders to approve the Share Consolidation at the SGM;
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares to be in issue; and
- (iii) the compliance with the relevant procedures and requirements under the applicable laws of Bermuda and the GEM Listing Rules to effect the Share Consolidation.

The Share Consolidation is expected to become effective on 12 May 2022 subject to the fulfilment of the above conditions.

As at the Latest Practicable Date, no conditions precedent has been fulfilled.

### Listing Application

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation taking effect.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, 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 dealing 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 trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS 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.

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## LETTER FROM THE BOARD

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

As at the Latest Practicable Date, the Company has no other 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.

### **Reasons for the Share Consolidation**

According to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. According to 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, (i) any trading price less than HK\$0.10 will be considered as approaching the extremities of HK\$0.01; 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.

The Company’s share prices have remained below HK\$0.10 and the value of each board lot has remained below HK\$2,000 most of the time for the past 12 months. In view of the prolonged period of share prices approaching extremity, the proposed Share Consolidation is justified to increase the corresponding share prices and to facilitate trading activities.

Based on the closing share price of HK\$0.061 on 6 April 2022 and the current board lot of 5,000, the proposed Share Consolidation will result in the increase of the value of each board lot from HK\$305 to HK\$3,050.

Accordingly, the Board is of the view that the Share Consolidation is in the interest of the Company and the Shareholders as a whole.

### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint a securities firm to provide matching service, 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 26 May 2022 to market closing time on 16 June 2022 (both days inclusive). Shareholders who wish to use this matching services should contact Mr. H Fung of Tiger Faith

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## LETTER FROM THE BOARD

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Securities Limited at Suite 1502, 15/F., The Chinese Bank Building, Nos. 61–65 Des Voeux Road Central, Hong Kong or at the telephone number (852) 3979 9018 during office hour (i.e. 9:00 a.m. to 5:00 p.m. from Monday to Friday) 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 trading arrangement are recommended to consult their own professional advisers.

### **No Change in Board lot size**

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 5,000 Existing Shares. The existing board lot size of 5,000 Shares will remain unchanged upon the Share Consolidation becoming effective.

### **Exchange of Share Certificates**

The new share certificates will be in the colour of blue in order to distinguish them from the existing share certificates which are grey in colour. Subject to the Share Consolidation becoming effective, Shareholders may during the prescribed period submit share certificates for existing Shares to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for certificates of the Consolidated Shares (on the basis of 10 existing Shares for one Consolidated Share) within the prescribed time. Thereafter, certificates of Shares will remain effective as documents of title but will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) per certificate issued or cancelled, whichever is higher, payable by Shareholders.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on 17 June 2022, trading will only be in Consolidated Shares and existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

### **(2) PROPOSED CHANGE OF AUDITOR**

As set out in the announcement of the Company dated 28 March 2022, the Board announced that Elite Partners, the former auditor of the Group, has resigned as auditor of the Group with effect from 28 March 2022 as Elite Partners stated in their letter of resignation that, as part of their normal procedures which include an annual consideration of whether they would continue to

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## LETTER FROM THE BOARD

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act for their audit clients, having taken into account of many factors including the professional risk associated with the audit, the level of audit fees and their available internal resources in light of their current work flows, Elite Partners decided to tender their resignation as the auditor of the Company.

Elite Partners confirmed that there are no matters in relation to their resignation that need to be brought to the attention of the shareholders or the creditors of the Company. The Board and the Audit Committee of the Company also confirmed that there are no disagreements or unresolved matters in connection with the resignation of Elite Partners as the auditor of the Company that need to be brought to the attention of the shareholders or the creditors of the Company.

The Board further confirmed that Elite Partners has not yet commenced any audit work on the consolidated financial statements of the group for the year ending 31 March 2022. The Board believes that the change of auditor will not have any impact on the annual audit of the Company for the year ending 31 March 2022.

The Board proposes, with the recommendation of the audit committee of the Company, to appoint Mazars as the auditor of the Company to fill the vacancy, which is subject to the passing of the relevant resolution at the SGM.

### SGM

The SGM will be convened and held at 11:00 a.m. Tuesday, 10 May 2022 at Conference Room, Unit 01, 82/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, for the purpose of considering, and, if thought fit, approving, *inter alia*, the Share Consolidation and the proposed change of auditor. In compliance with the GEM Listing Rules, the resolutions will be voted on by way of poll at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions in relation to the Share Consolidation and the proposed change of auditor to be proposed at the SGM.

The notice convening the SGM is set out on pages 10 to 12 of this circular. A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in an event not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the Share Consolidation and the proposed change of auditor are in the interests of the Company and the Shareholders as a whole, and accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions approving the Share Consolidation and the proposed change of auditor at the SGM.

### 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 Group. 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.

By Order of the Board of  
**Farnova Group Holdings Limited**  
**Guo Gelin**  
*Chairman*

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## NOTICE OF SGM

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F A R N O V A

### FARNOVA GROUP HOLDINGS LIMITED

法諾集團控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 8153)**

#### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the special general meeting (“**SGM**”) of Farnova Group Holdings Limited (“**Company**”) will be held at 11:00 a.m. Tuesday, 10 May 2022 at Conference Room, Unit 01, 82/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions of the Company as ordinary resolutions:

#### ORDINARY RESOLUTIONS

1. **THAT** subject to and conditional upon the granting of approval by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the listing of, and permission to deal in, the Consolidated Shares (as defined below) of the Company:
  - (a) with effect from the second trading day of the Stock Exchange immediately following the date on which this resolution is passed or the date at which the above condition is fulfilled (whichever is the later), every ten (10) issued and unissued ordinary shares of HK\$0.0004 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.004 (each a “**Consolidated Share**”), such Consolidated Shares ranking pari passu in all respects with each other (the “**Share Consolidation**”); and
  - (b) the board of directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the Share Consolidation.

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## NOTICE OF SGM

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2. **THAT** Mazars CPA Limited be and is hereby appointed as auditor of the Company and its subsidiaries to fill the vacancy following the resignation of Elite Partners CPA Limited and to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company be and is authorized to fix their remuneration.

By Order of the Board  
**Farnova Group Holdings Limited**  
**Guo Gelin**  
*Chairman*

Hong Kong, 21 April 2022

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

Room 8212, Unit 01, 82/F  
International Commerce Centre  
1 Austin Road West  
Kowloon, Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy(ies) to represent him/her/it and vote on his/her/its behalf. A proxy need not to be a shareholder of the Company.
2. In order 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 certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the SGM (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the SGM, and in such event, such form of proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the SGM, 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 such joint holding.
5. A form of proxy for use at the SGM is attached herewith.
6. Any voting at the SGM shall be taken by poll.
7. The form of proxy shall be signed by the shareholder of the Company or his/her attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.



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## NOTICE OF SGM

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8. The register of members of the Company will be closed from Thursday, 5 May 2022 to Tuesday, 10 May 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the SGM, all share transfers accompanied by the relevant share certificate must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 4 May 2022 for such purpose.

*As of the date of this announcement, the executive Directors are Mr. Guo Gelin, Mr. Mou Zhongwei and Mr. Deng Li; the non-executive Directors are Mr. Kuang Quanzhuang, Mr. Li Guangying and Mr. Wang Hanjing; and the independent non-executive Directors are Mr. Luo Ji, Ms. Wu Hong and Mr. Li Jianxing.*

*This announcement, 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 announcement 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 announcement misleading.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website <http://www.hkgem.com> for at least 7 days from the date of its publication. This announcement will also be published on the Company's website at <http://farnov.ocoplus.com>.*