
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Futian Holdings Limited (the “Company”), you should at once hand this circular and accompanying form of proxy to the purchaser or 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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FUTIAN HOLDINGS LIMITED

福田股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8196)

**Independent Financial Adviser to the Independent Board Committee and
the Independent Shareholders**



红日资本有限公司

RED SUN CAPITAL LIMITED

PROPOSED REFRESHMENT OF GENERAL MANDATE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the “EGM”) of the Company to be held at 6/F, No. 18 Keyan Road, Science City, High-tech Industrial Development Zone, Guangzhou, PRC on Friday, 28 November 2025 at 10:30 a.m. (or any adjournment thereof) is set out on pages EGM-1 to EGM-4 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend and vote at the EGM, 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 Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 (i.e. no later than Wednesday, 26 November 2025 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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 Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company held on 23 May 2025 in which the Shareholders had approved, among other matters, the Existing General Mandate
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“associate”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Futian Holdings Limited (福田股份有限公司), a company incorporated in the Cayman Islands on 25 March 2015 as an exempted company with limited liability, the shares of which are listed on GEM (GEM stock code: 8196)
“controlling shareholder(s)”	has the meaning ascribe to this term under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 6/F, No. 18 Keyan Road, Science City, High-tech Industrial Development Zone, Guangzhou, PRC, on Friday, 28 November 2025 for the purpose of considering and, if thought fit, approving the proposed grant of the New General Mandate
“Existing General Mandate”	the general mandate granted at the AGM to the Directors to allot, issue and deal with up to 7,587,480 new Shares, being 20% of the total number of issued Shares on the date of the AGM
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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 People’s Republic of China

DEFINITIONS

“Independent Board Committee”	an independent board committee of the Company, comprising all the independent non-executive Directors, to advise the Independent Shareholders on the proposed grant of the New General Mandate
“Independent Financial Adviser”	Red Sun Capital Limited, a corporation licensed by the Securities and Futures Commission to conduct Type 1 and Type 6 regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the independent financial adviser to the Company in respect of the proposed grant of the New General Mandate
“Independent Shareholder(s)”	Shareholder(s) other than any controlling shareholders and their associates or, where there are no controlling shareholders, the Directors (excluding independent non-executive Directors) and the chief executives of the Company and all their respective associates
“Latest Practicable Date”	10 November 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“New General Mandate”	the general mandate proposed to be granted to the Directors at the EGM to allot, issue and deal with new Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of the EGM
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shares”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Option(s)”	the share option(s) of the Company granted pursuant to the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 17 June 2022
“Shareholder(s)”	the holder(s) of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD



FUTIAN HOLDINGS LIMITED

福田股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8196)

Executive Directors:

Mr. Xie Yang

(Chairman and Chief Executive Officer)

Mr. He Xuanxi

Mr. Liu Chujun

Mr. Huang Shiping

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. Yam Yuet Hang

Mr. Yang Yucheng

Dr. Chang Cheng Hui

Principal place of business in Hong Kong:

Unit 01-06, Level 27

Wing On Centre

111 Connaught Road Central

Sheung Wan, Hong Kong

*Headquarters and principal place of
business in the PRC:*

No. 18, Keyan Road

Science City

High-tech Industrial Development Zone

Guangzhou, PRC

13 November 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED REFRESHMENT OF GENERAL MANDATE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the grant of the New General Mandate; (ii) the recommendation from the Independent Board Committee to the Independent

LETTER FROM THE BOARD

Shareholders; (iii) the recommendation from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the grant of the New General Mandate; and (iv) a notice of the EGM, at which ordinary resolution(s) will be proposed to the Independent Shareholders to consider and, if thought fit, approve the proposed grant of the New General Mandate.

EXISTING GENERAL MANDATE

At the AGM, the Shareholders approved, among other things, the grant of the Existing General Mandate which authorised the Directors to allot, issue and deal with not more than 7,587,480 new Shares, being 20% of the issued share capital of the Company as at the date of the AGM.

References are made to the announcements of the Company dated 5 August 2025 and 22 August 2025 in relation to the placing of an aggregate of 7,587,480 new Shares under the Existing General Mandate (the “**Placing**”). Following completion of the Placing on 22 August 2025, the Existing General Mandate has been fully utilised by the Company.

PROPOSED GRANT OF NEW GENERAL MANDATE

As the Existing General Mandate has been fully utilised, the Board proposes to convene the EGM at which ordinary resolution(s) will be proposed to the Independent Shareholders that:

- (i) the Directors be granted the New General Mandate to allot and issue Shares not exceeding 20% of the Company’s issued share capital as at the date of passing the relevant resolution(s) at the EGM; and
- (ii) the New General Mandate be extended to Shares repurchased by the Company pursuant to the repurchase mandate granted to the Directors at the AGM.

The Company has not refreshed the Existing General Mandate since the AGM. The New General Mandate will last 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 is required by any applicable laws or the Articles of Association to be held; and
- (iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has 45,524,880 Shares in issue. On the basis that there are no changes in the issued share capital of the Company from the Latest Practicable Date and up to the date of the EGM, the Directors will be authorised to allot and issue up to 9,104,976 new Shares under the New General Mandate, representing 20% of the issued share capital of the Company as at the date of the EGM.

REASONS FOR THE GRANT OF THE NEW GENERAL MANDATE

The Company is an investment holding company and the Group is principally engaged (i) environmental protection business, such as wastewater treatment and soil remediation, through design, construction, operation and maintenance service of related facilities; (ii) trading of related equipment; and (iii) provision of online advertising and related services. On top of expanding its core businesses of provision of engineering services for wastewater and drinking water treatment facilities and other environmental protection business, the management of the Group has been vigorously developing other business lines (namely, the property leasing and online advertising businesses), with a view to diversifying its business segment and broadening its source of income. As the Group has been actively expanding its business, the Company may conduct equity and/or debt fund raising exercise when suitable opportunities arise.

During the period from the date of grant of the Existing General Mandate to the Latest Practicable Date, all of the Existing General Mandate (i.e. 7,587,480 Shares) has been utilised as a result of the Placing in August 2025.

As at the Latest Practicable Date, there are 1,200,000 outstanding Share Options granted by the Company. Such outstanding Share Options are exercisable into 1,200,000 Shares. Save for the foregoing, the Company has no other outstanding convertible bonds, options, derivatives, warrants, conversion rights or other similar rights entitling holders thereof to subscribe for or convert into or exchange for new Shares.

Greater flexibility as compared with issuing shares under specific mandate

The relevant resolution in respect of refreshment of general mandate is usually scheduled to be proposed for the Shareholders' approval at the next annual general meeting of the Company. As the next annual general meeting of the Company will not be held until end of June 2026 (the “**2025 AGM**”), the Company will no longer have the flexibility to promptly meet fund raising opportunities for about nine months should any fund-raising opportunity with attractive terms arise prior to the 2025 AGM.

In today's dynamic business landscape, timing is critical when securing appropriate investment and fundraising opportunities. Consequently, issuing shares under a specific mandate may not be the optimal fundraising approach for capitalising on investment opportunities promptly, given the extensive procedural requirements involved in convening a general meeting to obtain the Shareholders' approval after finalising the terms of potential investment opportunities and proposed new share issuances. Conversely, granting the New General Mandate would avoid the uncertainties associated with failing to secure a specific mandate in a timely manner and provide a more expedient solution for the Company to respond rapidly to market conditions and fundraising opportunities. Furthermore, should the Company receive an attractive investment offer from potential investors prior to the next annual general meeting, the Directors will be positioned to respond promptly to such fundraising opportunities by considering the issuance of new Shares under the New General Mandate. In light of the above, the Directors are of the view that granting the New General Mandate provides the Company with enhanced financing flexibility to address its funding requirements and enables swift responses to market conditions and investment opportunities that may arise before the next annual general meeting. This approach will facilitate a more efficient fundraising process and may allow for the issuance of new Shares as transaction consideration.

LETTER FROM THE BOARD

Other financing alternatives

The Directors have considered other financing alternatives apart from equity financing such as debt financing, right issue, open offer or internal cash resources to meet the immediate funding needs of the Group, if appropriate, taking into consideration the financial position, capital structure and cost of funding of the Group as well as the prevailing market condition.

Debt financing

The Board considers equity financing to be a vital funding avenue for the Group as it reduces reliance on debt financing, which would increase the Group's debt gearing ratio and create additional interest payment obligations. Moreover, borrowing from financial institutions typically involves lengthy due diligence processes and negotiations, often resulting in less favourable terms compared to equity financing. Such financing facilities may require the Company to provide collateral and pledge its assets, with terms dependent on financial institutions' assessments. Bond offerings present similar challenges and disadvantages. Given that debt financing generally imposes interest burdens on the Group, the Directors consider debt financing to be more uncertain and time-consuming compared to equity financing for obtaining additional funding.

Pre-emptive issues

Regarding other pre-emptive issues such as rights issues and open offers, while such pre-emptive issues allow existing Shareholders to subscribe for their entitlements and maintain their respective shareholding interests in the Company, they may impose a financial burden on the existing Shareholders during uncertain market conditions. Additionally, the ultimate fund-raising amount cannot be assured by the Company if the equity financing is conducted on a non-underwritten basis. Even if the Company successfully procures an underwriter, the underwriting commission represents an additional cost to the Group and may not benefit the Company and the Shareholders as a whole. Furthermore, rights issues or open offers generally require at least five to six weeks to complete, and may involve lengthy discussions with potential underwriters. Where shareholders' approval is required, the process may extend beyond two months, primarily due to the time needed for the issuer to prepare the relevant circular and the notice period for the general meeting. Consequently, this would not enable the Company to satisfy its funding requirements in a timely manner, particularly given current market conditions.

Taking into account the above, the Board considers that it is more preferable for the Company to issue Shares under New General Mandate if the funding size is relatively small to save undue administrative cost and time, which is fair and reasonable and in the interests of the Company and the Shareholder as a whole.

LETTER FROM THE BOARD

Fundings needs for business development

The Group has been actively pursuing opportunities to diversify its revenue streams and leverage its expertise in environmental protection businesses to expand its business scope. On the environmental protection business front, the Company has been increasing its investment in business expansion with both existing and new customers in Vietnam, whilst enhancing human resources investment in the Vietnamese market, particularly in business sales and operations. This strategic approach aims to strengthen the Group's traditional business development in Vietnam. Additionally, the Group will continue to focus on Greater Bay Area of China, closely monitoring the operational status of the customer and maintaining communication with new customers, whilst identifying new opportunities in both traditional and new businesses. Meanwhile, the Group will prudently expand its new business lines – property leasing and online advertising businesses – as strategic growth drivers, hoping that revenue from these new businesses will effectively supplement the revenue from the Group's core businesses.

As disclosed in the interim report of the Company for the six months ended 30 June 2025, the Group's cash and bank balances amounted to approximately RMB62,047,000 as at 30 June 2025. Up to 30 September 2025, the Group has utilised (i) approximately RMB30.2 million for settlement of trade payables to vendors in relation to the engineering, procurement and construction projects ("**EPC Projects**"); (ii) approximately RMB2.7 million for settlement of staff costs, professional fees and other operating expenses of the Group; and (iii) RMB10 million as injection of the capital of a new subsidiary of the Group which most of the amounts had been utilised for settlement of its outstanding trade and other payables and bank borrowings, and RMB2 million as part of the consideration for acquisition of certain equity interest of the new subsidiary of the Group pursuant to the investment agreement dated 11 July 2025 (the "**Acquisition**"). For details of the Acquisition, please refer to the announcements of the Company dated 11 July 2025 and 15 July 2025. The Group intends to utilise part of the available cash and bank balances before Chinese New Year of 2026, given the time gap between making payments to the suppliers and/or services providers and receiving payments from the customers, resulting in possible cash flow mismatch, as to (a) approximately RMB25.7 million for settlement of trade and other payables to vendors in relation to the EPC Projects; and (b) approximately RMB4.1 million for settlement of staff costs, professional fees and other operating expenses of the Group. Within six months from the Latest Practicable Date, the Group intends to set aside (i) not less than RMB2.0 million for the development of existing commercial projects and development of new commercial projects under the property leasing business subsequent to the Acquisition; (ii) not less than RMB2.0 million for operating expenses of the online advertising business; and (iii) not less than RMB2.0 million for settlement of staff costs, professional fees and other operating expenses of the Group.

LETTER FROM THE BOARD

In addition, a new large-sized EPC project in Vietnam, which commenced in late 2024, requires approximately RMB47.0 million, primarily for construction and machinery costs. As at the Latest Practicable Date, the Group has paid approximately RMB23.5 million for this project. The Group will need to utilise an additional RMB23.5 million by the end of the second quarter of 2026 to complete the project. Furthermore, the Group intends to utilise: (i) approximately RMB1.0 million for the existing and new projects in the Greater Bay Area of China; and (ii) approximately RMB5.0 million for the development of its online advertising business which primarily for the settlement of agency or vendor costs and staff salaries, by the second quarter of 2026.

Whilst the Group's traditional businesses continue to primarily serve traditional industries, in view of the economic recovery and market sentiment in China, the Company will continue to adapt to the latest economic conditions in China by prioritising stability whilst actively pursuing growth opportunities. Hence, the Company has been proactively exploring various business opportunities and engaging in discussions with different business partners and customers regarding potential collaborations and investments. Once these business plans materialise, immediate funding will be essential to capitalise on opportunities promptly. Therefore, granting the New General Mandate equips the Group with the capability to seize such opportunities effectively.

Considering the above factors, the Directors are of the view that the grant of the New General Mandate provides the Company a flexible tool of financing, which is fair and reasonable and is in the interests of the Company and the Shareholders as a whole. As at the Latest Practicable Date, the Company has no concrete plan nor has entered into any agreement, arrangement, understanding or undertaking in respect of any proposed issue of new Shares under the New General Mandate. Should any plans materialise, the Company will address funding requirements by balancing its overall capital structure through utilising internal resources and/or employing suitable financing methods. The Company will exercise due and careful consideration when selecting available financing options. The Company will make further announcement(s) in accordance with the Listing Rules as and when appropriate.

LETTER FROM THE BOARD

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Save for the below equity fund raising activities, the Company has not carried out any other equity fund raising activities in the past twelve-month period immediately prior to the Latest Practicable Date:

Date of announcement	Fund raising activities	Net proceeds raised (approx.)	Intended use of proceeds	Actual use of the net proceeds as at Latest Practicable Date
11 April 2025, 14 April 2025 and 7 May 2025	Placing of new Shares at the placing price of HK\$0.260 each to not less than six placees under general mandate	Approximately HK\$1.50 million	General working capital of the Group	Fully utilised as intended
5 Augst 2025 and 22 August 2025	Placing of new Shares at the placing price of HK\$0.730 each to not less than six placees under general mandate	Approximately HK\$5.46 million	General working capital of the Group	Fully utilised as intended

POTENTIAL DILUTION OF SHAREHOLDING OF THE SHAREHOLDERS

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilisation of the New General Mandate (assuming no other Shares are issued or repurchased by the Company from the Latest Practicable Date up to and including the date when the New General Mandate is utilised in full), for illustrative and reference purpose:

	As at the Latest Practicable Date		Upon full utilisation of the New General Mandate (assuming there is no other change in the shareholding structure of the Company from the Latest Practicable Date)	
	Number of shares	Approximate %	Number of shares	Approximate %
Directors and substantial Shareholder				
Mr. XIE Yang (Note 1)	300,000	0.66%	300,000	0.55%
Mr. HE Xuanxi (Note 1)	100,000	0.22%	100,000	0.18%
Able Talent Asia Limited	5,100,000	11.20%	5,100,000	9.34%
Direct Profit Enterprises Limited	2,700,000	5.93%	2,700,000	4.94%
Other Shareholders				
Public Shareholders	37,324,880	81.99%	37,324,880	68.32%
Maximum number of new Shares that can be issued under the New General Mandate	—	—	9,104,976	16.67%
Total	45,524,880	100.00%	54,629,856	100.00%

Note 1: Being executive Directors.

LETTER FROM THE BOARD

Assuming that (i) the grant of the New General Mandate is approved at the EGM; and (ii) no Shares will be issued and/or repurchased and cancelled from the Latest Practicable Date up to the date of the EGM (both dates inclusive), upon full utilisation of the New General Mandate, 9,104,976 Shares can be issued, which represents 20% and approximately 16.67% of the aggregate number of the issued Shares as at the Latest Practicable Date and the aggregate number of the enlarged issued Shares respectively. The aggregate shareholding of the existing public Shareholders will be diluted from approximately 81.99% as at the Latest Practicable Date to approximately 68.32% upon full utilisation of the New General Mandate, representing a potential maximum dilution in public shareholding by approximately 13.67%.

EGM

Pursuant to Rule 17.42A of the GEM Listing Rules, the grant of the New General Mandate will be subject to Independent Shareholders' approval at a general meeting of the Company. Any controlling Shareholders and their respective associates, or where there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolutions to approve the grant of the New General Mandate.

As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors having made all reasonable enquiries, the Company has no controlling Shareholder. Accordingly, Mr. Xie Yang and Mr. He Xuanxi, being executive Directors, together with their associates, are required to abstain from voting in favour of the ordinary resolution(s) regarding the grant of the New General Mandate at the EGM. To the best of the Director's knowledge, information and belief having made all reasonable enquiries, save as disclosed above and as at the Latest Practicable Date, no other Shareholder is required to abstain from voting on the proposed resolution(s) on the Proposed Refreshment of General Mandate at the EGM.

A notice convening the EGM is set out on pages EGM-1 to EGM-4 of this circular. The EGM will be convened at 6/F, No. 18 Keyan Road, Science City, High-tech Industrial Development Zone, Guangzhou, PRC on Friday, 28 November 2025 at 10:30 a.m. for the purpose of, considering and, if thought fit, approving the grant of the New General Mandate.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. no later than Wednesday, 26 November 2025 at 10:30 a.m.). Completion and return of a form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 25 November 2025 to Friday, 28 November 2025 (both days inclusive) during which period no transfer of Shares will be registered. In order to be qualified to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 24 November 2025.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprises Mr. Yam Yuet Hang, Mr. Yang Yucheng and Dr. Chang Cheng Hui, all being independent non-executive Directors. It has been established to advise the Independent Shareholders on the grant of the New General Mandate. Red Sun Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the grant of the New General Mandate.

RECOMMENDATION

Based on the above, the Directors (including members of the Independent Board Committee whose views are set out in the letter from the Independent Board Committee in this circular after taking into account the advice of the Independent Financial Adviser) consider that the grant of the New General Mandate is fair and reasonable and is in the best interests of the Company and the Shareholders as a whole, and recommend the Independent Shareholders to vote in favour of the relevant resolution(s) to be proposed at the EGM as set out in the notice of EGM attached to this circular.

Your attention is drawn to the letter of advice from the Independent Financial Adviser set out in pages IFA-1 to IFA-11 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in connection with the grant of the New General Mandate and the letter from the Independent Board Committee set out on page IBC-1 of this circular which contains its recommendation to the Independent Shareholders in relation to the grant of the New General Mandate.

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
Futian Holdings Limited
福田股份有限公司
XIE Yang
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



FUTIAN HOLDINGS LIMITED

福田股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8196)

13 November 2025

To the Independent Shareholders

Dear Sir or Madam,

PROPOSED REFRESHMENT OF GENERAL MANDATE

We refer to the circular of the Company to the Shareholders dated 13 November 2025 (the “Circular”), in which this letter forms part. Unless the context requires otherwise, capitalized terms used in this letter will have the same meanings as defined in the Circular.

The Independent Board Committee has been established to advise the Independent Shareholders on whether the proposed grant of the New General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

We wish to draw your attention to the letter from the Board as set out on pages 3 to 11 of the Circular and the letter of advice from Red Sun Capital Limited, the Independent Financial Adviser, appointed to advise the Independent Board Committee and the Independent Shareholders, as set out on pages IFA-1 to IFA-11 of this circular in relation to the proposed grant of the New General Mandate.

Having taken into consideration the factors and reasons as stated in the letter from the Board, and the opinion as stated in the letter of advice from the Independent Financial Adviser, we consider that the proposed grant of the New General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution(s) to be proposed at the EGM to approve the proposed grant of the New General Mandate.

Yours faithfully,

For and on behalf of the

Independent Board Committee

Mr. Yam Yuet Hang

Mr. Yang Yucheng

Dr. Chang Cheng Hui

Independent Non-executive Directors

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter from the Independent Financial Adviser which sets out its advice to the Independent Board Committee and the Independent Shareholders for inclusion in this circular.



红日资本有限公司
RED SUN CAPITAL LIMITED

Room 2703, 27/F
China Insurance Group Building
141 Des Voeux Road Central
Hong Kong

Tel: (852) 2857 9208
Fax: (852) 2857 9100

13 November 2025

*To: The Independent Board Committee and the Independent Shareholders of
Futian Holdings Limited*

Dear Sir or Madam,

PROPOSED REFRESHMENT OF GENERAL MANDATE

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in connection with the refreshment of the Existing General Mandate, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company to the Shareholders dated 13 November 2025 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

As the refreshment of the Existing General Mandate is being made prior to the Company’s next annual general meeting, pursuant to Rule 17.42(A) of the GEM Listing Rules, the refreshment of the Existing General Mandate is subject to the Independent Shareholders’ approval by way of an ordinary resolutions at the EGM at which any of the controlling shareholders of the Company and their associates, or, where there are no controlling shareholders of the Company, all Directors (excluding the independent non-executive Directors) and the chief executive, if any, of the Company and their respective associates shall abstain from voting in favour of the resolutions approving the proposed refreshment of the Existing General Mandate.

As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors having made all reasonable enquiries, the Company has no controlling Shareholder. Accordingly, Mr. Xie Yang and Mr. He Xuanxi, being executive Directors, together with their associates, are required to abstain from voting in favour of the ordinary resolution(s) regarding the grant of the New General Mandate at the EGM. To the best of the Director’s knowledge, information and belief having made all reasonable enquiries, save as disclosed above and as at the Latest Practicable Date, no other Shareholder is required to abstain from voting on the proposed resolution(s) on the proposed refreshment of the Existing General Mandate at the EGM.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Yam Yuet Hang, Mr. Yang Yucheng and Dr. Chang Cheng Hui, has been established to advise the Independent Shareholders as to whether the refreshment of the Existing General Mandate is fair and reasonable and in the interests of the Company and the Shareholders as a whole. We, Red Sun Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

OUR INDEPENDENCE

As at the Latest Practicable Date, we did not have any relationship with or interest in the Company or any other parties that could reasonably be regarded as relevant in assessing our independence. In the previous two years, Red Sun Capital Limited has not acted as an independent financial adviser to the Independent Board Committee and the Independent Shareholders of the Company for any transaction.

Other than this appointment as the Independent Financial Adviser in connection with the proposed refreshment the Existing General Mandate and apart from normal professional fees paid or payable to us in connection with this appointment and the engagement as stated above as the Independent Financial Adviser, no arrangements exist whereby we had received or will receive any fees or benefits from the Company or any other parties that could reasonably be regarded as relevant in assessing our independence. Accordingly, we consider that we are independent pursuant to Rule 17.96 of the GEM Listing Rules.

BASIS OF OUR OPINION

In formulating our opinion, we have relied on the statements, information, opinions and representations contained in the Circular and the information and representations provided to us by the Directors and the management of the Company. We have assumed that all statements, information and representations provided by the Directors and the management of the Company, for which they are solely and wholly responsible, were true and accurate at the time when they were provided and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion and expectation made by the Directors in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information has been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Directors and the management of the Company. We believe that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, carried out any independent verification of the information provided by the Directors and the management of the Company, nor have we conducted an independent investigation into the business and affairs of the Group.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Circular have been arrived at after due and careful consideration and there are no other facts not contained in the Circular the omission of which would make any statement in the Circular misleading.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

This letter is issued for the information of the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the proposed refreshment of the Existing General Mandate, and except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the proposed refreshment of the Existing General Mandate, we have taken the following principal factors and reasons into consideration:

1. Background of the proposed refreshment of the Existing General Mandate

The Company is an investment holding company and the Group is principally engaged (i) environmental protection business, such as wastewater treatment and soil remediation, through design, construction, operation and maintenance service of related facilities; (ii) trading of related equipment; and (iii) provision of online advertising and related services. On top of expanding its core businesses of provision of engineering services for wastewater and drinking water treatment facilities and other environmental protection business, the management of the Group has been vigorously developing other business lines (namely, the property leasing and data businesses), with a view to diversifying its business segment and broadening its source of income. As the Group has been actively expanding its business, the Company may conduct equity and/or debt fund raising exercise when suitable opportunities arise. During the period from the date of grant of the Existing General Mandate to the Latest Practicable Date, all of the Existing General Mandate (i.e. 7,587,480 Shares) has been utilised as a result of the Placing in August 2025.

As at the Latest Practicable Date, there are 1,200,000 outstanding Share Options granted by the Company. Such outstanding Share Options are exercisable into 1,200,000 Shares. Save for the foregoing, the Company has no other outstanding convertible bonds, options, derivatives, warrants, conversion rights or other similar rights entitling holders thereof to subscribe for or convert into or exchange for new Shares.

At the AGM, the Shareholders approved, among other things, the grant of the Existing General Mandate which authorised the Directors to allot, issue and deal with not more than 7,587,480 new Shares, being 20% of the issued share capital of the Company as at the date of the AGM.

References are made to the announcements of the Company dated 5 August 2025 and 22 August 2025 in relation to the Placing. Following completion of the Placing on 22 August 2025, the Existing General Mandate has been fully utilised by the Company.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As the Existing General Mandate has been fully utilised, the Board proposes to convene the EGM at which ordinary resolution(s) will be proposed to the Independent Shareholders that (i) the Directors be granted the New General Mandate to allot and issue Shares not exceeding 20% of the Company's issued share capital as at the date of passing the relevant resolution(s) at the EGM; and (ii) the New General Mandate be extended to Shares repurchased by the Company pursuant to the repurchase mandate granted to the Directors at the AGM.

The Company has not refreshed the Existing General Mandate since the AGM. The New General Mandate will last 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 is required by any applicable laws or the Articles of Association to be held; and (iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

As at the Latest Practicable Date, the Company has 45,524,880 Shares in issue. On the basis that there are no changes in the issued share capital of the Company from the Latest Practicable Date and up to the date of the EGM, the Directors will be authorised to allot and issue up to 9,104,976 new Shares under the New General Mandate, representing 20% of the issued share capital of the Company as at the date of the EGM.

2. Reasons for the grant of the New General Mandate

As advised by the Company, we understand that the Directors consider equity financing to be an important source of financing to the Group for its general working capital, settling its financing obligations, and/or financing future investments or business development since the equity financing (i) does not incur any interests on the Group compared to debt financing; (ii) is less costly and time-consuming compared to rights issue or open offer; (iii) has more certainty and is less time consuming than specific mandate which required Shareholders' approval in a general meeting; and (iv) enables the Company to capture any capital raising and/or prospective investment opportunities which may arise from time to time in an efficient manner.

As set out in the Letter from the Board, the grant of the New General Mandate (i) would provide greater flexibility as compared with issuing shares under specific mandate, as the relevant resolution in respect of refreshment of general mandate is usually scheduled to be proposed for the Shareholders' approval at the 2025 AGM, which is expected not be held until end of June 2026, the Company will no longer have the flexibility to promptly meet fund raising opportunities for about nine months should any fund-raising opportunity with attractive terms arise prior to the 2025 AGM; (ii) is considered to be a vital funding avenue for the Group as an equity financing as it reduces reliance on debt financing, which would increase the Group's debt gearing ratio and create additional interest payment obligations; (iii) is a better way of financing as compared with other pre-emptive issues such as rights issues and open offers, which (a) may impose a financial burden on the existing Shareholders during uncertain market conditions; (b) more uncertain in terms of ultimate fund-raising amount if conducted on a non-underwritten basis, or would incurred additional underwriting commission if an underwriter will be procured, and (c) more time consuming in terms of the administrative procedures and lengthy discussions with potential underwriters; and (iv) would facilitate the development of the business of the Group for, among others, (a) increasing its investment in business expansion with both existing and new customers in

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Vietnam on the environmental protection business front; (b) closely monitoring the operational status of the customer and maintaining communication with new customers, whilst identifying new opportunities in both traditional and new businesses in Greater Bay Area of the PRC; and (c) property leasing and data businesses of the Group as the new business lines and a strategic growth drivers. For further information, please refer to the Letter from the Board.

We have reviewed the annual report of the Company for the year ended 31 December 2024 (the “**2024 Annual Report**”) and the interim report of the Company for the six months ended 30 June 2025 (the “**2025 Interim Report**”), and noted that the Group generated loss for the year ended 31 December 2024 of approximately RMB7.0 million as compared with the profit for the year ended 31 December 2023 of approximately RMB2.9 million, mainly attributable to the decrease in revenue of approximately RMB60.8 million and the gross profit of approximately RMB19.5 million. The Group generated profit for the six months ended 30 June 2025 of approximately RMB2.0 million as compared with the loss for the six months ended 30 June 2024 of approximately RMB0.8 million, mainly attributable to the increase in revenue derived from the provision of engineering services for wastewater and drinking water treatment facilities as the contractor (the “**EPC Projects**”) of approximately RMB27.7 million and the gross profit of approximately RMB2.7 million.

With reference to the 2024 Annual Report and the 2025 Interim Report, cash and cash equivalents of the Group increased from approximately RMB53.4 million as at 31 December 2023 to approximately RMB72.3 million as at 31 December 2024, which comprise a net cash flows generated from operating activities of approximately RMB4.5 million during the year ended 31 December 2024, and cash and cash equivalents of the Group decreased to approximately RMB62.0 million as at 30 June 2025, which comprise a net cash used in operating activities of approximately RMB13.4 million during the six months ended 30 June 2025, mainly for the settlement of trade payables, and other payables and accruals.

In addition, as set out in the 2024 Annual Report, the Company proposed to implement the rights issue on the basis of one rights share for every two existing share on 14 June 2024 (the “**Rights Issue**”), which was completed on 9 July 2024 and 19,374,000 Shares, with par value of HK\$0.3 each, were issued and allotted accordingly. The net proceeds from the Rights Issue after expenses of approximately HK\$5.51 million were fully utilised as intended to fund the working capital of the EPC Projects and other general working capital of the Group as at 31 December 2024. As set out in the 2025 Interim Report, the Company entered into a placing agreement dated 11 April 2025 and the supplemental agreement dated 14 April 2025 with a placing agent, pursuant to which the Company appointed such placing agent to procure not less than six placees to subscribe up to 6,387,480 placing Shares at a price of HK\$0.260 per placing Share on a best effort basis on the terms and subject to the condition of such placing agreement, and an aggregate of 6,000,000 placing Shares have been successfully placed and the completion took place on 7 May 2025. The net proceeds from such placing of approximately HK\$1.50 million had been fully used as general working capital of the Group as at 30 June 2025.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

With reference to the discussion with the Management, we are given to understand that, although the Company had no definite arrangements for financing plans for upcoming 12 months, the Company is currently considering to (i) negotiate with financial institutions for debt financing; and (ii) negotiate with placing agents to conduct further round(s) of share placements. The Directors have confirmed that they would exercise due and careful consideration when choosing the optimal financing method available to the Group to the best of their knowledge and belief. Despite the above, we reviewed the breakdown of the expect usage of cash and bank balances of the Company (the “**Breakdown**”). As per the Breakdown, among the cash and bank balances of the Company as at 30 June 2025 of approximately RMB62.0 million, (i) part of which had been utilised up to around 30 September 2025 as to (a) approximately RMB30.2 million for the settlement of trade payables to vendors in relation to the EPC Projects; (b) approximately RMB2.7 million for settlement of staff costs, professional fees and other operating expenses of the Group; and (c) RMB10.0 million as injection of the capital of a new subsidiary of the Group, which most of the amounts had been utilised for the settlement of its outstanding trade and other payables and bank borrowings, and RMB2.0 million was utilised as part of the consideration of certain equity interest of the new subsidiary of the Group, both of which pursuant to an investment agreement (the “**Acquisition**”), for the details of which, please refer to the announcement of the Company dated 11 and 15 July, 2025; and (ii) part of which is intended to be utilised before Chinese New Year of 2026, given the time lags between making payments to the suppliers and/or services providers and receiving payments from the customers, in particular for the EPC project in Vietnam, which commenced in late 2024, and is one of the largest projects of the Company in the recent years, resulting in possible cash flow mismatch, mainly attributable to the settlement of trade payables in 30 to 90 days in general, and the credit period granted to the customers by the Group of 30 days in general from the date of issuing tax invoice, extending up to the date of final acceptance of the whole projects for certain customers, which subject to relatively lengthy process administrative procedure in relation to certify the work done of the relevant projects between the Group and its customers, and a portion of the progress payments is usually withheld by the its customers as retention money, is normally due after the end of the defects liability period and the issuance of a maintenance certificate by the contractor and/or the project owner, and such situation is expected to be improved towards the end of the respective projects, subject to the certifying process by the contractor and/or project owner and internal procedure for the settlement of the payment of the Group’s customers, as to (a) approximately RMB25.7 million for the settlement of trade and other payables to vendors in relation to the EPC Projects; and (b) approximately RMB4.1 million for settlement of staff costs, professional fees and other operating expenses of the Group.

Furthermore, based on the Letter from the Board, after reviewing the relevant schedule provided by the Company (the “**Schedule**”) and discussion with the Management, we note that the Company intends to set aside, within six months from the Latest Practicable Date, (i) not less than RMB2.0 million for the development of existing commercial projects and development of new commercial projects under the property leasing business subsequent to the Acquisition; (ii) not less than RMB2.0 million for operating expenses of the online advertising business; and (iii) not less than RMB2.0 million for settlement of staff costs, professional fees and other operating expenses of the Group. The Group also intent to utilise an additional amount of approximately RMB23.5 million by the end of the second quarter of 2026, primarily as the construction and machinery costs for a new EPC project in Vietnam commenced in late 2024, approximately RMB1.0 million for the existing and new projects in the Greater Bay Area of the PRC by the end of the second quarter of

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2026; and approximately RMB5.0 million for the development of its online advertising business, which primarily for the settlement of agency or vendor costs and staff salaries, by the second quarter of 2026 (including not less than RMB2.0 million for operating expenses of the online advertising business by six months from the Latest Practicable Date).

Based on the abovementioned assessments and works performed, we concur with the Company's view that the Group has legitimate reasons to refresh the Existing General Mandate. If the New General Mandate is granted, it can allow flexibility for the Group to raise new fund through equity issue before the 2025 AGM, without the need to go through the lengthy process in obtaining further approval from the Shareholders. In the face of uncertain economic environment, it is important for the Company to have the ability to grasp any future window of opportunity before the 2025 AGM to conduct equity financing efficiently and avoid the uncertainties that may result from not obtaining a specific mandate in a timely manner, if and when the Company enters into such transactions. Please refer to the section headed "4. Other financing alternatives" in this letter in respect of other financing alternatives.

We are of the view that the terms and condition of the refreshment of the Existing General Mandate are fair and reasonable, after having considered that:

- (i) debt financing may incur interest burden to the Group and may be subject to lengthy due diligence and negotiations with the banks with reference to the Group's current financial position and capital structure and the financial market condition at that time;
- (ii) rights issue or open offer may take a longer time to complete while fund raising exercise pursuant to general mandate provides the Company a simpler and less lead time process than other types of fund raising exercise and avoids the uncertainties in such circumstances that specific mandate may not be obtained in a timely manner;
- (iii) as compared with issuing shares under specific mandate, the proposed refreshment of the Existing General Mandate would provide greater flexibility;
- (iv) most of the cash and bank balances of the Company as at 30 June 2025 had been or is intended to be utilised for the settlement of various payables obligations, the Acquisition, expenses and business development;
- (v) the Group may not have enough financial resources for its business operation and development, which hinders the Group to operate and further develop its business if the Group was unable to source funds from alternative financing methods; and
- (vi) the refreshment of the Existing General Mandate will provide the Company with an additional alternative and flexibility of financing to the Group.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

3. Fund raising activities of the Company during the past twelve months

In order to finance the financial obligation and the existing and/or new projects of the Group, during the past twelve months, the Company entered into the following equity fund raising activity:

Date of announcement	Fund raising activities	Net proceeds raised (approximately)	Intended use of proceeds	Actual use of the net proceeds as at Latest Practicable Date
11 April 2025, 14 April 2025 and 7 May 2025	Placing of new Shares at the placing price of HK\$0.260 each to not less than six placees under general mandate	Approximately HK\$1.50 million	General working capital of the Group	Fully utilised as intended
5 August 2025 and 22 August 2025	Placing of new Shares at the placing price of HK\$0.730 each to not less than six placees under general mandate	Approximately HK\$5.46 million	General working capital of the Group	Fully utilised as intended

Save as and except the above, the Company had not carried out any other equity fund raising activities in the past twelve-month period immediately prior to the Latest Practicable Date. We noted that the abovementioned funds raised from placing by utilising the Existing General Mandate were fully utilised as at the Latest Practicable Date.

Therefore, we consider that it is crucial for the Group to have sufficient financial resources on hand or readily available alternative financing options in order to capture suitable opportunities which may arise in the future in a timely manner. Besides, other financing alternatives such as debt financing or bank borrowings would have incurred interest burden to the Group. As such, we consider that it is commercially sensible for the Group to maintain flexibility in the future as and when the Company considers desirable for the development of the Company and concur with the Directors that the refreshment of the Existing General Mandate is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

4. Other financing alternatives

As discussed with the Management, we are given to understand that other financing alternatives such as debt financing and internal cash resources have been also considered to fund future business development and expansion and/or investment opportunities, depending on the Group's financial position and cost of funding as well as the prevailing market condition, and that the Directors would exercise due and careful consideration in the selection of financing method in order to maximise the benefit to the Shareholders.

As discussed with the Management, we noted that it is considered, and we concur, that interest burden may be incurred for debt financing, in particular under the relatively high interest rate environment currently, and there may be lengthy due diligence and negotiations with the banks subject to the Group's financial position and capital structure at the relevant time as well as the financial market condition at that time.

Moreover, the refreshment of the Existing General Mandate allows the Company to raise equity capital within specified number of Shares promptly when necessary rather than the more cost and time-consuming process of applying for specific mandate when such need for capital may arise in the future. In this regard, the Management has contacted financial institutions regarding the possibilities of issuing shares under a specific mandate, however, no positive response was received up to the Latest Practicable Date.

Furthermore, in the case of alternative pro-rata equity fund raising such as rights issue and open offer, it is considered that lengthy discussion with potential commercial underwriters may be required, which may result in the failure of financing the Group's financial obligation, business development, expansion and/or investment opportunities in a timely manner.

In light of the above reasons, the refreshment of the Existing General Mandate will provide the Company with an additional alternative of equity funding, enhance the financing flexibility of the Company to raise funds by way of issuance of new Shares, for future business development and expansion and/or pursuing investment opportunities, and finance the Group's financial obligation when they are fall due, where applicable. Given that equity financing under a general mandate (i) does not incur interest obligations on the Group as compared with bank financing; (ii) is less costly and less time-consuming than raising funds by way of rights issue or open offer; (iii) equips the Group with the ability to capture any capital raising or prospective investment opportunities in a timely manner; and (iv) allows the Group to raise funds to meet its financial obligation shortly when they are fall due, it is considered that the refreshment of the Existing General Mandate is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

5. Potential dilution of shareholding of the Shareholders

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilisation of the New General Mandate (assuming no other Shares are issued or repurchased by the Company from the Latest Practicable Date up to and including the date when the New General Mandate is utilised in full), for illustrative and reference purpose:

	As at the Latest Practicable Date		Upon full utilisation of the New General Mandate (assuming there is no other change in the shareholding structure of the Company from the Latest Practicable Date)	
	Number of shares	Approximate %	Number of shares	Approximate %
Directors and substantial Shareholder				
Mr. Xie Yang <i>(Note 1)</i>	300,000	0.66	300,000	0.55
Mr. He Xuanxi <i>(Note 1)</i>	100,000	0.22	100,000	0.18
Able Talent Asia Limited	5,100,000	11.20	5,100,000	9.34
Direct Profit Enterprises Limited	2,700,000	5.93	2,700,000	4.94
Other Shareholders				
Public Shareholders	37,324,880	81.99	37,324,880	68.32
Maximum number of new Shares that can be issued under the New General Mandate	—	—	9,104,976	16.67
Total	45,524,880	100.00	54,629,856	100.00

Note 1: Being executive Directors.

Assuming that (i) the grant of the New General Mandate is approved at the EGM; and (ii) no Shares will be issued and/or repurchased and cancelled from the Latest Practicable Date up to the date of the EGM (both dates inclusive), upon full utilisation of the New General Mandate, 9,104,976 Shares can be issued, which represents 20% and approximately 16.67% of the aggregate number of the issued Shares as at the Latest Practicable Date and the aggregate number of the enlarged issued Shares respectively. The aggregate shareholding of the existing public Shareholders will be diluted from approximately 81.99% as at the Latest Practicable Date to approximately 68.32% upon full utilisation of the New General Mandate, representing a potential maximum dilution in public shareholding by approximately 13.67%.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Taking into account that the proposed refreshment of the Existing General Mandate (i) would provide an alternative to increase the amount of capital which may be raised thereunder; (ii) would provide more options of financing to the Group for funding needs; and (iii) the fact that the shareholdings of all Shareholders will be diluted proportionately to their respective shareholding upon any utilisation of the general mandate after the refreshment of the Existing General Mandate, we consider that such potential dilution to the shareholdings of the existing public Shareholders is acceptable.

RECOMMENDATIONS

Having taken into account the principal factors discussed above, we are of the view that the proposed refreshment of the Existing General Mandate is fair and reasonable so far as the Company and the Independent Shareholders are concerned and in the interests of the Company and Shareholders as a whole. Accordingly, we recommend the Independent Shareholders, and the Independent Board Committee to advise the Independent Shareholders, to vote in favour of the resolutions to be proposed at the EGM to approve the refreshment of the Existing General Mandate.

Yours faithfully

For and on behalf of

Red Sun Capital Limited

Robert Siu

Ben Leung

Managing Director

Director

Mr. Robert Siu is a licensed person registered with the Securities and Futures Commission of Hong Kong and a responsible officer of Red Sun Capital Limited to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO and has over 25 years of experience in corporate finance industry.

Mr. Ben Leung is a licensed person registered with the Securities and Futures Commission of Hong Kong and a responsible officer of Red Sun Capital Limited to carry out type 6 (advising on corporate finance) regulated activity under the SFO and has over 10 years of experience in corporate finance industry.

NOTICE OF EGM



FUTIAN HOLDINGS LIMITED

福田股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8196)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Futian Holdings Limited (the “**Company**”) will be held at 6/F, No. 18 Keyan Road, Science City, High-tech Industrial Development Zone, Guangzhou, PRC, on Friday, 28 November 2025 at 10:30 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company. Capitalised terms defined in the circular dated 13 November 2025 issued by the Company (the “**Circular**”) shall have the same meanings when used in this notice of EGM unless otherwise specified.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which would or might require shares in the capital of the company to be issued, allotted or disposed of, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares of the company to be issued, allotted or disposed of, either during or after the end of the Relevant Period (as hereinafter defined);

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- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes 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 Articles of Association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the number of shares of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company (unless renewed by an ordinary resolution of the shareholders of the Company in a general meeting, whether unconditionally or subject to conditions); or
- (ii) the date by which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law or any other applicable Cayman Islands law to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company revoking or varying the authority given to the Directors; and

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

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2. “**THAT** conditional upon the passing of resolution no. 1 above, the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 1 above in respect of the number of Shares of the Company not exceeding 20% of the aggregate number of issued Shares as at the date of the passing of this resolution and the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares as at the date of the AGM, pursuant to the resolution passed at the AGM).”

By order of the Board
Futian Holdings Limited
福田股份有限公司
XIE Yang
Chairman

Hong Kong, 13 November 2025

Registered office:

Cricket Square Hutchins Drive P.O. Box
2681 Grand Cayman, KY1-1111 Cayman Islands

Headquarters and Principal Place of Business in the PRC:

No. 18, Keyan Road
Science City
High-tech Industrial Development Zone
Guangzhou, PRC

Principal Place of Business in Hong Kong:

Unit 01-06, Level 27
Wing On Centre
111 Connaught Road Central
Sheung Wan, Hong Kong

Notes:

1. Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the EGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs 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 such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM if he/she/it so wishes. In the event of a Shareholder who has lodged a form of proxy attending the EGM in person, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the EGM (i.e. no later than Wednesday, 26 November 2025 at 10:30 a.m. (Hong Kong time)) or its adjournment.

NOTICE OF EGM

4. For determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 25 November 2025 to Friday, 28 November 2025 (both dates inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the EGM, non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 November 2025.
5. In case of joint holders of a Share, any one of such joint holders may vote at the EGM, either personally 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 are present at the EGM personally or by proxy, the vote of the senior holder 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. If typhoon signal no. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at www.greatwater.com.cn and on the website of the Stock Exchange at www.hkexnews.hk to notify the Shareholders of the date, time and venue of the rescheduled meeting.
7. The translation into the Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the executive Directors are Mr. XIE Yang, Mr. HE Xuanxi, Ms. LIU Chujun and Mr. HUANG Shiping; and the independent non-executive Directors are Mr. YAM Yuet Hang, Mr. YANG Yucheng and Dr. CHANG Cheng Hui.