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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 **Lvji Technology Holdings Inc.**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Lvji Technology Holdings Inc.

驢跡科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1745)

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
(3) RE-APPOINTMENT OF AUDITOR
AND
(4) NOTICE OF THE AGM

Capitalised terms used in the lower portion of this cover page shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the AGM of the Company to be held at the conference room of 4/F, Buddy Hotel, No. 236 Gaotang Road, Tianhe District, Guangzhou, Guangdong Province, the PRC on Wednesday, June 25, 2025 at 3:00 p.m. is set out on pages 16 to 19 of this circular. A form of proxy for use at the AGM is enclosed with the notice of the AGM.

Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (www.lvji.cn). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than 3:00 p.m. on Monday, June 23, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending, speaking and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked. For avoidance of doubt, holders of treasury shares (if any) shall abstain from voting at the AGM.

April 29, 2025

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This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular shall prevail.

DEFINITIONS

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

“AGM”	an annual general meeting of the Company to be convened and held at the conference room of 4/F, Buddy Hotel, No. 236 Gaotang Road, Tianhe District, Guangzhou, Guangdong Province, the PRC on Wednesday, June 25, 2025 at 3:00 p.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Boardroom”	Boardroom Share Registrars (HK) Limited
“BVI”	the British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Lvji Technology Holdings Inc. (驢跡科技控股有限公司), an exempted company with limited liability incorporated on November 7, 2018 in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1745)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholders”	Mr. Zang, Lu Jia Technology, Mr. Fan, Invest Profit, Qifu Honglian LLP, Qifu Honglian BVI, Jieming Sanhao LLP and Jieming Sanhao BVI
“Corporate Governance Code”	the section headed “Part 2 – Principles of good corporate governance, code provisions and recommended best practices” of the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandates”	the Share Issue Mandate and the Share Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Invest Profit”	Invest Profit Technology Holdings Limited, a company incorporated in the BVI with limited liability on November 6, 2018 which is wholly-owned by Mr. Fan and a Controlling Shareholder
“Jieming Sanhao BVI”	捷銘文旅投資有限公司 (Jieming Culture & Travel Investment Ltd.*), a company incorporated in the BVI with limited liability on January 2, 2019 which is wholly-owned by Jieming Sanhao LLP and a Controlling Shareholder
“Jieming Sanhao LLP”	廣州市捷銘叁號投資企業(有限合夥) (Guangzhou Jieming No. 3 Investment Enterprise (Limited Partnership)*), a limited partnership established in the PRC on May 26, 2016 and a Controlling Shareholder
“Latest Practicable Date”	April 28, 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing”	listing of the Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Lu Jia Technology”	Lu Jia Technology Holdings Limited, a company incorporated in the BVI with limited liability on November 6, 2018 which is wholly-owned by Mr. Zang and a Controlling Shareholder
“Mr. Fan”	樊保國 (Fan Baoguo*), a PRC resident and a Controlling Shareholder
“Mr. Zang”	臧偉仲 (Zang Weizhong*), a PRC resident and an executive Director, chairman of the Board and a Controlling Shareholder
“Nomination Committee”	the nomination committee of the Company
“PRC” or “China”	the People’s Republic of China, except where the context otherwise requires, geographical references in this circular to the PRC or China exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Qifu Honglian BVI”	QF HL LJ Limited, a company incorporated in the BVI with limited liability on November 13, 2018 which is wholly-owned by Qifu Honglian LLP and a Controlling Shareholder
“Qifu Honglian LLP”	長興啓賦宏聯股權投資合夥企業(有限合夥) (Changxing Qifu Honglian Equity Investment (Limited Partnership)*) (formerly known as 長興啓賦宏聯投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on June 29, 2016 and a Controlling Shareholder
“Retiring Directors”	Mr. Liu Hui and Ms. Gao Yuanyuan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value US\$0.01 each in the share capital of the Company
“Share Issue Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares (including sale or transfer of treasury shares out of treasury, if any) not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the relevant resolution granting such mandate
“Share Repurchase Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the relevant resolution granting such mandate
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

* For identification purposes only

LETTER FROM THE BOARD



Lvji Technology Holdings Inc.

驢跡科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1745)

Executive Directors:

Mr. Zang Weizhong (*Chairman*)

Mr. Wang Lei (*Vice Chairman*)

Mr. Liu Hui

Independent non-executive Directors:

Ms. Gu Jianlu

Ms. Gao Yuanyuan

Ms. Gu Ruizhen

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place of Business in the PRC:

Room 602, 11 Ruanjian Road

Tianhe District

Guangzhou City

China

Principal Place of Business

in Hong Kong:

31/F., 148 Electric Road

North Point

Hong Kong

April 29, 2025

To the Shareholders

Dear Sir or Madam,

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

(2) RE-ELECTION OF RETIRING DIRECTORS

(3) RE-APPOINTMENT OF AUDITOR

AND

(4) NOTICE OF THE AGM

INTRODUCTION

The purpose of this circular is to provide you with the relevant information in respect of, among other matters, (i) the Share Issue Mandate; (ii) the Share Repurchase Mandate; (iii) the re-election of the Retiring Directors; and (iv) the re-appointment of auditor, and to give you notice of the AGM relating to, among other matters, these matters.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with Shares (including sale or transfer of treasury shares out of treasury, if any) not exceeding 20% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution. As at the Latest Practicable Date, the total number of issued Shares was 1,687,200,675 Shares. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate will be 337,440,135 Shares, representing 20% of the total number of issued Shares (excluding treasury shares, if any) on the date of passing the resolution approving the Share Issue Mandate.

The Share Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required pursuant to the Articles or any applicable laws to be held; or (iii) the revocation or variation of the authority given under the Share Issue Mandate by an ordinary resolution of the Shareholders in general meeting.

Pursuant to the amendments to the Listing Rules relating to treasury shares effective from June 11, 2024, the Company may cancel the repurchased Shares following settlement of any such repurchase and/or hold such Shares in treasury, subject to market conditions and its capital management needs at the relevant time of such repurchase. Accordingly, if the Company buys back any Shares pursuant to the Repurchase Mandate and holds such Shares in treasury, any resale or transfer of the Shares held in treasury will be subject to the Share Issue Mandate as set out in resolution numbered 4 of the notice of the AGM on pages 16 to 19 of this circular and made in accordance with the Listing Rules and the applicable laws and regulations.

Subject to the passing of the ordinary resolutions regarding the General Mandates, an ordinary resolution will also be proposed at the AGM to extend the Share Issue Mandate by an amount not exceeding the total number of the Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

The Directors wish to state that they have no immediate plan to issue any Shares pursuant to the Share Issue Mandate. The Company did not hold any treasury shares as at the Latest Practicable Date.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase issued Shares subject to the criteria set forth in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Share Repurchase Mandate will be such number which represents 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution subject to the Listing Rules. As at the Latest Practicable Date, the total number of issued Shares was 1,687,200,675 Shares. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate will be 168,720,067 Shares, representing 10% of total number of issued Shares (excluding treasury shares, if any) on the date of passing the resolution approving the Share Repurchase Mandate.

LETTER FROM THE BOARD

The Share Repurchase Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required pursuant to the Articles or any applicable laws to be held; or (iii) the revocation or variation of the authority given under the Share Repurchase Mandate by an ordinary resolution of the Shareholders in the general meeting.

An explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules to provide the requisite information in connection with the Share Repurchase Mandate, is set forth in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

In compliance with paragraph B.2.2 of the code provisions as set out in the Corporate Governance Code as contained in Appendix C1 to the Listing Rules, every Director should be subject to retirement by rotation at least once every three years. Article 84 of the Articles also provides that at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years and that any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment. Accordingly, Mr. Liu Hui and Ms. Gao Yuanyuan will retire from office by rotation and, being eligible, have offered themselves for re-election at the AGM.

The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, skills, accomplishments, experience, reputation and potential time commitment for the Board and/or committee responsibilities), with due regard for the benefits of diversity as set out under the board diversity policy of the Company. The Nomination Committee had also taken into account the overall contribution and service to the Company of the Retiring Directors to the Board and their commitment to their roles.

The Nomination Committee considered that in view of their educational backgrounds and professional knowledge, which are diverse and different from those of other Directors, and accomplishments as set out in Appendix II to this circular, the Retiring Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their continuous appointments will contribute to the diversity of the Board appropriate to the requirements of the Group's business. The Nomination Committee assessed and reviewed the confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules of Ms. Gao Yuanyuan and confirmed that she remains independent.

The Board believed that the re-election of Mr. Liu Hui and Ms. Gao Yuanyuan as executive Director and INED, respectively, would be in the best interests of the Company and its Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that both the Retiring Directors to be re-elected as Directors at the AGM. Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the Retiring Directors) is disclosed in the corporate governance report of the annual report dated March 31, 2025.

Details of the above named Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITOR

Grant Thornton Hong Kong Limited (“**Grant Thornton**”), which has audited the consolidated financial statements of the Company for the year ended December 31, 2024, will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposes to re-appoint Grant Thornton as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and authorize the Board to fix its remuneration.

AGM

Set forth on pages 16 to 19 of this circular is a notice convening the AGM at which, among other matters, resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate, the re-election of the Retiring Directors, and the re-appointment of auditor.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (www.lvji.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 3:00 p.m. on Monday, June 23, 2025).

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or an administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the AGM and contained in the notice of the AGM will be voted by way of a poll by the Shareholders.

Treasury shares, if any and registered under the name of the Company, shall not be voted, directly or indirectly, at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall procure, upon depositing any treasury shares in CCASS, the abstention from voting at any of its general meeting(s) in relation to those Shares.

RECOMMENDATION

The Directors consider that (i) the granting of the Share Issue Mandate and the Share Repurchase Mandate; (ii) the re-election of Retiring Directors; and (iii) the re-appointment of the auditor are in the best interests of the Company, the Group and the Shareholders as a whole, and would recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 aspects and not misleading or deceptive, and there are no other material matters the omission of which would make any statement herein or this circular misleading.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
Lvji Technology Holdings Inc.
Zang Weizhong
Chairman and Executive Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Share Repurchase Mandate for your consideration.

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1. LISTING RULES RELATING TO THE SHARE REPURCHASE MANDATE

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their securities subject to certain restrictions. All proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up. A maximum of 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were 1,687,200,675 Shares in issue and the Company did not have any treasury shares. Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 168,720,067 Shares representing 10% of the total number of issued Shares (excluding treasury shares, if any) as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and Shareholders for the Directors to receive the general authority from the Shareholders to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and Shareholders. Shares repurchased for cancellation may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share, while Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Articles, the Listing Rules, and the laws of the Cayman Islands.

4. STATUS OF REPURCHASED SHARES

If the Company repurchases any Shares pursuant to the Share Repurchase Mandate, the Company may cancel such Shares and/or hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time of such repurchase. For the avoidance of doubt, pursuant to the Cayman Companies Act, treasury shares must be held in the name of the Company.

For those treasury shares not directly held by the Company but are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements in respect of such treasury shares. Such measures will include (i) procuring the relevant broker not to give instructions to HKSCC to vote at general meetings of the Company for such treasury shares; and (ii) in case of dividends or distributions, the Company shall give instructions to the Hong Kong Branch Share Registrar to exclude such treasury shares in determining HKSCC's entitlements to the dividends or distributions and notify (or procure the relevant broker to notify) HKSCC the number of treasury shares held with CCASS, or alternatively, withdraw the treasury shares from CCASS and either register them in the Company's own name or cancel them, in each case before the record date for the dividend or distributions.

5. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any repurchase of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the repurchase or out of capital provided that on the day immediately following the date of repurchase the Company is able to pay its debts as they fall due in the ordinary course of business.

6. IMPACT OF REPURCHASES

On the basis of the financial position of the Company as at December 31, 2024 (being the date of its latest audited accounts), the Directors consider that there is no material adverse impact on the working capital or gearing position of the Company if the Share Repurchase Mandate is exercised in full during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

7. GENERAL INFORMATION

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or any of its subsidiaries, if the Share Repurchase Mandate is approved by the Shareholders at the AGM.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, if the Share Repurchase Mandate is approved by the Shareholders at the AGM.

8. CONFIRMATION OF THE DIRECTORS

The Directors confirm that they will exercise the Share Repurchase Mandate pursuant to the relevant resolutions proposed in accordance with the Listing Rules and the applicable laws of Hong Kong, the Articles and the applicable laws of the Cayman Islands.

The Directors also confirm that neither this explanatory statement nor the proposed Share Repurchase Mandate has any unusual features.

9. TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders were interested in 5% or more of the number of issued Shares:

Name of Shareholder	Number of Shares held	Percentage of total number of Shares	Percentage of total number of Shares (assuming the Share Repurchase Mandate is exercised in full)
Lu Jia Technology ⁽¹⁾	560,120,500	33.20%	36.89%
Mr. Zang ^(1,2)	560,120,500	33.20%	36.89%
Invest Profit ⁽¹⁾	560,120,500	33.20%	36.89%
Mr. Fan ^(1,3)	560,120,500	33.20%	36.89%
Qifu Honglian BVI ⁽¹⁾	560,120,500	33.20%	36.89%
Qifu Honglian LLP ^(1,4)	560,120,500	33.20%	36.89%
Qifu Private Equity Funds Management Company Limited* (啓賦私募基金管理 有限公司) ⁽⁴⁾	560,120,500	33.20%	36.89%
Shanghai Qianfu Investment Management Company Limited* (上海謙賦投資管理 有限公司) ⁽⁴⁾	560,120,500	33.20%	36.89%
Mr. Fu Zhekuan* (傅哲寬) ⁽⁴⁾	560,120,500	33.20%	36.89%
Ms. Lin Fangli* (林芳荔) ⁽⁴⁾	560,120,500	33.20%	36.89%
Jieming Sanhao BVI ⁽¹⁾	560,120,500	33.20%	36.89%
Jieming Sanhao LLP ^(1,5)	560,120,500	33.20%	36.89%
Guangzhou Shi Jieming Investment Management Limited* (廣州市捷銘投資 管理有限公司) ⁽⁵⁾	560,120,500	33.20%	36.89%
Mr. Wang Bing* (王冰) ⁽⁵⁾	560,120,500	33.20%	36.89%
Ms. Ye Hua* (葉華) ⁽⁵⁾	560,120,500	33.20%	36.89%
Mithaq Capital SPC ⁽⁶⁾	295,194,000	17.50%	19.44%
Mithaq Capital ⁽⁶⁾	295,194,000	17.50%	19.44%
Mithaq Global ⁽⁶⁾	295,194,000	17.50%	19.44%

* The English names of these companies or persons represent the best effort made by management of the Company to directly translate the Chinese names as they have not registered any official English names.

Notes:

- (1) It is a party to the acting in concert deed dated July 25, 2019 entered into by the Controlling Shareholders pursuant to which each of Mr. Zang, Lu Jia Technology, Mr. Fan, Invest Profit, Jieming Sanhao LLP, Jieming Sanhao BVI, Qifu Honglian LLP and Qifu Honglian BVI agree to act and vote in concert with each other based on consensus reached among themselves (or the instructions of Mr. Zang when no consensus can be reached) for all operational and other matters at board meetings or shareholders' meetings of each of the Group companies.
- (2) As at the Latest Practicable Date, Lu Jia Technology directly held 407,055,400 Shares. Being a party to the acting in concert deed dated July 25, 2019, Lu Jia Technology is deemed to be interested in the Shares held by Mr. Fan, Invest Profit, Qifu Honglian LLP, Qifu Honglian BVI, Jieming Sanhao LLP and Jieming Sanhao BVI. As Lu Jia Technology is wholly and beneficially owned by Mr. Zang, Mr. Zang is deemed to be interested in the Shares held by Lu Jia Technology under the SFO.
- (3) As at the Latest Practicable Date, Invest Profit directly held 61,444,900 Shares. Being a party to the acting in concert deed dated July 25, 2019, Invest Profit is deemed to be interested in the Shares held by Mr. Zang, Lu Jia Technology, Qifu Honglian LLP, Qifu Honglian BVI, Jieming Sanhao LLP and Jieming Sanhao BVI. Invest Profit is wholly and beneficially owned by Mr. Fan and therefore Mr. Fan is deemed to be interested in the Shares held by Invest Profit under the SFO.
- (4) As at the Latest Practicable Date, Qifu Honglian BVI directly held 47,401,200 Shares. Being a party to the acting in concert deed dated July 25, 2019, Qifu Honglian BVI is deemed to be interested in the Shares held by Mr. Zang, Lu Jia Technology, Mr. Fan, Invest Profit, Jieming Sanhao LLP and Jieming Sanhao BVI. Qifu Honglian BVI is wholly and beneficially owned by Qifu Honglian LLP. The general partner of Qifu Honglian LLP is Qifu Private Equity Funds Management Company Limited which in turn is owned as to approximately 32.75 % by Shanghai Qianfu Investment Management Company Limited and as to approximately 18.28% by Mr. Fu Zhekuan, among others. Shanghai Qianfu Investment Management Company Limited is owned as to approximately 81.25% by Mr. Fu Zhekuan. As at the Latest Practicable Date, Ms. Lin Fangli is the spouse of Mr. Fu Zhekuan. Therefore, Qifu Honglian LLP, Qifu Private Equity Funds Management Company Limited, Shanghai Qianfu Investment Management Company Limited, Ms. Lin Fangli and Mr. Fu Zhekuan are deemed to be interested in the Shares held by Qifu Honglian BVI under the SFO.
- (5) As at the Latest Practicable Date, Jieming Sanhao BVI directly held 38,907,000 Shares. Being a party to the acting in concert deed dated July 25, 2019, Jieming Sanhao BVI is deemed to be interested in the Shares held by Mr. Zang, Lu Jia Technology, Mr. Fan, Invest Profit, Qifu Honglian LLP and Qifu Honglian BVI. Jieming Sanhao BVI is wholly and beneficially owned by Jieming Sanhao LLP. The general partner of Jieming Sanhao LLP is Guangzhou Shi Jieming Investment Management Limited which in turn is owned as to approximately 74.5% by Mr. Wang Bing. As at the Latest Practicable Date, Ms. Ye Hua is the spouse of Mr. Wang Bing. Therefore, Jieming Sanhao LLP, Guangzhou Shi Jieming Investment Management Limited, Ms. Ye Hua and Mr. Wang Bing are deemed to be interested in the Shares held by Jieming Sanhao BVI under the SFO.
- (6) As at the Latest Practicable Date, Mithaq Capital SPC directly held 295,194,000 Shares. Mithaq Capital SPC was held as to approximately 46.92% by Mithaq Capital which in turn was wholly-owned by Mithaq Global. Therefore, Mithaq Capital and Mithaq Global are deemed to be interested in the Shares held by Mithaq Capital SPC under the SFO.

As mentioned above, to the best knowledge of the Company, as at the Latest Practicable Date, Mr. Zang and any person acting in concert with him were interested in 560,120,500 Shares, representing approximately 33.20% of the total issued share capital of the Company. In the event that the Directors exercise the Share Repurchase Mandate in full, the equity interest of Mr. Zang and any person acting in concert with him will be increased to approximately 36.89% of the issued share capital of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code as a result of an exercise of the Share Repurchase Mandate. The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

10. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares had been made by the Company on the Stock Exchange or otherwise during the six months immediately preceding the Latest Practicable Date.

11. SHARE PRICES

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange during each of the previous 12 calendar months prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	0.520	0.390
May	0.530	0.440
June	0.485	0.390
July	0.425	0.350
August	0.400	0.300
September	0.485	0.355
October	0.700	0.430
November	0.495	0.380
December	0.420	0.365
2025		
January	0.375	0.340
February	0.510	0.355
March	0.390	0.295
April (up to the Latest Practicable Date)	0.370	0.260

Details of the Retiring Directors proposed to be re-elected at the AGM are set out as follows:

Mr. Liu Hui (劉 暉), aged 46, was appointed as an executive Director on July 7, 2021. He has served the Group since November 2018 and is currently the Group's general manager for the smart tourist attractions business.

Mr. Liu obtained a bachelor's degree in landscaping from Anhui Agricultural University in 2000 and a master's degree in business administration from South China University of Technology in 2007. From October 2011 to November 2018, he served successively as the senior operation director and deputy general manager at Global Business Intelligence Consulting Co., Ltd. (吉貝克信息技術有限公司). From July 2007 to June 2011, he served successively as the operation manager and senior operation manager at Huawei Technologies Co., Ltd. (華為技術有限公司). From July 2000 to August 2004, he served successively as the operation staff and the operation manager at China United Network Communications Co., Ltd., Anhui Branch (中國聯合網絡通信有限公司安徽省分公司).

Mr. Liu did not have any interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Liu entered into a service contract with the Company for a term of three years commencing on July 7, 2021 which has been renewed on July 7, 2024. For the year ended December 31, 2024, Mr. Liu received remuneration, including directors' fees, salaries and other benefits, of approximately RMB532,000 for serving as a Director and his other positions within the Group. The remuneration of Mr. Liu was determined with reference to his qualifications, experience, duties and responsibilities and the prevailing market conditions.

Ms. Gao Yuanyuan (高媛媛), aged 40, was appointed as an INED on November 25, 2022. She is primarily responsible for supervising and providing independent judgment to our Board.

Ms. Gao has over 14 years of extensive working experience in accounting and finance. From August 2011 to January 2012, Ms. Gao worked as an audit assistant in the Guangdong branch of Asia Pacific (Group) CPAs (Special General Partnership). In addition, Ms. Gao worked as a project manager in BDO China Shu Lun Pan CPAs (Special General Partnership) Guangdong Branch from February 2013 to January 2018. She worked as a salaried partner of the Guangdong branch of Asia Pacific (Group) CPAs (Special General Partnership) from February 2018 to February 2021. Ms. Gao has held the position of business director of Yue Kai Securities Company Limited since March 2021.

Ms. Gao is a certified public accountant in the PRC and holds the title of intermediate accountant. Ms. Gao obtained a bachelor's degree in information and computing science from Xiangtan University in 2007 and a master's degree in accounting from Changsha University of Science and Technology in 2011.

Ms. Gao did not have any interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Ms. Gao has confirmed that she meets the independence criteria as set out in Rule 3.13 of the Listing Rules. Ms. Gao entered into a letter of appointment with the Company for a term of three years commencing on November 25, 2022. For the year ended December 31, 2024, Ms. Gao received remuneration, including directors' fees, salaries and other benefits, of approximately RMB73,000 for serving as a Director. The remuneration of Ms. Gao was determined with reference to her qualifications, experience, duties and responsibilities and the prevailing market conditions.

GENERAL

As at the Latest Practicable Date, unless otherwise disclosed above: (1) none of the Retiring Directors proposed for re-election has any relationship with other Directors, senior management or Substantial Shareholder or Controlling Shareholder; has not held any other directorships in last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or any other major appointments and professional qualifications; (2) there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules; and (3) there is no other matter which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules.



Lvji Technology Holdings Inc.
驢跡科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1745)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Lvji Technology Holdings Inc. (the “**Company**”) will be held at the conference room of 4/F, Buddy Hotel, No. 236 Gaotang Road, Tianhe District, Guangzhou, Guangdong Province, the PRC on Wednesday, June 25, 2025 at 3:00 p.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Director(s)**”) and the independent auditor (the “**Auditor**”) for the year ended December 31, 2024.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Liu Hui as executive Director;
 - (b) to re-elect Ms. Gao Yuanyuan as independent non-executive Director; and
 - (c) to authorise the board of Directors (the “**Board**”) to determine the Directors’ remuneration.
3. To re-appoint Grant Thornton Hong Kong Limited as the Auditor and to authorise the Board to fix their remuneration.

4. To consider and, if thought fit, pass with or without amendments, the following resolutions each as a separate resolution:

(a) **“THAT:**

- (i) subject to paragraph (iii) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the **“Listing Rules”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as hereinafter defined) on all the powers of the Company to allot, issue or otherwise deal with additional shares (including sale or transfer of treasury shares (if any), which has the meaning ascribed thereto in the Listing Rules, the **“treasury shares”**) in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
- (ii) the excluding approval in paragraph (i) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than by way of (a) Rights Issue (as hereinafter defined); or (b) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company (the **“Articles”**) in force from time to time, shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares, if any) in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (iv) for the purpose of this resolution:
 - A. **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any applicable laws to be held; and
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

- B. **“Rights Issue”** means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital 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 on a fixed record date in proportion to their then holdings of such shares in the Company (subject 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

(b) **“THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the **“SFC”**) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution:

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

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and
- (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”

- (c) “**THAT** conditional upon resolutions No. 4(a) and No. 4(b) above being passed, the general mandate granted to the Directors to allot, issue or otherwise deal with additional shares pursuant to resolution No. 4(a) be and is hereby extended by the addition thereto the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 4(b).”

By Order of the Board
Lvji Technology Holdings Inc.
Zang Weizhong
Chairman and Executive Director

Guangzhou, the PRC, April 29, 2025

Notes:

- (1) All resolutions (except for procedural and administrative matters) at the AGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company (the “**Shareholder**”) entitled to attend, speak and vote at the AGM is entitled to appoint another person as his proxy to attend, speak and vote instead of him. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a Shareholder. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him. For the avoidance of doubt, the Company shall abstain from voting at the AGM for its holding of any treasury shares.
- (3) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged by post or by hand at the Company’s branch share registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than 3:00 p.m. on Monday, June 23, 2025) or any adjournment thereof.
- (4) Delivery of an instrument appointing a proxy should not preclude a member from attending, speaking and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) The register of members of the Company will be closed from Friday, June 20, 2025 to Wednesday, June 25, 2025 (both days inclusive), during which period no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company on Wednesday, June 25, 2025 will be eligible to attend and vote on the AGM. In order to determine the identity of members who are entitled to attend, speak and vote at the AGM to be held on Wednesday, June 25, 2025, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not later than 4:30 p.m. on Thursday, June 19, 2025.

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Zang Weizhong, Mr. Wang Lei and Mr. Liu Hui; and three independent non-executive Directors, namely Ms. Gu Jianlu, Ms. Gao Yuanyuan and Ms. Gu Ruizhen.