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If you have sold or transferred all your shares in Futong Technology Development Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



Futong Technology Development Holdings Limited
富通科技發展控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock code: 465)

GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at 43rd Floor, Gloucester Tower, 15 Queen's Road Central, The Landmark, Hong Kong at 10:00 a.m. on 19 May 2017 (Friday) is set out on pages 15 to 18 of this circular. Whether or not you are able to attend the annual general meeting, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting (as the case may be) should you so wish.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on 19 May 2017 (Friday)
“Annual Report”	the annual report of the Company which comprises, inter alia, the Directors’ report, the auditors’ report and the financial statements of the Company for the year ended 31 December 2016
“Articles of Association” or “Article(s)”	the articles of association of the Company, as may be amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it in the Listing Rules
“Company”	Futong Technology Development Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of Shares in issue as at the date of the AGM and to extend the general mandate to allot and issue further Shares (if any) which may have been repurchased under the Repurchase Mandate
“Latest Practicable Date”	10 April 2017, the latest practicable date prior to the printing of this circular for inclusion of certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors which would empower the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of the AGM
“SFO”	Securities and Futures Ordinance (Cap.571) of the Laws of Hong Kong
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

LETTER FROM THE BOARD



Futong Technology Development Holdings Limited 富通科技發展控股有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock code: 465)

Executive Directors:

Ms. Zhang Yun
Ms. Chen Jing

Independent Non-executive Directors:

Mr. Lee Kwan Hung
Mr. Chow Siu Lui
Mr. Yuan Bo

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

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

Units B1901 on level 19 and B2001
on level 20 of Tower B
Chaowaimen Office Center
No. 26 Chaowai Street
Chaoyang District
Beijing, the PRC

*Principal place of business
in Hong Kong:*

Rooms 2406-2412, 24th Floor
Sun Hung Kai Centre
30 Harbour Road
Wanchai
Hong Kong

18 April 2017

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This circular provides you with information relating to proposals for the grant of the Issue Mandate, Repurchase Mandate, the re-election of Directors and the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

Pursuant to the resolutions passed by the Shareholders on 13 May 2016, general mandates were granted to the Directors to exercise the power of the Company to allot and issue further Shares and to repurchase Shares. Such mandates will lapse upon the conclusion of the AGM (unless previously revoked or varied by ordinary resolutions of the Shareholders). At the AGM, ordinary resolutions will be proposed to seek the approval of the Shareholders to grant to the Directors general mandates to:

- (i) allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of Shares in issue as at the date of the AGM and to extend the general mandate to allot and issue further Shares up to the aggregate number of the Shares (if any) which may have been repurchased by the Company pursuant to the mandate referred to in (ii) below; and
- (ii) repurchase Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of the AGM.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Article 105 of the Articles of Association, Mr. Lee Kwan Hung and Mr. Yuan Bo will retire from office as Directors by rotation at the AGM. In accordance with Article 109 of the Articles of Association, Mr. Chow Siu Lui (who was appointed as an independent non-executive Director of the Company by the Board with effect from 1 December 2016) and Ms. Chen Jing (who was appointed as an executive Director of the Company by the Board with effect from 10 April 2017) will retire from office as Directors at the AGM. All of them, being eligible, offer themselves for re-election.

Pursuant to the Listing Rules, details of the aforesaid Directors are set out in Appendix II to this circular.

AGM

At the AGM, resolutions will be proposed for the Shareholders to consider and, if thought fit, approve, among other matters, the granting of the Issue Mandate, the Repurchase Mandate and the re-election of Directors.

The notice convening the AGM to be held at 43rd Floor, Gloucester Tower, 15 Queen's Road Central, The Landmark, Hong Kong at 10:00 a.m. on 19 May 2017 (Friday) is set out on pages 15 to 18 of this circular.

LETTER FROM THE BOARD

Whether or not you are able to attend the AGM, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, a resolution put to the vote of a general meeting shall be decided by poll. An announcement on the results of the poll will be published on the websites of the Company and the Stock Exchange.

No Shareholder is required to abstain from voting with respect to each of the resolutions put to vote at the AGM.

RECOMMENDATION

The Directors believe that the proposals for the grant of the Issue Mandate, the Repurchase Mandate and the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to approve the above matters to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

The Company's register of members will be closed during the following periods:

To determine the identity of Shareholders who are entitled to attend and vote at the AGM

Latest time for lodging transfers	: 4:30 p.m. on Monday, 15 May 2017
Closure of register of members	: Tuesday, 16 May to Friday, 19 May 2017 (both dates inclusive)
Record date	: Friday, 19 May 2017
Date of the AGM	: Friday, 19 May 2017

To determine the Shareholders' entitlement to the proposed final dividend

Latest time for lodging transfers	: 4:30 p.m. on Thursday, 25 May 2017
Closure of register of members	: Friday, 26 May to Wednesday, 31 May 2017 (both dates inclusive)
Record date	: Wednesday, 31 May 2017
Payment date for final dividend	: on or about Monday, 12 June 2017

No transfer of Shares will be registered during the above periods when the Company's register of members is closed.

LETTER FROM THE BOARD

In order to be eligible for attending and voting at the AGM and for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than the latest time for lodging transfers as stated above.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board of
Futong Technology Development Holdings Limited
Zhang Yun
Chairlady

This appendix serves as an explanatory statement as required by the Listing Rules to provide the requisite information to you for your consideration of the proposal to permit the granting to the Directors of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of the issue shares of the Company was 311,250,000 Shares. Subject to the passing of the relevant ordinary resolution at the AGM and assuming that no further Shares are issued and repurchased by the Company prior to date of the AGM, the Directors will be authorised to repurchase up to 31,125,000 Shares pursuant to the Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole at the relevant time having regard to the circumstances then prevailing.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and all applicable laws. It is envisaged that the funds required for any repurchases would be derived from the distributable profits of the Company.

The Repurchase Mandate, if exercised in full, may have a material adverse effect on the working capital or gearing position of the Company as compared with the position disclosed in the Company's most recent published audited accounts. The Directors, however, do not propose to exercise the 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.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates currently intends to sell any Shares to the Company under the Repurchase Mandate in the event that it is granted by the Shareholders at the AGM.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or that he/she/it has undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is granted by the Shareholders at the AGM.

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve calendar months immediately preceding the Latest Practicable Date were as follows:

	Highest HK\$	Lowest HK\$
April 2016	1.11	1.07
May 2016	1.13	1.02
June 2016	1.13	0.90
July 2016	1.05	0.96
August 2016	1.16	0.97
September 2016	1.28	1.12
October 2016	1.28	1.05
November 2016	1.28	1.08
December 2016	1.30	1.14
January 2017	1.36	1.18
February 2017	1.43	1.21
March 2017	1.35	1.20
April 2017 (up to and including the Latest Practicable Date)	1.28	1.21

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association so far as the same may be applicable.

7. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase the Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

APPENDIX I

**EXPLANATORY STATEMENT TO
THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the following persons were interested in 5% or more of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the interest of such persons will be increased to approximately the percentage set out in the last column as follows:

Name	Capacity/nature of interest	Number of issued Shares held	Approximate percentage of the Company's issued share (%)	Approximate issued share if Repurchase Mandate is exercised in full (%) (Note 1)
Mr. Chen Jian (Notes 2 and 3)	Interest in controlled corporation/ beneficial owner	219,208,000	70.43	78.25
Ms. Zhang Xin (Note 4) China Group Associates Limited (Note 6)	Interest of spouse Beneficial owner	219,208,000 153,947,250	70.43 49.46	78.25 54.96
Ms. Zhang Yun (Notes 2 and 5)	Interest in controlled corporation/ beneficial owner	42,869,650	13.77	15.30
Rich China Investments And Trading Ltd. (Note 7)	Beneficial owner	42,631,650	13.70	15.22
Li Xiaoyong Rich World Development Ltd. (Note 8)	Beneficial owner	26,440,000 21,435,100	8.49 6.89	9.44 7.65

Notes:

1. Assuming no repurchase of any of the Shares held by the abovementioned Shareholders.
2. 153,947,250 of these Shares are held by China Group Associates Limited, the entire issued share capital of which is wholly and beneficially owned by Mr. Chen Jian. By virtue of the SFO, Mr. Chen Jian is deemed to be interested in the Shares held by China Group Associates Limited. 42,631,650 of these Shares are held by Rich China Investments And Trading Ltd., the entire issued share capital of which is owned as to approximately 66.67% by Mr. Chen Jian and approximately 33.33% by Ms. Zhang Yun. By virtue of the SFO, both Mr. Chen Jian and Ms. Zhang Yun are deemed to be interested in the Shares held by Rich China Investments And Trading Ltd.. 21,435,100 of these Shares are held by Rich World Development Ltd., the entire issued share capital of which is wholly and beneficially owned by Mr. Chen Jian. By virtue of the SFO, Mr. Chen Jian is deemed to be interested in the Shares held by Rich World Development Ltd..
3. 1,194,000 shares of the Company are held by Mr. Chen Jian in his personal interest.

APPENDIX I

**EXPLANATORY STATEMENT TO
THE REPURCHASE MANDATE**

4. Ms. Zhang Xin is the spouse of Mr. Chen Jian. Under the SFO, Ms. Zhang Xin is taken to be interested in the same number of Shares in which Mr. Chen Jian is interested.
5. 238,000 shares of the Company are held by Ms. Zhang Yun in her personal interest.
6. China Group Associates Limited is a company incorporated in the British Virgin Islands with limited liability which is wholly and beneficially owned by Mr. Chen Jian. Mr. Chen Jian is the sole director of China Group Associates Limited.
7. Rich China Investments And Trading Ltd. is a company incorporated in the British Virgin Islands with limited liability which is owned as to approximately 66.67% by Mr. Chen Jian and approximately 33.33% by Ms. Zhang Yun. Ms. Zhang Yun is the sole director of Rich China Investments And Trading Ltd..
8. Rich World Development Ltd. is a company incorporated in the British Virgin Islands with limited liability which is wholly and beneficially owned by Mr. Chen Jian. Mr. Chen Jian is the sole director of Rich World Development Ltd..

Based on the foregoing, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. The Directors have no present intention to exercise the power to repurchase Shares to the extent that the aggregate amount of the share capital of the Company in public hands would be reduced to less than 25%.

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

INDEPENDENT NON-EXECUTIVE DIRECTOR**Mr. Lee Kwan Hung**

Mr. Lee Kwan Hung (李均雄先生), aged 51, was appointed as an independent non-executive director on 5 November 2009. Mr. Lee received his LL.B. (Honours) degree and Postgraduate Certificate in Laws from The University of Hong Kong in 1988 and 1989 respectively. He was then admitted as a solicitor in Hong Kong in 1991 and in England and Wales in 1997. Mr. Lee was a senior manager of the Listing Division of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) between 1993 and 1994. Mr. Lee is a practising lawyer and a consultant of Messrs. Howse Williams Bowers. He is also an independent non-executive director of Embry Holdings Limited, NetDragon Websoft Holdings Limited, Asia Cassava Resources Holdings Limited, Newton Resources Limited, Tenfu (Cayman) Holdings Company Limited, China BlueChemical Limited, Landsea Green Properties Co., Ltd., Red Star Macalline Group Corporation Ltd., China Goldjoy Group Limited, FSE Engineering Holdings Limited and Ten Pao Group Holdings Limited, the shares of which are listed on the Stock Exchange. Besides, Mr. Lee was also an independent non-executive director of Yuexiu REIT Asset Management Limited (which manages the Yuexiu Real Estate Investment Trust), Far East Holdings International Limited and Walker Group Holdings Limited.

Pursuant to the terms of appointment, Mr. Lee is appointed for an initial term of one year with effect from 11 November 2009 and the appointment was subject to retirement by rotation and/or re-election at the Company’s annual general meeting held on 19 May 2010, 15 May 2012 and 15 May 2015 in accordance with the Articles of Association. Mr. Lee is entitled to an annual Director’s fee of HK\$288,000 which is determined by the Board with reference to his duties and responsibilities, prevailing market practice and contributions to the Company.

As at the Latest Practicable Date, Mr. Lee held share options granted under the share option scheme of the Company adopted on 11 November 2009 to subscribe for 600,000 Shares and had no other interest in Shares of the Company within the meaning of Part XV of the SFO.

Mr. Lee (i) has no relationship with any Director, senior management or substantial or controlling Shareholder of the Company; and (ii) save as disclosed above, has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years; and there is no other information that should be disclosed under Rule 13.51(2) of the Listing Rules, nor any other matter that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Mr. Yuan Bo**

Mr. Yuan Bo (袁波先生), aged 54, was appointed as an independent non-executive Director on 5 November 2009. He is the founder and managing director of 百碩同興科技(北京)有限公司 (Bayshore Consulting and Services Co., Ltd.). Mr. Yuan graduated from 清華大學 (Tsinghua University) with a master degree, majoring in economics. He was the general manager of China Business Partner Operation Division of 國際商業機器(中國)投資有限公司 (IBM (China) Investment Co., Ltd.) in 1998. He also served as the chief executive officer of Hi Sun Technology Holding Limited (a subsidiary of Hi Sun Technology (China) Limited, shares of which are listed on the Stock Exchange) in 2002. He was an non-executive director of Geong International Limited, a company whose shares are listed on the London Stock Exchange.

Pursuant to the terms of appointment, Mr. Yuan is appointed for an initial term of one year with effect from 11 November 2009 and the appointment was subject to retirement by rotation and/or re-election at the Company's annual general meeting held on 19 May 2010, 15 May 2013 and 13 May 2016 in accordance with the Articles of Association. Mr. Yuan is entitled to an annual Director's fee of HK\$288,000 which is determined by the Board with reference to his duties and responsibilities, prevailing market practice and contributions to the Company.

As at the Latest Practicable Date, Mr. Yuan held share options granted under the share option scheme of the Company adopted on 11 November 2009 to subscribe for 600,000 Shares and had no other interest in Shares of the Company within the meaning of Part XV of the SFO.

Mr. Yuan (i) has no relationship with any Director, senior management or substantial or controlling Shareholder of the Company; and (ii) save as disclosed above, has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years; and there is no other information that should be disclosed under Rule 13.51(2) of the Listing Rules, nor any other matter that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Mr. Chow Siu Lui**

Mr. Chow Siu Lui (鄒小磊先生), aged 57, was appointed as an independent non-executive Director on 1 December 2016. He is a partner of VMS Investment Group, which is a multi-strategies investment house. Mr. Chow is currently the chairman of the Mainland Development Strategies Advisory Panel of the Hong Kong Institute of Certified Public Accountants and a member of the Investment Advisory Committee of the Hong Kong Institute of Chartered Secretaries. Previously, he was a member of both of the Listing Committee of the Stock Exchange and the Dual Filing Advisory Group of the Securities and Futures Commission. Mr. Chow is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. Mr. Chow had been working with one of the four largest certified public accounting firms in the world as a partner for many years. He has an in-depth knowledge on the accounting standards and business regulations in Hong Kong. Mr. Chow has been serving as an independent non-executive director of Fullshare Holdings Limited, Universal Medical Financial & Technical Advisory Services Company Limited, Sinco Pharmaceuticals Holdings Limited, and Shanghai Dazhong Public Utilities (Group) Co. Ltd., the shares of which are listed on the Stock Exchange. He was an independent non-executive director of Kong Shum Union Property Management (Holding) Limited and NWS Holdings Limited.

Pursuant to the terms of appointment, Mr. Chow is appointed for an initial term of one year with effect from 1 December 2016 and the appointment is subject to retirement by rotation and/or re-election at the Company's annual general meeting in accordance with the Articles of Association. Mr. Chow is entitled to an annual Director's fee of HK\$288,000 which is determined by the Board with reference to his duties and responsibilities, prevailing market practice and contributions to the Company.

As at the Latest Practicable Date, Mr. Chow had no interest in Shares of the Company within the meaning of Part XV of the SFO.

Mr. Chow (i) has no relationship with any Director, senior management or substantial or controlling Shareholder of the Company; and (ii) save as disclosed above, has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years; and there is no other information that should be disclosed under Rule 13.51(2) of the Listing Rules, nor any other matter that needs to be brought to the attention of the Shareholders.

EXECUTIVE DIRECTOR**Ms. Chen Jing**

Ms. Chen Jing (陳靜女士), aged 48, joined the Group in 2005, was appointed as an executive Director of the Company on 10 April 2017, she is also the director and vice president of Beijing Futong Dongfang Technology Co., Ltd., and the director of Futong Times Technology Co., Ltd., Beijing Etong Dongfang Technology Co., Ltd., Futong Cloud Technology Co., Ltd and Futong Transcend Technology Co., Ltd., which are subsidiaries of the Company. She is responsible for overseeing the day-to-day operations of the Group's sales management department, logistics management department, IT management department, human resources department, public relations department and financial department. She graduated from 北京聯合大學 (Beijing Union University) with a bachelor degree majoring in mechanical engineering.

Ms. Chen is proposed to be appointed for a term of three years commencing from 10 April 2017, subject to her re-appointment by the Company at general meeting upon retirement by rotation in accordance with the Company's Articles of Association. Ms. Chen will receive a director's fee of approximately RMB901,000 per annum. Such director's fee is determined with reference to the Company's remuneration policy and will be subject to review by the Remuneration Committee of the Company from time to time.

As at the Latest Practicable Date, there is no other benefit provided to Ms. Chen for her directorship in the Company. Save as disclosed above, Ms. Chen does not hold any other positions with any members of the Group and does not have any relationship with any directors, senior management or any other substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Chen held, within the meaning of Part XV of the SFO, 238,000 Shares of the Company and 400,000 share options granted under the share option scheme of the Company adopted on 11 November 2009.

Ms. Chen does not hold any directorship in any other listed companies in the three years immediately preceding her appointment.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

NOTICE OF AGM



Futong Technology Development Holdings Limited 富通科技發展控股有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock code: 465)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Futong Technology Development Holdings Limited (the “Company”) will be held at 43rd Floor, Gloucester Tower, 15 Queen’s Road Central, The Landmark, Hong Kong at 10:00 a.m. on 19 May 2017 (Friday), for the following purposes:

1. To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of directors and auditors for the year ended 31 December 2016.
2. To approve the recommended final dividend of HK1.9 cents per share for the year ended 31 December 2016.
3. To re-elect the following Company’s directors and authorise the board of directors of the Company (the “Board”) to fix the directors’ remuneration:
 - (a) Mr. Lee Kwan Hung;
 - (b) Mr. Yuan Bo;
 - (c) Mr. Chow Siu Lui; and
 - (d) Ms. Chen Jing.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as the Company’s auditors and authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, to pass with or without amendments the following ordinary resolutions:

ORDINARY RESOLUTIONS

5. “**THAT**
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements, options and warrants which might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution number 5 set out in this notice of annual general meeting (“**Resolution 5**”) shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF AGM

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution 5, otherwise than pursuant to, (i) a Rights Issue (as hereinafter defined), (ii) any option scheme or similar arrangement for the time being adopted for grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of the Shares or rights to acquire the Shares, or (iii) any scrip dividend or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed twenty per cent (20%) of the aggregate number of Shares in issue at the date of passing this Resolution 5, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution 5:

“Relevant Period” means the period from the passing of this Resolution 5 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this Resolution 5 by the passing of an ordinary resolution by the shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of the Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

6. **“THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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- (b) the aggregate number of the Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed ten per cent (10%) of the aggregate number of Shares in issue at the date of passing this resolution number 6 set out in this notice of annual general meeting (“**Resolution 6**”) and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution 6:

“**Relevant Period**” means the period from the passing of this Resolution 6 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; or
 - (iii) the revocation or variation of the authority given to the Directors under this Resolution 6 by the passing of an ordinary resolution by the shareholders in general meeting.”
7. “**THAT** subject to the passing of Resolution 5 and Resolution 6, the general mandate referred to in Resolution 5 above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate number of Shares repurchased by the Company pursuant to the general mandate referred to in Resolution 6 above provided that such number of Shares shall not exceed ten per cent (10%) of the number of Shares in issue at the date of passing this resolution number 7.”

By order of the Board
Futong Technology Development Holdings Limited
Zhang Yun
Chairlady

Hong Kong, 18 April 2017

Principal place of business in Hong Kong:
Rooms 2406-2412, 24th Floor
Sun Hung Kai Centre
30 Harbour Road
Wanchai
Hong Kong

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Notes:

- (1) Any member of the Company entitled to attend and vote at the AGM of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to represent and vote on his/her behalf at the AGM of the Company or at a class meeting. A proxy need not be a member of the Company. On poll, votes may be given either personally or by proxy.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer, or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorized.
- (3) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or adjourned meeting (as the case may be).
- (4) Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the AGM convened, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) A form of proxy for use at the AGM is enclosed.
- (6) Where there are joint registered holders of any Share in the Company, any one of such holders may vote at the AGM either personally or by proxy in respect of such Shares as if he/she were solely entitled thereto; but if more than one such joint holders be present at the AGM or any adjournment thereof personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (7) The voting on the above resolutions at the AGM will be conducted by way of poll.
- (8) With reference to resolution number 3 above, Mr. Lee Kwan Hung, Mr. Yuan Bo, Mr. Chow Siu Lui and Ms. Chen Jing will retire. All of them will retire and, being eligible, offer themselves for re-election at the AGM. Details of the above-mentioned Directors are set out in the circular of the Company dated 18 April 2017.
- (9) With reference to Resolution 5, Resolution 6 and Resolution 7 above, the Directors wish to state that they have no immediate plans to issue any new Shares or warrants or to repurchase any existing Shares pursuant to the relevant mandates.