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If you have sold or transferred all your shares in FingerTango Inc., you should at once hand this circular, together with the enclosed 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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FingerTango Inc.

指尖悅動控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6860)

**(1) PROPOSED CHANGE OF AUDITORS; AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 3 to 8 of this circular. Letter from PwC is set out as Appendix on pages I-1 to I-3 of this circular. A notice convening the EGM to be held at 3/F, Huixin Building, No. 1132 Zhongshan Avenue West, Tianhe District, Guangzhou, PRC on 17 February 2020 at 10:30 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>).

Whether or not you are able to attend the EGM, you are advised to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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. before 10:30 a.m. on 15 February 2020) or any adjournment thereof. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish and in such event, the proxy shall be deemed to be revoked.

All times and dates specified herein refers to Hong Kong local times and dates.

24 January 2020

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 17 January 2020 in relation to the Proposed Change of Auditors
“Appointment”	the proposed appointment of ZHONGHUI ANDA as the new auditors of the Company, subject to the approval of the Shareholders at the EGM
“Articles” or “Articles of Association”	the articles of association of the Company
“associates”	has the meaning as defined under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	FingerTango Inc., an exempted company incorporated in the Cayman Islands with limited liability on 9 January 2018 and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Companies Law”	the Companies Law (2016 Revision) of the Cayman Islands, as amended supplemental or otherwise modified from time to time
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 3/F, Huixin Building, No. 1132 Zhongshan Avenue West, Tianhe District, Guangzhou, PRC on 17 February 2020 at 10:30 a.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“FY2019 Annual Results”	the consolidated financial statements of the Group for the year ended 31 December 2019
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 January 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Auditors”	collectively, the Proposed Removal and the Appointment

DEFINITIONS

“Proposed Removal”	the proposed removal of PwC as the auditors of the Group, subject to the approval of the Shareholders at the EGM
“PwC”	PricewaterhouseCoopers, the existing auditors of the Group proposed to be removed at the EGM
“Share(s)”	ordinary share(s) of US\$0.000005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States
“ZHONGHUI ANDA”	ZHONGHUI ANDA CPA Limited, the new auditors of the Group proposed to be appointed at the EGM
“%”	per cent.

LETTER FROM THE BOARD



FingerTango Inc.

指尖悅動控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6860)

Executive Directors:

Mr. Liu Jie (*Chairman*)

Mr. Zhu Yanbin

Mr. Wang Zaicheng

Mr. Liu Zhanxi

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Guo Jingdou

Ms. Yao Minru

Dr. Liu Jianhua

Principal Place of Business in Hong Kong:

40th Floor, Sunlight Tower

248 Queen's Road East

Wanchai

Hong Kong

24 January 2020

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF AUDITORS; AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 17 January 2020 in relation to the Proposed Change of Auditors.

The purpose of this circular is to provide Shareholders with information to enable Shareholders to make an informed decision on whether to vote for or against the resolutions in connection with the Proposed Change of Auditors at the forthcoming EGM.

LETTER FROM THE BOARD

PROPOSED REMOVAL OF PwC

PwC was re-appointed as auditor of the Group at the last annual general meeting of the Company held on 5 June 2019 to hold office until the conclusion of the next annual general meeting of the Company.

From late September 2019 to late October 2019, the Company had held two physical meetings with PwC in an attempt to discuss the provision of the audit planning and procedures for the FY2019 Annual Results by PwC. During these meetings, PwC had not responded to the timeline for the provision of the audit planning and procedures and simply made verbal enquiries on the updated status of the unlisted financial instruments issued by Leading Global Fund SPC. Therefore no positive progress on the audit planning and procedures was made. The Company considered that such enquiries were part of the standard procedures and would not affect the timeline for the provision of the audit planning and procedures. However, despite requested, PwC failed to respond to such timeline and expressed its intention to resign as auditor of the Company and suggested that the Company should start to look for its successor.

In view of (i) the refusal and/or failure of PwC to provide a timeline for the audit planning and procedures; (ii) the anticipated material delay in reaching a consensus on the scope of audit planning and procedures with PwC (if the timeline is provided); and (iii) their intention to resign, the management of the Company started to concern that the Company might not be able to meet timeline for publishing the FY2019 Annual Results and therefore reported to the members of the Audit Committee the current situation. In early November 2019, the management of the Company discussed with several audit firms for the FY2019 Annual Results and summarised and reported to the Audit Committee that ZHONGHUI ANDA would be eligible and suitable to act as auditor of the Company since they have the internal resources to meet the timeline for the audit planning and procedures for the FY2019 Annual Results and thereby allowing the Company to publish the relevant announcement in compliance with the Listing Rules.

On the other hand, the Company had made several verbal requests for the resignation letter from PwC and did not receive one, nor did PwC initiate any further discussion in relation to the timeline for the provision audit planning and procedures for the FY2019 Annual Results.

In early December 2019, PwC formally requested for information in writing in relation to the unlisted financial instruments issued by Leading Global Fund SPC. Considering the fact that (i) PwC has expressed its intention to resign in or about October 2019; (ii) PwC has not made any significant progress in their audit planning and procedures; (iii) PwC requested for information in writing almost two months after the physical meetings mentioned above; (iv) the management of the Company has already commenced discussions of audit planning and procedures for FY2019 Annual Results with ZHONGHUI ANDA almost a month ago before the formal request made by PwC; (v) lack of sufficient time to continue meaningless discussions with PwC; and (vi) lack of confidence on PwC to fulfil its engagement in view of the tight schedule and the lack of rapport with PwC, the Board was of the view that it is in the best interest of the Company to complete the audit planning and procedures and the publication of the announcement in relation to the FY2019 Annual Results in compliance with the Listing Rules. As the Audit Committee and the Board had considered the relevant background and experience of ZHONGHUI ANDA and that ZHONGHUI ANDA was a suitable candidate, the Board considered that it would become meaningless to provide any information to PwC and therefore information requested were not provided by the Company.

LETTER FROM THE BOARD

The Audit Committee had discussed with PwC in relation to the failure to provide the timeline for the audit planning and procedures and enquired PwC for any underlying issue. As the Audit Committee had not received any relevant response from PwC, the Audit Committee considered that there was no material progress in the audit planning and procedures and they expressed their views that, should such situation continues it will seriously affect the reporting timeline for the FY2019 Annual Results announcement and the relevant annual report. The Audit Committee understood that such material delay will likely to result in potential breach of the relevant Listing Rules.

After considering (i) the lack of timeline for the audit planning and procedures for the FY2019 Annual Results as at December 2019; (ii) the failure and/or refusal to respond to the provision of such timeline despite requested by the Audit Committee; (iii) the fact that no material progress in the audit planning and procedures as at December 2019; (iv) the anticipated material delay in reaching a consensus on the scope of audit planning and procedures with PwC (if the timeline is provided); (v) the express intention of PwC to resign despite that no formal resignation letter has been issued to the Company at all material times; (vi) lack of sufficient time to continue negotiation with PwC; (vii) lack of confidence and rapport of the Board with PwC; (ix) the background and experience of ZHONGHUI ANDA; and (x) the internal resources of ZHONGHUI ANDA to fulfil its engagement as the auditors of the Company, the Audit Committee, having been delegated the power to oversee the effectiveness of the external auditors and to make recommendations to the Board on appointment and removal of auditors, provided that the Board should seek the approval of the Shareholders to remove PwC as the Company's external auditors. The Proposed Removal is subject to the passing of a special resolution at the EGM pursuant to the Articles of Association.

MATTERS TO BE BROUGHT TO THE ATTENTION OF THE SHAREHOLDERS

Before the Board resolved to remove PwC subject to Shareholders' approval, the Company has offered opportunity to PwC to speak with the members of the audit committee of the Company. In addition, the Company has requested PwC to provide their written representations.

The Board confirms that PwC provided an outgoing letter dated 17 January 2020 to the Board and the Audit Committee (the "**PwC Outgoing Letter**") after the Audit Committee has recommended, and the Board has resolved to, remove PwC subject to Shareholders' approval on 11 December 2019. PwC stated in the PwC Outgoing Letter that they have been requesting for information and documents in relation to the unlisted financial instruments issued by Leading Global Fund SPC as announced by the Company on 14 June 2019 and the unlisted financial instruments issued by Orbitronic Global Development Co., Limited as announced by the Company on 13 December 2019 for the purpose of audit procedures. PwC stated that, inter alia:-

"The information/documents we requested include but are not limited to:-

- fair value evaluation of investments in unlisted financial instruments as at 31 December 2019;
- the background and financial position of the issuers, including individuals/parties that control the issuers, the composition and identity of the related investment managers, contact persons and other details, etc.;
- details in respect of the due diligence procedures, risk assessment and approval conducted by the Company to support its investment decisions;
- information memorandum or other equivalent documents prepared by the issuers in connection with the issue of these financial instruments, including information on the underlying investments to be made by the issuers;

LETTER FROM THE BOARD

- reasons for not redeeming the remaining portion of its investments in Leading Global Fund SPC;
- the redemption requests to issuers, purchase agreements with issuers, banking documents evidencing the receipt or payment of cash with respect to the redemption or newly purchase of the financial instruments.

Up to the date of this letter, we have not been provided with any of the abovementioned information/documents, and therefore we have not performed audit procedures in respect of the Company's investment in the unlisted financial instruments that are critical to the audit."

On 22 January 2020, PwC further provided the Company with a written representation (the "**PwC Letter**") pursuant to Rule 13.88 of the Listing Rules which needs to be brought to the attention of the Shareholders.

Full text of the PwC Letter has been set out in the section headed "Appendix — Letter from PwC" on pages I-1 to I-3 of this circular.

In response to the PwC Letter, the Board would like to provide its responses as follows:

- (i) since late September 2019, the Company had been communicating with PwC regarding the audit planning and procedures for the FY2019 Annual Results. The reasons and the circumstances leading to the Proposed Removal had been set out in this circular under the section headed "Proposed Removal of PwC".

Through the communication with PwC, the Board has concern on whether the Company will be able to publish the FY2019 Annual Results by the deadline prescribed by the Listing Rules in view of that: (i) there has been no substantive progress on audit planning and procedures since September 2019; (ii) PwC failed to provide a concrete timetable for its audit planning and procedures for the FY2019 Annual Results which will lead to a material delay in agreeing the scope of audit planning and procedures for the audit; and (iii) PwC has expressed its intention to resign as the Company's auditor;

- (ii) the Board noted that PwC stated in the PwC Letter that the Announcement does not fully reflect the content of the PwC Outgoing Letter. The Board does not agree with this and wishes to reiterate that the Announcement had reproduced the content of the PwC Outgoing Letter in all material aspects. The Announcement had clearly stated that PwC had enquired the Company about the unlisted financial instruments which were issued by Leading Global Fund SPC and Orbitronic Global Development Co. Limited, and also contained a list of information/documents listed out in the PwC Outgoing Letter. As both unlisted financial instruments were announced by the Company, the Announcement also contained a clear reference to these announcements. As such, the Board considered that the disclosures made in the Announcement are accurate, complete in all material aspect and not misleading and deceptive based on the information available to the Company; and
- (iii) PwC Letter mentioned that PwC has requested a list of information or documents which were significant for its audit procedures. However, the Board wishes to clarify that between late September 2019 and prior to 5 December 2019, PwC had only made verbal enquiries on the updated status of the unlisted financial instrument issued by Leading Global Fund SPC without requesting for any specific information or documents, and that the Board was given to understand that such enquiries were made as part of the standard procedures for auditing the FY2019 Annual Results. PwC had not provided a list of documents/information requested for the unlisted financial instruments until 5 December 2019. In fact, PwC had never mentioned to the Company that the requested information or documents were significant for it to commit a concrete timetable for its audit planning and procedures for auditing the FY2019 Annual Results, and for commencing audit procedures.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Audit Committee is not aware of any potential issue that may affect the audit of the FY2019 Annual Results.

To the best of the Directors' knowledge, information and belief, save as disclosed above, there are no other circumstances or matters in connection with the Proposed Removal that need to be brought to the attention of the Shareholders.

PROPOSED APPOINTMENT OF ZHONGHUI ANDA

The Audit Committee has assessed and considered that ZHONGHUI ANDA is eligible and suitable to act as auditor of the Group. The Board, with the recommendation of the Audit Committee, proposes to appoint ZHONGHUI ANDA as the new auditor of the Group until the conclusion of the next annual general meeting of the Company. The Appointment will be subject to the Proposed Removal becoming effective and the passing of an ordinary resolution for the Appointment at the EGM.

IMPLICATIONS UNDER THE LISTING RULES AND THE ARTICLES

Pursuant to the Article 152(2) of the Articles, the removal of an auditor before the expiration of his term of office shall require the approval by special resolution of the members at a general meeting of the Company, and an auditor shall by ordinary resolution at that meeting be appointed in his stead for the remainder of his term.

Pursuant to Rule 13.88 of the Listing Rules, (a) the Company must not remove its auditor before the end of the auditor's term of office without first obtaining Shareholders' approval at a general meeting; (b) the Company must send a circular proposing the removal of the auditor to the Shareholders with any written representations from the auditor not less than 10 business days before the general meeting; and (c) the Company must allow the auditor to attend the general meeting and make written and/or verbal representations to the Shareholders at the general meeting.

In compliance with the Articles and the Listing Rules, the Proposed Removal will be proposed at the EGM as a special resolution and the Appointment will be proposed at the EGM as an ordinary resolution.

EGM

Set out on pages EGM-1 to EGM-2 of this circular is a notice convening the EGM which will be held at 3/F, Huixin Building, No. 1132 Zhongshan Avenue West, Tianhe District, Guangzhou, PRC on 17 February 2020 at 10:30 a.m.. At the EGM, a special resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Proposed Removal and an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Appointment.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkex.com.hk and the Company's website at www.fingertango.com.

Whether or not you are able to attend the EGM, you are advised to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not

LETTER FROM THE BOARD

less than 48 hours before the time appointed for the holding of the EGM (i.e. before 10:30 a.m. on 15 February 2020) or any adjournment thereof. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish and in such event, the proxy shall be deemed to be revoked.

All the resolutions proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM.

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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

CLOSURE OF REGISTER OF MEMBERS FOR DETERMINING ENTITLEMENTS TO ATTEND AND VOTE AT THE EGM

For determining the entitlement to attend and vote at the EGM, the register of members will be closed from 12 February 2020 to 17 February 2020, both days inclusive. In order to be eligible to attend and vote at the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 11 February 2020.

RECOMMENDATION

The Directors considered that each of the Proposed Removal and the Appointment is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions at the EGM.

GENERAL

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the EGM.

Your attention is also drawn to the PwC Letter set out in Appendix — Letter from PwC and the notice convening the EGM.

The English texts of this circular and the accompanying proxy form shall prevail over the Chinese texts in case of inconsistency.

By Order of the Board
FingerTango Inc.
LIU Jie
Chairman



羅兵咸永道

The Board of Directors

The Audit Committee

FingerTango Inc.
3rd Floor, Huixin Building
1132 Zhongshan Avenue West
Tianhe District
Guangzhou
PRC

2nd letter

22 January 2020

Our Ref: RCHU/06112658.S000

Dears Sirs

**ANNOUNCEMENT ON PROPOSED CHANGE OF AUDITOR
— FINGERTANGO INC (THE “COMPANY”)**

We write further to our earlier letter of today’s date in respect of the Company’s announcement issued on 17 January 2020, proposing a change of auditor (the “**Announcement**”). As mentioned, we were not provided with a draft copy of the Announcement for review prior to its issuance notwithstanding our engagement partner’s specific request to management to do so, and despite it being customary for management of a listed company to share such drafts with its auditor.

As we stated in our earlier letter, we have concerns about the Announcement which we consider to be inaccurate and misleading in some respects. The Announcement also does not fully reflect the contents of our outgoing letter of 17 January 2020. We set out below examples of these:

- (1) It is misleading and not correct to state that PwC had not replied in a timely manner and that it resulted in a material delay in the progress of audit planning. We were not aware of any significant information that the Company requested us to reply to, or provide at that time in relation to the audit. On the contrary, PwC had requested for information and materials, for instance in our letter of 30 December 2019. Whilst there were discussions with PwC about the information and materials being sought, most of the information/materials were still not forthcoming from the Company as at the date of our outgoing letter of 17 January 2020. Therefore, if there has been a material delay in the progress of audit planning, it was not because of PwC but instead, due to the Company’s failure to respond and provide the information requested by PwC.

*PricewaterhouseCoopers, 22/F Prince’s Building, Central, Hong Kong
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com*

- (2) For the same reasons as above, it is disingenuous to state that the Board was “not satisfied with the collaboration and communication between the Group and PwC and was in lack of confidence on PwC...” as the Company has never indicated or raised any of such concerns previously with PwC.
- (3) The partial extract from our outgoing letter that was included in the Announcement in our view gives the public an incorrect understanding of the facts and the issues we raised with the Company in our outgoing letter. We consider that it would be necessary and appropriate to include the contents of our outgoing letter more fully, for instance, from the third paragraph of the said letter (page 1), and the first full paragraph on the second page of the letter, as follows:

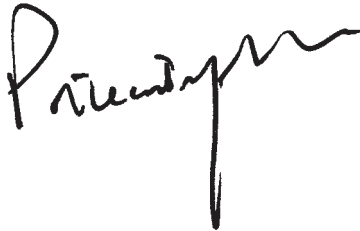
“The Company made an announcement in June 2019 that it had invested in certain unlisted financial instruments issued by Leading Global Fund SPC amounted to HK\$350 million in total as at 30 June 2019. The fixed return on these investments was 1.5% per annum. Since November 2019 we have been requesting the Company to provide us with certain important information about the investments, the issuers and other information (see details below), but we have not been able to obtain such information up to the date of this letter. We were advised that on 11 December 2019 the Company redeemed a portion of these unlisted financial instruments amounted to HK\$140 million. Furthermore, we noted the Company announced on 13 December 2019 (i.e. two days after the above-mentioned redemption of its investments in Leading Global Fund SPC) that the Company acquired another unlisted financial instrument of HK\$250 million issued by Orbitronic Global Development Co., Limited. On 30 December 2019, we issued a formal letter to the Board of Directors and Audit Committee of the Company which set out the significant outstanding information/documents we requested management to provide and audit procedures we are required to perform in respect of the Company’s investment in the abovementioned unlisted financial instruments. The information/documents we requested include but are not limited to:

- fair value evaluation of investments in unlisted financial instruments as at 31 December 2019;
- the background and financial position of the issuers, including individuals/parties that control the issuers, the composition and identity of the related investment managers, contact person and other details, etc.;
- details in respect of the due diligence procedures, risk assessment and approval conducted by the Company to support its investment decisions;
- information memorandum or other equivalent documents prepared by the issuers in connection with the issue of these financial instruments, including information on the underlying investments to be made by the issuers;
- reasons for not redeeming the remaining portion of its investments in Leading Global Fund SPC;
- the redemption requests to issuers, purchase agreements with issuers, banking documents evidencing the receipt or payment of cash with respect to the redemption or newly purchase of the financial instruments.

Up to the date of this letter, we have not been provided with any of the abovementioned information/documents, and therefore we have not performed audit procedures in respect of the Company's investment in the unlisted financial instruments that are critical to the audit. Shortly after we issued the letter to the Board of Directors and Audit Committee, we were notified on 8 January 2020 by the Company's Chief Financial Officer that the Company's Board of Directors has resolved to terminate our appointment as the auditors of the Company. Given the decision of the Company's Board of Directors and that we have not been able to obtain the above-mentioned information up to the date of this letter, we agree to resign as the auditors of the Company with effect from the date of this letter."

This letter serves as our written representation pursuant to Rule 13.88 of the Listing Rules which needs to be brought to the attention of the Company's shareholders. Please ensure that the full contents of this letter be included with the circular prior to its dispatch. Moreover, the Company should in our view immediately issue a corrective announcement given the seriousness of the inaccurate and misleading contents contained in the Announcement.

Yours faithfully

A handwritten signature in black ink, appearing to be 'PricewaterhouseCoopers' or a stylized version thereof, written over a horizontal line.

NOTICE OF EGM



FingerTango Inc.

指尖悅動控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6860)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of FingerTango Inc. (the “Company”) will be held at 3/F, Huixin Building, No. 1132 Zhongshan Avenue West, Tianhe District, Guangzhou, PRC on 17 February 2020 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

SPECIAL RESOLUTION

- (1) “**THAT** PricewaterhouseCoopers be and is hereby removed as auditors of the Company and its subsidiaries pursuant to the Article 152(2) of the articles of association of the Company with immediate effect (the “**Removal**”) and the board of directors of the Company and each of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Removal.”

ORDINARY RESOLUTION

- (2) “**THAT** conditional upon the passing of the special resolution (1) above,
- (a) ZHONGHUI ANDA CPA Limited be and is hereby appointed as auditors of the Company and its subsidiaries pursuant to the Article 152(2) of the articles of association of the Company with immediate effect and to hold office until the conclusion of the next annual general meeting of the Company (the “**Appointment**”);
- (b) the board of directors of the Company and each of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Appointment; and
- (c) the board of directors of the Company be and is hereby authorised to fix the remuneration of ZHONGHUI ANDA CPA Limited.”

By Order of the Board
FingerTango Inc.
LIU Jie
Chairman

Hong Kong, 24 January 2020

NOTICE OF EGM

Registered Office:

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

Principal Place of Business in Hong Kong:

40th Floor, Sunlight Tower
248 Queen's Road East
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint a proxy or, if such member is a holder of more than one share, more than one proxy to attend and vote instead of such member. Where a member appoints more than one proxy the instrument of proxy shall state which proxy is entitled to vote on a poll. A proxy needs not be a member of the Company.
2. To be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be delivered to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) 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. before 10:30 a.m. on 15 February 2020) or any adjournment thereof. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish and in such event, the proxy shall be deemed to be revoked.
3. In the case of joint holders of any share of the Company, any one of such joint holders may vote at the above meeting, either in person or by proxy, in respect of such share of the Company as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the above meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. For determining the entitlement to attend and vote at the EGM, the register of members will be closed from 12 February 2020 to 17 February 2020, both days inclusive. In order to be eligible to attend and vote at the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 11 February 2020.
5. The votes to be taken at the EGM for the resolutions will be by way of a poll.

As at the date of this circular, the board of directors of the Company comprises Mr. LIU Jie, Mr. ZHU Yanbin, Mr. WANG Zaicheng and Mr. LIU Zhanxi as executive Directors and Mr. GUO Jingdou, Ms. YAO Minru and Dr. LIU Jianhua as independent non-executive Directors.