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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Kingkey Financial International (Holdings) Limited**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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KINGKEY FINANCIAL INTERNATIONAL (HOLDINGS) LIMITED
京基金融國際(控股)有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01468)

**(1) PROPOSED APPOINTMENT OF AUDITOR;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 3 to 5 of this circular.

A notice convening the EGM to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Wednesday, 22 January 2025 at 11:30 a.m. (or immediately after the First EGM, whichever is later) or any adjournment thereof is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM by the Shareholders is enclosed with this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM or any adjourned meeting thereof (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 EGM or any adjourned meeting thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

7 January 2025

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DEFINITIONS

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

“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	Kingkey Financial International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on Hong Kong Stock Exchange (stock code: 1468)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting to be convened at 11:30 a.m. (or immediately after the First EGM, whichever is later) on Wednesday, 22 January 2025 at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong, or any adjournment thereof, the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“First EGM”	the extraordinary general meeting of the Company to be held immediately before the EGM on the same date and at the same venue
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China which shall, for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent.

LETTER FROM THE BOARD



KINGKEY FINANCIAL INTERNATIONAL (HOLDINGS) LIMITED
京基金融國際(控股)有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01468)

Executive Directors:

Mr. Mong Cheuk Wai
Ms. Cheung Pui Ki Gloria
Mr. Leung Siu Kee

Independent Non-executive Directors:

Ms. Mak Yun Chu
Mr. Hung Wai Che
Mr. Chan Ting Fung

Registered office:

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

*Headquarter and principal place of
business in Hong Kong:*

Room 902, 9th Floor
Harbour Centre, Tower 2
8 Hok Cheung Street
Hung Hom, Kowloon
Hong Kong

7 January 2025

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF AUDITOR;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 20 November 2024 in relation to the proposed appointment of McMillan Woods (Hong Kong) CPA Limited (“**McMillan Woods**”) as the new auditor of the Company (“**Proposed Appointment**”), and to hold office until the conclusion of the next annual general meeting of the Company.

The purpose of this circular is to provide Shareholders with, among other things, (i) further details of the Proposed Appointment; and (ii) a notice of the EGM to be convened to consider and, if thought fit, approve, the Proposed Appointment.

LETTER FROM THE BOARD

The following ordinary resolution will be proposed at the EGM to consider and approve, among other things, the Proposed Appointment.

2. PROPOSED APPOINTMENT

In assessing the appointment of McMillan Woods as the auditor of the Company, the Audit Committee has considered a number of factors, including but not limited to (i) the audit fee proposed by McMillan Woods; (ii) its extensive experience, industry knowledge, and technical competency in providing audit services to listed companies; (iii) its independence and objectivity; (iv) its available resources and capabilities, including the size and composition of the proposed audit team; (v) Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors published by the Accounting and Financial Reporting Council (the “AFRC”); and (vi) the Guidance Notes on Change of Auditors issued by the AFRC.

The Company has received the confirmation from Elite Partners CPA Limited (“**Elite Partners**”) that there are no matters in relation to its retirement as the auditor of the Company (“**Retirement of Auditor**”) that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board and the Audit Committee have also confirmed that there is no disagreement between Elite Partners and the Company, and there are no other matters in respect of the Retirement of Auditor that need to be brought to the attention of the Shareholders.

Accordingly, the Board proposes to seek the approval of the Shareholders at the EGM in relation to the Proposed Appointment and the Proposed Appointment shall come into effect upon approval of the Shareholders at the EGM.

3. EGM

The EGM will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Wednesday, 22 January 2025 at 11:30 a.m. (or immediately after the First EGM, whichever is later). A notice convening the EGM at which an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Proposed Appointment is set out on pages EGM-1 to EGM-2 of this circular.

For the purpose of determining the eligibility of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 17 January 2025 to Wednesday, 22 January 2025 (both days inclusive), during which period no Share transfers can be registered. In order to be eligible for attending and voting at the EGM, all transfers 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 16 January 2025.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders and Directors has a material interest in any resolution proposed at the EGM and thus none is required to abstain from voting at the EGM.

4. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of 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 administrative matter to be voted on by a show of hands. Accordingly, save for purely procedural or administrative matters, the voting on the resolution at the EGM will be conducted by way of poll.

5. RECOMMENDATION

The Board is of the view that the resolution for the Proposed Appointment to be proposed at the EGM is in the interests of the Company and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM.

Yours faithfully,
By Order of the Board
Kingkey Financial International (Holdings) Limited
Mong Cheuk Wai
Chairman and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



KINGKEY FINANCIAL INTERNATIONAL (HOLDINGS) LIMITED
京基金融國際(控股)有限公司
(Incorporated in the Cayman Islands with limited liability)
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NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Unless the context requires otherwise, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 7 January 2025 in relation to the Proposed Appointment of auditor.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Kingkey Financial International (Holdings) Limited (the “Company”) will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Wednesday, 22 January 2025 at 11:30 a.m. (or immediately after the First EGM, whichever is later) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as an ordinary resolution:

ORDINARY RESOLUTION

1. To consider and approve the appointment of McMillan Woods (Hong Kong) CPA Limited as the Company’s auditor and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix the auditor’s remuneration.

By Order of the Board
Kingkey Financial International (Holdings) Limited
Mong Cheuk Wai
Chairman and Executive Director

Hong Kong, 7 January 2025

Notes:

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in Circular shall have the same meanings when used in this notice.
2. Voting at the EGM will be taken by poll as required under the Listing Rules.

NOTICE OF EXTRAORDINARY GENERAL MEETING

3. Any member entitled to attend and vote at the meeting 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 him/her and vote on his/her behalf at the meeting of the Company. A proxy need not be a member of the Company.
4. The register of members of the Company will be closed from Friday, 17 January 2025 to Wednesday, 22 January 2025 (both days inclusive) for determining the entitlements of the Shareholders to attend and vote at the EGM. In order to be eligible for attending and voting at the EGM, all transfers of Shares (together with the relevant share certificates and instruments of transfer) must be lodged with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on Thursday, 16 January 2025.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
6. A form of proxy for the EGM is enclosed. In order to be valid, the form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
7. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM, and in such event the instrument appointing a proxy shall be deemed to be revoked.
8. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM 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.
9. The English text of this notice of extraordinary general meeting shall prevail over the Chinese text in case of inconsistency.
10. If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons is in force at or after 8:00 a.m. on the date of the EGM and/or the Hong Kong Observatory has announced at or before 8:00 a.m. on date of the EGM that either of the abovementioned warnings is to be issued within the next two hours, the EGM will be postponed. The Company will publish an announcement on the websites of the Company and the Stock Exchange to notify members of the date, time and place of the rescheduled EGM.
11. If member has any particular access requirements or needs special arrangements for participating at the meeting, please contact the Hong Kong branch share registrar and transfer office of the Company.
12. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the EGM under bad weather conditions bearing in mind their own situations and if they choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the executive Directors are Mr. Mong Cheuk Wai, Ms. Cheung Pui Ki Gloria and Mr. Leung Siu Kee; and the independent non-executive Directors are Ms. Mak Yun Chu, Mr. Hung Wai Che and Mr. Chan Ting Fung.