
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Finet Group Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee 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 or the transferee.



FINET GROUP LIMITED

財華社集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8317)

(1) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting (“**AGM**”) of the Company to be held on 9 September 2022 at 12:00 noon, at 30/F, Fortis Tower, 77–79 Gloucester Road, Wanchai, Hong Kong, is set out on pages 14 to 19 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit it to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment 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 AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE AGM

Please see pages iii–iv of this circular for measures being taken to try to prevent and control the spread of the Coronavirus at the AGM, including:

- **compulsory temperature checks**
- **compulsory wearing of surgical face masks**
- **no distribution of corporate gifts and refreshments**

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company reminds Shareholders that they may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Listed Company Information” page for seven days from the date of its posting and on the website of the Company at www.finet.hk.

12 August 2022

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing novel coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the Company's AGM, to protect the Shareholders and other participants who will attend the AGM from the risk of infection:

- (1) seating at the AGM venue will be arranged to allow for appropriate social distancing. As a result, there will be limited capacity for Shareholders. The Company may limit the number of attendees at the AGM as may be necessary to avoid overcrowding;
- (2) at the entrance of the AGM venue, a compulsory body temperature check will be conducted on every person attending the AGM. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the AGM venue;
- (3) no entry to the AGM venue is allowed for any attendee who is subject to quarantine order by the Government of the Hong Kong Special Administrative Region;
- (4) every attendee is required to wear a face mask at all times while within the AGM venue;
- (5) should any attendee decline any of the abovementioned measures, the Company reserves the right to refuse to admit such person to the AGM; and
- (6) no refreshment will be served and no corporate souvenirs will be provided at the AGM.

The Directors do not wish to diminish the opportunity available to the Shareholders to exercise their rights and to vote at the AGM, but are conscious of the need to protect them from the possible exposure to COVID-19 pandemic. For the health and safety of the Shareholders, the Directors encourage them to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising the rights of the Shareholders.

Questions at or prior to the AGM: If the Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they may contact the Company via our investor relations department as follows:

Investor Relations
Email: ir@finet.com.hk
Tel: (852) 2153 7295
Fax: (852) 2110 0186

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The Company may implement additional precautionary measures for the AGM and may issue further announcement(s) on such measures as and when appropriate. The Shareholders are advised to check the websites of the Company (www.finet.hk) and the GEM website (www.hkgem.com) for the latest announcement and information relating to the AGM. If the Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company's branch share registrar as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Website: www.computershare.com/hk/contact
Tel: (852) 2862 8555
Fax: (852) 2865 0990

DEFINITIONS

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

“AGM”	an annual general meeting of the Company to be held at 30/F, Fortis Tower, 77–79 Gloucester Road, Wanchai, Hong Kong, on 9 September 2022 at 12:00 noon, a notice of which is set out on pages 14 to 19 of this circular
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors of the Company
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“Company”	Finet Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules and the word “connected” shall be construed accordingly
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	8 August 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“New Issue Mandate”	the general and unconditional mandate to allot and issue Shares not exceeding 20% of the aggregate number of issued Shares of the Company as at the date of passing of the resolution approving the New Issue Mandate

DEFINITIONS

“Registrar”	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
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	registered holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent



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(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8317)

Executive Directors:

Ms. Lo Yuk Yee

Ms. Chen Weijie

Non-executive Director:

Mr. Lin Dongming

Independent non-executive Directors:

Mr. Wong Wai Kin

Mr. Siu Siu Ling, Robert

Mr. Leung Chi Hung

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Head office and principal place
of business in Hong Kong:*

30/F, Fortis Tower

77–79 Gloucester Road

Wanchai

Hong Kong

12 August 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the proposed new general mandates to issue and allot Shares, (ii) the proposed new general mandate to repurchase Shares, and (iii) re-election of Directors.

This circular contains the explanatory statement in compliance with the GEM Listing Rules and to give all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolutions.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given a general mandate to allot, issue and deal with Shares up to a limit equal to 20% of the issued share capital of the Company at the date of passing of such resolution. Another ordinary resolution will be proposed to increase the limit of this 20% by the number of any Shares repurchased by the Company up to a maximum of 10% of the issued share capital of the Company at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the issued share capital of Company consists of 666,538,774 Shares. Assuming that there being no further issue or repurchase of Shares between the Latest Practicable Date and the date of the AGM, the granting of the general mandate will authorize the Directors to allot, issue and deal with 133,307,754 Shares.

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

Another ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution approving the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of Company consists of 666,538,774 Shares. Assuming that there being no further issue or repurchase of Shares between the Latest Practicable Date and the date of the AGM, the granting of the Repurchase Mandate will authorize the Company to repurchase a maximum of 66,653,877 Shares.

The New Issue Mandate and the Repurchase Mandate shall continue in force during the period from the date of passing the relevant resolution ending on the earliest of (a) the date of the next annual general meeting; or (b) the date by which the next annual general meeting of the Company is required to be held by law or by its articles of association; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

PROPOSED RE-ELECTION OF DIRECTORS

As disclosed in the announcement of the Company dated 4 October 2021, the Board announced the appointment of Ms. Chen Weijie as an executive Director of the Company effective from 4 October 2021.

Pursuant to bye-law 83(2) of the Bye-laws, Ms. Chen Weijie should hold office as a Director only until the AGM and being eligible, will offer herself to be re-elected as a Director at the AGM.

Pursuant to bye-law 84(1) of the Bye-laws, each of Mr. Lin Dongming and Mr. Leung Chi Hung shall retire from office by rotation and shall continue to act as a Director throughout the AGM and, being eligible, will offer himself to be re-elected as a Director at the AGM.

LETTER FROM THE BOARD

Mr. Leung Chi Hung has been serving as an independent non-executive Director for more than 9 years. Mr. Leung Chi Hung has confirmed his independence with reference to the factors set out in Rule 5.09 of the GEM Listing Rules. The Nomination Committee has reviewed the composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skill and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and the Company's corporate strategy, and the independence of Mr. Leung Chi Hung. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Director who is due to retire at the AGM. The Board accepted the recommendations made by the Nomination Committee and considers that Mr. Leung Chi Hung is independent in accordance with the independence guidelines set out in the GEM Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board, therefore, considers him to be independent and believes that he should be re-elected.

Particulars relating to Ms. Chen Weijie, Mr. Lin Dongming and Mr. Leung Chi Hung are set out in Appendix II to this circular.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the Repurchase Mandate and pursuant to the GEM Listing Rules, in particular Rule 13.08, is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

ANNUAL GENERAL MEETING

The notice convening the AGM is set out on pages 14 to 19 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the AGM in accordance with the instructions printed thereon.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of the shareholders at the annual general meeting must be taken by poll, except where the chairman, 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. The chairman of the meeting will therefore demand a poll for all resolutions put to the vote at the AGM pursuant to the Bye-laws and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

As no Shareholder has a material interest in the resolutions to be proposed at the AGM, none of them would be required to abstain from voting at the AGM.

LETTER FROM THE BOARD

COMPETING INTERESTS

At as the Latest Practicable Date, the Company is not aware of any Directors or substantial shareholders of the Company or any of their respective associates engaging in any business that competes or may compete with the business of the Group or has any other conflict of interests with the Group.

RECOMMENDATIONS

The Directors are of the opinion that (i) the proposed grant of general mandates to issue new Shares and to repurchase Shares; and (ii) the proposed re-election of Directors; are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote for the relevant resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement in this circular misleading.

Yours faithfully,
For and on behalf of the Board
Finet Group Limited
Lo Yuk Yee
Chairman and executive Director

This is an explanatory statement given to all Shareholders relating to the resolution to be proposed at the AGM authorizing the Repurchase Mandate. It contains all the relevant information required pursuant to Rule 13.08 of the GEM Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 666,538,774 Shares of HK\$0.01 each.

Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 66,653,877 Shares equivalent to 10% of the issued share capital of the Company. The repurchased Shares will be cancelled and the Company's issued share capital will be reduced accordingly by the nominal value of the Shares repurchased.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate will provide the Company the flexibility to make such repurchases when appropriate and beneficial to the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the relevant time, lead to an enhancement of the net asset value per Share of the Company and/or earnings per Share.

3. FUNDING OF REPURCHASES

Repurchase of Shares will be funded out of funds legally available for such purpose in accordance with the Bye-laws, the applicable laws and regulations of Bermuda and the GEM Listing Rules.

There might be a material adverse impact on the working capital or the gearing position of the Group as compared with the position disclosed in the audited financial statements for the year ended 31 March 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up, in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or on the gearing positions which in the opinion of the Directors are from time to time appropriate for the Group.

4. SHARE PRICES

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

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
August	0.350	0.300
September	0.330	0.300
October	0.310	0.310
November	0.650	0.275
December	0.295	0.280
2022		
January	0.410	0.280
February	0.400	0.365
March	0.425	0.305
April	0.380	0.295
May	0.390	0.350
June	0.360	0.330
July	0.360	0.320
August (Up to the Latest Practicable Date)	0.360	0.360

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the GEM Listing Rules, the Bye-laws and any applicable laws of Bermuda.

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquires, any of the associates of any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

As at the Latest Practicable Date, no connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorized to make repurchases of Shares.

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 purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register maintained by the Company under Section 336 of the SFO, the following interests in the Shares were recorded:

Long Positions in the Shares and Underlying Shares of the Company

Name of Shareholders	Capacity	Number of Shares held	Approximate percentage of existing shareholding (Note 2)
Substantial shareholders			
Ms. LO (Note 1)	Beneficial Owner	43,458,058 (L)	65.27%
	Interest of Controlled Corporation	391,597,678 (L)	
Pablos (Note 1)	Interest of Controlled Corporation	391,597,678 (L)	58.75%
Maxx Capital (Note 1)	Beneficial Owner	391,597,678 (L)	58.75%
Broadgain International Limited	Beneficial Owner	47,052,000 (L)	7.06%
Wang Yuan	Beneficial Owner	39,000,000 (L)	5.85%

(L) denotes long positions

Notes:

- 391,597,678 ordinary shares were held by Maxx Capital, which was wholly-owned by Pablos and Pablos was wholly-owned by Ms. LO, a director of the Company. Ms. LO is a director of each of Maxx Capital and Pablos.
- As at the Latest Practicable Date, the Company had 666,538,774 ordinary Shares in issue.

Public Float

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the GEM Listing Rules.

6. SHARE REPURCHASE MADE BY THE COMPANY

No Shares were repurchased by the Company, whether on GEM or otherwise, in the last six months prior to the Latest Practicable Date.

Ms. Chen Weijie (“Ms. Chen”)*Executive Director of the Company*

Ms. Chen, aged 41, has over 11 years of practical experience in corporate management, finance and corporate finance. She has served in various listed companies in Hong Kong and international law firms. Since July 2020, she has been severing as the chief executive officer and responsible officer for Type 6 (advising on corporate finance) regulated activities under SFO of Vision Finance (Securities) Limited. From March 2018 to December 2019, Ms. Chen served as an executive director and responsible officer for Type 6 (advising on corporate finance) regulated activities under SFO of ZhongHua Finance Capital Company Limited, a company principally engaging in provision of financial services. From November 2016 to February 2018, she served as the chief operating officer of Legend Strategy International Holdings Group Company Limited, a company listed on the Stock Exchange (stock code: 1355). From 17 February 2020 to 18 June 2021, Ms. Chen has been appointed as an independent non-executive director of Ye Xing Group Holdings Limited, a company listed on the Stock Exchange (stock code: 1941), and Chong Kin Group Holdings Limited, a company listed on the Stock Exchange (stock code: 1609), respectively. In June 2004, she has obtained a Bachelor’s Degree in Law from Guangdong University of Finance & Economics (formerly known as Guangdong Business School (廣東商學院)). She has also obtained a Master Degree in Law (International Business Laws) from City University of Hong Kong in November 2005. Ms. Chen was qualified as a lawyer in the People’s Republic of China in 2009. Ms. Chen joined our Group on 4 October 2021.

A letter of appointment has been entered into between the Company and Ms. Chen. The appointment of Ms. Chen is for a term of one year subject to retirement by rotation and re-election at the general meeting in accordance with the Bye-laws. As at the Latest Practicable Date, Ms. Chen is entitled to HK\$20,000 per month which was determined by the remuneration committee of the Company with reference to her duties and responsibilities in the Company and the market benchmark.

Save as aforesaid, as at the Latest Practicable Date, Ms. Chen did not (i) hold any other positions with the Company and other members of the Group; (ii) have any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and/or other major appointments and professional qualifications; and (iii) have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed in this circular, the Board is not aware of any matters which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Chen, as a Director.

Mr. Lin Dongming (“Mr. Lin”)*Non-executive Director*

Mr. Lin, aged 50, has extensive experience in corporate management and has been working in PRC government departments and sizable state-owned enterprise for 20 years before joining us as an executive director. From 2004 to 2018, Mr. Lin served as the managing director of Sinotruk (Hong Kong) International Investment Limited, responsible for its international business and investment and corporate finance activities.

Mr. Lin obtained an executive master degree in business administration from Cheung Kong Graduate School of Business. He has been the independent non-executive director of Shi Shi Services Limited (Stock code: 8181), a company listed on GEM of the Stock Exchange, since 1 June 2021. He currently also serves the chairman of the Jinan Association of Hong Kong; the vice chairman of the supervisory board of the Shandong CPPCC Members Association in Hong Kong; the honorary chairman of the Hong Kong Shandong Chamber of Commerce and the natives general associations of Qingdao, Weihai, Yantai and Linyi; the vice president of overseas friendship associations of Jinan and Yantai; and the honorary president of Jinan Chamber of Commerce in Guangdong Province etc. Mr. Lin joined our Group on 14 August 2020.

A service agreement has been entered into between the Company and Mr. Lin. The appointment of Mr. Lin is for a term of one year and Mr. Lin is subject to retirement by rotation and re-election at the general meeting in accordance with the Bye-laws. As at the Latest Practicable Date, Mr. Lin was entitled to HK\$20,000 per month which was determined by the remuneration committee of the Company with reference to his duties and responsibilities in the Company and the market benchmark.

Save as aforesaid, as at the Latest Practicable Date, Mr. Lin did not (i) hold any other positions with the Company and other members of the Group; (ii) have any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and/or other major appointments and professional qualifications; and (iii) have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Saved as disclosed in this circular, the Board is not aware of any matters which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Lin, as a Director.

Mr. Leung Chi Hung (“Mr. Leung”)

Independent non-executive Director, the chairman of the corporate governance committee and a member of the audit committee of the Company

Mr. Leung, aged 66, has commenced his accountancy professional training since 1976 and is a member of certain international accountancy bodies. Mr. Leung is also a Certified Public Accountant (Practising) in Hong Kong and a director of Philip Leung & Co. Limited, Certified Public Accountants (Practising). He is also an independent non-executive director of three other companies listed on the Stock Exchange, including Daido Group Limited (stock code: 544), REF Holdings Limited (stock code: 1631), and Zhongzheng International Company Limited (stock code: 943). During the period from 15 October 2020 to 5 January 2022, Mr. Leung had been the independent non-executive director of Evergreen International Holdings Limited (stock code: 238). Mr. Leung resigned as an independent non-executive director of WT Group Holdings Limited (stock code: 8422) on 31 May 2022. Mr. Leung joined our Group on 23 February 2011.

A letter of appointment has been entered into between the Company and Mr. Leung. The appointment of Mr. Leung is for a term of one year subject to retirement by rotation and re-election at the general meeting in accordance with the Bye-laws. As at the Latest Practicable Date, Mr. Leung is entitled to HK\$10,000 per month which was determined by the remuneration committee of the Company with reference to his duties and responsibilities in the Company and the market benchmark.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. Leung did not (i) hold any other positions with the Company and other members of the Group; (ii) have any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and/or other major appointments and professional qualifications; and (iii) have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Leung did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed in this circular, the Board is not aware of any matters which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Leung, as a Director.



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(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8317)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Finet Group Limited (the “**Company**”) will be held at 12:00 noon on 9 September 2022, at 30/F, Fortis Tower, 77–79 Gloucester Road, Wanchai, Hong Kong to transact the following ordinary businesses:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 March 2022.
2.
 - (a) To re-elect Ms. Chen Weijie as an executive Director of the Company.
 - (b) To re-elect Mr. Lin Dongming as a non-executive Director of the Company.
 - (c) To re-elect Mr. Leung Chi Hung as an independent non-executive Director of the Company.
 - (d) To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Crowe (HK) CPA Limited as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.

NOTICE OF AGM

4. To consider and, if thought fit, pass, with or without amendments, as an ordinary resolution:

“THAT:

- (i) subject to paragraph (iii) of this resolution and the requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares or securities convertible into shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements, and options which would or might require the exercise of such power during or after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to the exercise of options or otherwise) by the directors of the Company pursuant to the approval in paragraph (i) above of this resolution, otherwise than pursuant to:
 - (a) a Rights Issue (as hereinafter defined);
 - (b) the grant or exercise of any option under any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to participants of shares or rights to acquire shares of the Company;
 - (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 of the Company in accordance with the bye-laws of the Company in force from time to time; and
 - (d) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval in paragraph (i) shall be limited accordingly.

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For the purpose of this resolution,

“**Relevant Period**” means the period from the date of 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 bye-laws of the Company or any applicable laws to be held; and
- (3) the revocation or variation of the authority given to the directors of the Company under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. To consider and, if thought fit, pass the following resolution, with or without amendments, as an ordinary resolution:

“**THAT:**

- (i) subject to paragraph (ii) below of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and which are recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange and the Code on Share Repurchases as amended from time to time, be and is hereby generally and unconditionally approved;

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- (ii) the aggregate nominal amount of shares of the Company which are authorized to be repurchased by the Company pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the authority granted pursuant to paragraph (i) above shall be limited accordingly.

For the purposes 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 law to be held; or
 - (3) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”
6. As special business, to consider and, if thought fit, pass the following resolution, with or without amendments, as an ordinary resolution:

“**THAT:**

subject to the passing of the resolution numbered 4 and 5 set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to resolution numbered 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the said resolution.”

By order of the Board
Finet Group Limited
Lo Yuk Yee
Chairman and executive Director

Hong Kong, 12 August 2022

NOTICE OF AGM

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
30/F, Fortis Tower
77–79 Gloucester Road
Wanchai
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her/its proxy to attend 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/her/it and vote on his/her/its behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member.
2. Where there are joint holders of any share any one of such joint holder may vote, either in person 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 any 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 of the Company in respect of the joint holding. Several executors or administrators of a deceased shareholder in whose name any share stands shall be deemed joint holders thereof.
3. To be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Whether or not you propose to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person if you so wish. In the event that you attend the meeting after having lodged the form of proxy, the appointment of the proxy will be deemed to have been revoked.
5. In compliance with the GEM Listing Rules, all resolutions to be proposed at the meeting convened by this notice will be voted on by way of poll.

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As at the date of this notice, the board of directors of the Company comprises the following Directors:

Executive Directors:

Ms. Lo Yuk Yee (*Chairman*)

Ms. Chen Weijie

Non-executive Director:

Mr. Lin Dongming

Independent non-executive Directors:

Mr. Wong Wai Kin

Mr. Siu Siu Ling, Robert

Mr. Leung Chi Hung