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RaffAello-Astrum Financial Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8333)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of RaffAello-Astrum Financial Holdings Limited (the “**Company**”) will be held at Room 2704, 27/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong on Friday, 2 September 2022 at 11:00 a.m., for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- a. the conditional settlement deed dated 16 June 2022 (the “**Settlement Deed**”) (a copy of which is produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and entered into amongst the RaffAello Holdings Limited (the “**Vendor**”) , the Company and RS (BVI) Holdings Limited (“**RS BVI**”) , in relation to, among others, (i) the disposal of 25% of the issued share capital of RS BVI at the disposal price of HK\$32,853,000 by the Company to the Vendor (the “**Equity Disposal**”); (ii) the buy-back of the 233,000,000 shares of the Company (the “**Buy-back Share(s)**”) by the Company from the Vendor for cancellation at the buy-back price of HK\$32,853,000 (i.e. HK\$0.141 per Buy-back Share), which constitutes an off-market share buy-back by the Company pursuant to Rule 2 of the Hong Kong Code on Share Buy-backs (the “**Share Buy-back**”); and (iii) the termination of each of the option deed dated 30 September 2021 entered into between the Company and the Vendor, and the shareholders’ agreement dated 30 September 2021 entered into amongst the Company, the Vendor and RS BVI with effect from the date of completion pursuant to the Settlement Deed (the “**Termination**”) and all other matters thereof and incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed, and the directors of the Company (the “**Director(s)**”) be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which they consider necessary, desirable or expedient for the implementation of and giving effect to the Settlement Deed and the transactions contemplated thereunder;

- b. the Equity Disposal and the transactions contemplated thereunder be and is hereby approved, and any Director be and is hereby authorised to sign and execute such documents, including under seal where applicable, and to take all such acts and things incidental to the Equity Disposal or as he/she considers necessary, desirable or expedient to implement or give effect to the Equity Disposal and the transactions contemplated thereunder;
 - c. subject to the approval having been granted by the executive director of the Corporate Finance Division of the Securities and Futures Commission or any of his delegates (the “**Executive**”), the Share Buy-back and the transactions contemplated thereunder be and is hereby approved, and any Director be and is hereby authorised to sign and execute such documents, including under seal where applicable, and to take all such acts and things incidental to the Share Buy-back or as he/she considers necessary, desirable or expedient to implement or give effect to the Share Buy-back and the transactions contemplated thereunder; and
 - d. the Termination and the transactions contemplated thereunder be and is hereby approved, and any Director be and is hereby authorised to sign and execute such documents, including under seal where applicable, and to take all such acts and things incidental to the Termination or as he/she considers necessary, desirable or expedient to implement or give effect to the Termination and the transactions contemplated thereunder.”
2. “**THAT** conditional upon the passing of resolution numbered 1 above, and subject to the application for the waiver (the “**Whitewash Waiver**”) to be granted by the Executive to Autumn Ocean Limited (“**Autumn Ocean**”) pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers from its obligation to make a mandatory general offer for all the issued shares and all outstanding share options of the Company not already owned by Autumn Ocean, Mr. Pan Chik, Ms. Liu Ming Lai Lorna (being the spouse of Mr. Pan Chik) together with their respective associates and parties acting in concert with any of them (the “**Autumn Ocean Concert Group**”), as a result of the Share Buy-back, the Whitewash Waiver be and is hereby approved.”

SPECIAL RESOLUTION

3. “**THAT** subject to the passing of the resolutions numbered 1 and 2 above, and the entry of the new name and dual foreign name of the Company in the register of companies maintained by the Registrar of Companies in the Cayman Islands, the name of the Company be and is hereby changed from “RaffAello-Astrum Financial Holdings Limited” to “Astrum Financial Holdings Limited” and the dual foreign name in Chinese of the Company “阿仕特朗金融控股有限公司” (the “**Change of Company Name**”) be adopted with effect from the date of entry of the new English and dual foreign name of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands, and any one or more of the

Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she/they consider necessary, desirable or expedient for the implementation of and giving effect to the Change of Company Name and the transactions ancillary thereto.”

By order of the Board
RaffAello-Astrum Financial Holdings Limited
Pan Chik
Chairman and Chief Executive Officer

Hong Kong, 17 August 2022

Registered Office:
Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*
Room 2704, 27/F
Tower 1 Admiralty Centre
18 Harcourt Road
Hong Kong

Notes:

1. A shareholder of the Company (“**Shareholders**”) entitled to attend and vote at the Meeting convened is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. In order to facilitate the prevention and control of the spread of the COVID-19 epidemic and to safeguard the health and safety of the Shareholders, the Company strongly encourages Shareholders to consider appointing the chairman of the meeting as his/her proxy to vote on the resolution as an alternative to attending in person.
2. In case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
3. To be valid, the form of proxy together with any 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 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 not less than 48 hours before the time appointed for the holding of the Meeting (i.e. at or before 11:00 a.m. on Wednesday, 31 August 2022) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person.
4. The voting at the Meeting shall be taken by poll.
5. In order to qualify for attending and voting at the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 1 September 2022.
6. If typhoon signal no. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company (www.astrum-capital.com/raffaello-astrum/) and on the “Latest Listed Company Information” page of the website of the Stock Exchange (www.hkexnews.hk) to notify the Company’s shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Directors are:

Executive Directors

Mr. Pan Chik (*Chairman and Chief Executive Officer*)

Mr. Kwan Chun Yee Hidulf

Ms. Yu Hoi Ling

Independent Non-executive Directors

Mr. Sum Loong

Mr. Lau Hon Kee

Ms. Yue Chung Sze Joyce

As at the date of this notice, Mr. Pan Chik is the sole director of Autumn Ocean.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this notice (other than those relating to the Autumn Ocean Concert Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice (other than those expressed by the sole director of Autumn Ocean) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement herein misleading.

The sole director of Autumn Ocean accepts full responsibility for the accuracy of the information contained in this notice (other than those relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this notice (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) for at least 7 days from the date of its publication and on the website of the Company (www.astrum-capital.com/raffaello-astrum/).