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## **EASY REPAY FINANCE & INVESTMENT LIMITED**

### **易還財務投資有限公司**

*(Continued into Bermuda with limited liability)*

**(Stock code: 8079)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Special General Meeting (the “**Meeting**”) of Easy Repay Finance & Investment Limited (the “**Company**”) will be held at Unit 02, 11/F, Eastmark, 21 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 29 May 2023 at 4:00 p.m. for the purposes of considering and, if thought fit, passing with or without modification, the following resolutions of the Company:

### **SPECIAL RESOLUTIONS**

1. “**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies in Bermuda having been obtained by way of issue of a certificate of incorporation on change of name, the existing English name of the Company be changed from “Easy Repay Finance & Investment Limited” to “Wisdomcome Group Holdings Limited” and to adopt “仍志集團控股有限公司” as the Chinese secondary name of the Company (together, the “**Proposed Change of Company Name**”) with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in Bermuda; and
- (b) each of the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

2. **“THAT:**

- (a) subject to the Proposed Change of Company Name becoming effective, the proposed amendments to the existing bye-laws (**“Bye-laws”**) of the Company currently in force (the **“Proposed Amendments”**), details of which are set out in Appendix II to the circular of the Company dated 2 May 2023, be and are hereby approved;
- (b) subject to the Proposed Change of Company Name becoming effective, the adoption of the new bye-laws (incorporating all of the Proposed Amendments) (the **“New Bye-laws”**), a copy of which has been produced to the SGM and marked as “A” and initialed by the chairman of the SGM for identification purpose, be and are hereby approved and adopted as the New Bye-laws in substitution for, and to the exclusion of, the existing Bye-laws of the Company with effect from the date that the Proposed Change of Company Name becoming effective; and
- (c) each of the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the Proposed Amendments and the adoption of the New Bye-laws and to attend to any necessary registration and/or filing for and on behalf of the Company.”

**ORDINARY RESOLUTION**

3. To, as special business, consider and, if thought fit, pass the following resolution as ordinary resolutions:

**“THAT**

- (a) subject to and conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) granting the approval of the listing of, and permission to deal in, the shares of the Company to be issued and allotted pursuant to the exercise of options granted under the new share option scheme of the Company (the **“New Share Option Scheme”**), the rules of which are contained in the document marked “B” produced to the Meeting and for the purposes of identification signed by the Chairman thereof, the New Share Option Scheme be and is hereby approved and adopted and with effect from the date of the New Share Option Scheme becoming unconditional and coming into effect, and the directors of the Company be and are hereby authorised to do all acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme, including without limitation:

- (i) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for the shares of the Company, including but not limited to determining and granting the options in accordance with the terms of the New Share Option Scheme;
  - (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to the modification and/or amendment and subject to Chapter 23 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”);
  - (iii) to grant share options under the New Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the share options to be granted under the New Share Option Scheme and subject to the GEM Listing Rules and the Companies Act 1981 of Bermuda, as amended from time to time (the “**Companies Act**”);
  - (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the share options to be granted under the New Share Option Scheme and subject to GEM Listing Rules and the Companies Act; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme and subject to the GEM Listing Rules and the Companies Act.
- (b) the total number of Shares which may be issued in respect of all options and awards to be granted under the New Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the Adoption Date or the relevant date of approval of the refreshment of the Scheme Mandate Limit; and

- (c) within the Scheme Mandate Limit, the number of Shares which may be issued in respect of all options and awards to be granted to the Service Providers under the New Share Option Scheme and any other schemes of the Company must not in aggregate exceed 0.5% of the total number of Shares in issue as at the Adoption Date or the relevant date of approval of the refreshment of the Service Provider Sublimit.”

By Order of the Board  
**Easy Repay Finance & Investment Limited**  
**Chan Yan Tak**  
*Chairman and Executive Director*

Hong Kong, 2 May 2023

*Principal place of business in Hong Kong:*

Unit 02, 11/F, Eastmark  
21 Sheung Yuet Road  
Kowloon Bay, Kowloon  
Hong Kong

*Notes:*

1. A form of proxy for use at the Meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding of the above Meeting or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.

6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, priority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. The directors of the Company as at the date of this notice are Mr. Chan Yan Tak, Mr. Lim Ming Shing, Tony, Ms. Siu Yeuk Hung, Clara and Mr. Law Ka Kei, being executive Directors, Mr. Lee King Fui, Mr. Joseph Rodrick Law, Mr. To Kwan and Ms. Ho Sau Ping, Pia, being independent non-executive Directors.
8. In order to facilitate the prevention and control of the spread of the Coronavirus disease (COVID-19) and to safeguard the health and safety of the shareholders of the Company, the Company encourages the shareholders of the Company to consider appointing the chairman of the SGM as his/her/its proxy to vote on the relevant resolution at the SGM as an alternative to attending the SGM in person.

*This notice, for which the directors of the Company 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 of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.*

*This notice will remain on the “Latest Company Announcements” page of the website of the GEM at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its posting and on the Company’s website at [www.ecrepay.com](http://www.ecrepay.com).*