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**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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your securities in Central Wealth Financial Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**中達金融集團有限公司**  
**Central Wealth Financial Group Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 572)**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
REFRESHMENT OF SHARE OPTION AND  
SHARE AWARD SCHEMES MANDATE LIMITS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the board of directors of Central Wealth Financial Group Limited (the “**Company**”) is set out on pages 4 to 13 of this circular. A notice convening an annual general meeting of the Company to be held at Room 912, 9/F, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:30 a.m. on 30 June 2016 are set out on pages 21 to 26 of this circular. The proxy form for use at the aforesaid general meeting is enclosed with this circular. Such proxy form is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you intend to attend the annual general meeting, you are requested to complete and return the proxy form in accordance with the instructions printed thereon and deposit the same at the offices of the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

1 June 2016

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 912, 9/F, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on 30 June 2016 at 10:30 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 21 to 26 of this circular
“Articles”	the articles of association of the Company
“Awarded Shares”	the Shares granted and to be granted under the Share Award Scheme
“Board”	the board of Directors
“Company”	Central Wealth Financial Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with authorised and unissued Shares of up to 20% of the aggregate number of the issued Shares of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	26 May 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Old Scheme”	the share option scheme adopted by the Company on 2 June 2003 and terminated on 22 February 2012
“Option(s)”	the option(s) to subscribe for Share(s) under the Share Option Scheme
“Refreshment of Share Award Scheme Mandate Limit”	the proposed refreshment of the Share Award Scheme Mandate Limit
“Refreshment of Share Option Scheme Mandate Limit”	the proposed refreshment of the Share Option Scheme Mandate Limit
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate number of the issued Share of the Company as at the date of passing of the relevant resolution
“Share Award Scheme Mandate Limit”	the maximum number of Shares which may be granted under the Share Award Scheme which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Award Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Share Option Scheme Mandate Limit”	the maximum number of Shares that may be issued upon exercise of all Options to be granted under the Share Option Scheme, which shall not exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme or limit refreshment thereof from time to time, as the case may be
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.001 each in the capital of the Company

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of the Share(s)
“Share Award Scheme”	the share award scheme adopted by the Company on 15 July 2015
“Share Option Scheme”	the share option scheme adopted by Company on 22 February 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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中達金融集團有限公司  
**Central Wealth Financial Group Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 572)

*Executive Directors:*

Siu Yun Fat  
Lau Fai Lawrence  
Yang Yang  
Yu Qingrui

*Registered Office:*

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

*Independent Non-executive Directors:*

Chan Yee Por Simon  
Siu Siu Ling, Robert  
Tam Tak Wah

*Principal office of business:*

Room 912, 9/F  
New East Ocean Centre  
9 Science Museum Road  
Tsim Sha Tsui East, Kowloon  
Hong Kong

1 June 2016

*To the Shareholders, and for information only,  
and options holders of the Company*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
REFRESHMENT OF SHARE OPTION AND  
SHARE AWARD SCHEMES MANDATE LIMITS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (a) the granting to the Directors of the Issue Mandate; (b) the granting to the Directors of the Repurchase Mandate; (c) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; (d) the re-election of the retiring Directors; and (e) the refreshment of Share Option and Share Award Schemes Mandate Limits.

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## **LETTER FROM THE BOARD**

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### **2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue Mandate and the Repurchase Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate. Details of these resolutions are contained in the AGM Notice.

As at the Latest Practicable Date, the issued share capital of the Company was 5,777,587,998 Shares. Assuming that there is no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 1,155,517,599 Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 577,758,799 Shares.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

### **3. RE-ELECTION OF THE RETIRING DIRECTORS**

The Board currently consists of seven Directors, namely Mr. Siu Yun Fat, Mr. Lau Fai Lawrence, Mr. Yang Yang, Mr. Yu Qingrui, Mr. Chan Yee Por Simon, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah.

Pursuant to Article 108(A), Mr. Yang Yang, Mr. Yu Qingrui and Mr. Siu Siu Ling, Robert, shall retire by rotation at the AGM. All of the above three retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 4. REFRESHMENT OF SHARE OPTION AND SHARE AWARD SCHEMES MANDATE LIMITS

#### (a) Refreshment of Share Option Scheme Mandate Limit

At the extraordinary general meeting of the Company held on 22 February 2012, the Company adopted a new Share Option Scheme and the Old Scheme was terminated therefrom. The Share Option Scheme became effective on 22 February 2012 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. Upon termination of the Old Scheme, no further Options under the Old Scheme can be granted but in all other respects the provisions of the Old Scheme shall remain in full force and effect. Therefore, the adoption of new Share Option Scheme will not in any event affect the terms of the grant of such outstanding options that has already been granted under the Old Scheme and shall continue to be valid and subject to the provisions of the Old Scheme.

The Board proposes to seek the approval of the Shareholders to refresh the existing Share Option Scheme Mandate Limit. Under the existing Share Option Scheme Mandate Limit, the Directors were authorized to grant 352,158,799 Options to subscribe for up to 352,158,799 Shares, representing 10% of the issued share capital of the Company as at the date of the annual general meeting on 30 June 2015 at which the Share Option Scheme Mandate Limit was previously refreshed.

After refreshment of the Share Option Scheme Mandate Limit as approved by the Shareholders at last year's annual general meeting of the Company held on 30 June 2015 and up to the Latest Practicable Date, (i) 352,000,000 Options were granted under the Share Option Scheme, and none of these Options were exercised, cancelled and lapsed and (ii) no Options were exercised, cancelled and lapsed under the Old Scheme. As at the Latest Practicable Date, the Company may grant 158,799 Options under the Share Option Scheme Mandate Limit prior to its refreshment.

As at the Latest Practicable Date, the number of outstanding Options entitling the holders thereof to subscribe for Shares under the Share Option Scheme is 444,400,000 and the number of outstanding Option entitling the holders thereof to subscribe for Shares under the Old Scheme is 2,339,268.



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## LETTER FROM THE BOARD

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In order to provide the Company with greater flexibility in granting Options to eligible persons (including but not limited to employees and Directors) of the Company under the Share Option Scheme as incentives or rewards for their contribution to the Company, the Board decided to seek the approval from the Shareholders to refresh the Share Option Scheme Mandate Limit at the AGM. The refreshment of the Share Option Scheme Mandate Limit is in line with the purpose of the Share Option Scheme. The Directors consider that such refreshment of the Share Option Scheme Mandate Limit is in the best interests of the Company and the Shareholders as a whole.

Based on 5,777,587,998 Shares in issue as the Latest Practicable Date and assuming no further Shares are repurchased and issued prior to the AGM, upon the approval of the refreshment of the Share Option Scheme Mandate Limit at the AGM, the Directors will, apart from the 446,739,268 Options which have already been granted and are still outstanding, be authorized to exercise the powers of the Company to issue 577,758,799 Options to subscribe for a total of 577,758,799 Shares, representing 10% of the total number of Shares in issue as at the AGM. Assuming that the refreshment of the Share Option Scheme Mandate Limit is approved at the AGM and taking into account the following:

1. the additional 577,758,799 Shares subject to the Share Option Scheme Mandate Limit (as refreshed);
2. the 444,400,000 Shares subject to the Options granted under the Share Option Scheme and yet to be exercised; and
3. the 2,339,268 Shares subject to the Options previously granted under the Old Scheme and yet to be exercised,

the number of the Shares that may be issued under the Options to be granted under the Share Option Scheme Mandate Limit (as refreshed) and to be issued under the Options granted and outstanding will be in aggregate 1,024,498,067 Shares, representing approximately 17.73% of the Shares in issue as at the Latest Practicable Date and is within the 30% of Shares in issue from time to time as required under the Share Option Scheme.

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## LETTER FROM THE BOARD

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The refreshment of the Share Option Scheme Mandate Limit of the Share Option Scheme is conditional upon:

1. the passing of an ordinary resolution at the AGM to approve the refreshment of the Share Option Scheme Mandate Limit by the Shareholders, to authorise the Directors to grant Options to subscribe for Shares under the Share Option Scheme and to allot and issue Shares pursuant to the exercise of any options granted under the Share Option Scheme; and
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the new Shares to be issued pursuant to the exercise of any Options granted under the refreshed Share Option Scheme Mandate Limit.

Application will be made to the Stock Exchange by the Company for the approval of the listing of and permission to deal in the Shares to be issued upon the exercise of any Options that may be granted under the Share Option Scheme and any other schemes of the Company under the refreshed Share Option Scheme Mandate Limit.

An ordinary resolution will be proposed at the AGM to approve the refreshment of the Share Option Scheme Mandate Limit of the Share Option Scheme in the terms as set out in Resolution No. 5 of the notice of the AGM. In order that the Company could continue to grant Options to selected participants as incentives or rewards for their contribution to the Company, the Directors recommend the Shareholders to vote in favor of this resolution.

### Outstanding options

The table below sets out the summary of the outstanding options.

	Date of grant	2015 exercise price <i>HKD</i>	Exercisable period	Outstanding as the Latest Practicable Date
<b>Scheme 2003</b>				
<b>Senior management</b>	2 May 2007	2.9240	2 May 2007 to 1 May 2017	467,852

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## LETTER FROM THE BOARD

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	Date of grant	2015 exercise price <i>HKD</i>	Exercisable period	Outstanding as the Latest Practicable Date
<b>Employees</b>	2 May 2007	2.9240	2 May 2007 to 1 May 2017	311,903
	30 January 2008	2.0263	30 January 2008 to 29 January 2018	1,559,513
				<hr style="width: 100%; border: 0.5px solid black;"/> 2,339,268
<b>Scheme 2012</b>				
Director	24 July 2014	0.1164	24 July 2014 to 23 July 2016	65,600,000
	13 July 2015	0.2700	13 July 2015 to 12 July 2017	35,000,000
	27 July 2015	0.3350	27 July 2015 to 26 July 2017	70,000,000
	4 September 2015	0.2010	4 September 2015 to 3 September 2017	600,000
Employee	27 July 2015	0.3350	27 July 2015 to 26 July 2017	35,000,000
	4 September 2015	0.2010	4 September 2015 to 3 September 2017	1,400,000
Consultants	22 June 2015	0.3190	22 June 2015 to 21 June 2017	26,800,000
	27 July 2015	0.3350	27 July 2015 to 26 July 2017	35,000,000
	4 September 2015	0.2010	4 September 2015 to 3 September 2017	175,000,000
				<hr style="width: 100%; border: 0.5px solid black;"/> 444,400,000

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## LETTER FROM THE BOARD

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**(b) Refreshment of Share Award Scheme Mandate Limit**

The Company adopted the existing Share Award Scheme on 15 July 2015. Pursuant to the Listing Rules and the terms of the Share Award Scheme, the maximum number of Awarded Shares (as defined under the Share Award Scheme) must not exceed 352,158,799 Shares, representing 10% of the Shares in issue on 15 July 2015.

The Share Award Scheme Mandate Limit was not refreshed since the adoption of the Share Award Scheme.

Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of 10 years commencing on its adoption date.

The eligible persons under the Share Award Scheme shall include employees, directors of the Company or of any its subsidiary, any holder of any securities issued by any member of the Group and any business or joint venture partner, contractor, agent, vendor, supplier, licensee and other persons which have contributed or will contribute to the growth and development of the Group.

Get Nice Securities Limited, a licensed corporation under the SFO, is currently acting as the independent trustee for the Share Award Scheme. Under the Share Award Scheme, Shares may be acquired by the administration committee or the independent trustee at the cost of the Company by way of on-market purchase. Such Shares will be held in trust and will vest to the relevant selected eligible persons until the vesting criteria and conditions (if any) have been satisfied. No new shares will be issued under the Share Award Scheme.

The voting rights in respect of any Awarded Shares, which have been granted to relevant selected eligible persons, shall be exercised in accordance with the instructions of relevant selected eligible persons. Notwithstanding that the independent trustee is the legal holder of the Awarded Shares held upon trust pursuant to the trust deed, the independent trustee shall not exercise the voting rights attached to such Shares.

The Company may refresh the Share Award Scheme Mandate Limit at any time subject to prior Shareholders' approval provided that:

- (i) the Share Award Scheme Mandate Limit so refreshed must not exceed 10% of the Shares in issue as at the date of the Shareholders' approval of the refreshed Share Award Scheme Mandate Limit; and

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## LETTER FROM THE BOARD

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- (ii) Awarded Shares previously granted under the Share Award Scheme will not be counted for the purpose of calculating the Share Award Scheme Mandate Limit as refreshed.

Notwithstanding the foregoing, the Company will not issue or grant any Awarded Shares under the Share Award Scheme which would result in the total number of the Awarded Shares together with Shares which may be issued upon exercise of all outstanding Share Options granted but yet to be exercised under the Share Option Scheme of the Company representing in aggregate over 30% of the Shares in issue as at the date of such grant (the “**30% Aggregate Limit for the Share Option Scheme and the Share Award Scheme**”).

The previous Share Award Scheme Mandate Limit as at the date of adoption of the Share Award Scheme will be lapsed upon the refreshment in the coming AGM.

The Company will comply with the relevant requirements of the Listing Rules when it proposes to grant any Awarded Shares to its connected persons.

Up to the Latest Practicable Date, 56,560,000 Shares were acquired from the market by the independent trustee during July to October 2015 in accordance with the Share Award Scheme. No Shares have been granted to the Eligible Persons of the Group under the Share Award Scheme. Subsequent to the adoption of the Share Award Scheme in July 2015, though no Awarded Shares have been granted under the Share Award Scheme, the number of Shares in issue has increased from 3,521,587,998 Shares to 5,777,587,998 Shares. The Directors consider that the Company should refresh the Share Award Scheme Mandate Limit so that the Company has greater flexibility to provide incentives to, and recognize the contributions of the Eligible Persons under the terms of the Share Award Scheme. The Directors consider that the Refreshment of the Share Award Scheme Mandate Limit is in line with the purpose of the Share Award Scheme and is in the best interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, there were 5,777,587,998 Shares in issue. Assuming no further issue or repurchase of Shares prior to the AGM, upon refreshment of the Share Award Scheme Mandate Limit by the Shareholders at the AGM, the Company may grant Awarded Shares up to a maximum number of 577,758,799 Shares, representing 10% of the issued share capital of the Company as at the date of AGM. The total number of Shares which may be granted upon the “refreshed” Share Award Scheme Mandate Limit is 577,758,799 Shares. The Company will not issue or grant any Awarded Shares under the Share Award Scheme which would result in exceeding the 30% Aggregate Limit for the Share Option Scheme and the Share Award Scheme.

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## **LETTER FROM THE BOARD**

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### **5. VOTING AT THE AGM**

According to Rule 13.94(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to vote at the AGM will be taken by way of poll and an announcement will be made after the AGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, no Shareholders have a material interest in the refreshment of the Share Option Scheme Mandate Limit and the Share Award Scheme Mandate Limit and no Shareholders are required to abstain from voting for the resolutions for the refreshment of the Share Option Scheme Mandate Limit and Share Award Scheme Mandate Limit.

### **6. ACTION TO BE TAKEN**

The AGM Notice is set out on pages 21 to 26 of this circular. A form of proxy for use at the AGM is also enclosed. Whether or not you are able to attend and vote at the AGM, you are requested to read the notice and 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 Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

### **7. RECOMMENDATION**

The Directors consider that Share Issue Mandate, Share Repurchase Mandate, the refreshment of Share Option and Share Award Schemes Mandate Limits and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

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## LETTER FROM THE BOARD

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### 8. 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.

### 9. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendices I (Explanatory Statement) and II (Details of the retiring Directors proposed for re-election) of this circular.

Yours faithfully,  
On behalf of the Board  
**Siu Yun Fat**  
*Chairman*

*The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was 5,777,587,998 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 577,758,799 Shares, representing 10% of the issued Shares of the Company as at the date of the AGM.

## **2. SOURCE OF FUNDS**

Repurchases of Shares by the Company must be made out of funds which are legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company shall not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Subject to the above, any repurchase of the Shares by the Company may only be made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase, or, subject to Cayman Islands Companies Law, out of capital, provided that on the day immediately following the date of repurchase of the Shares, the Company is able to pay its debts as they fall due in the ordinary course of business.

## **3. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on the market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.



#### 4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the consolidated financial position of the Company as at 31 December 2015, being the date of the latest published audited financial statements of the Company) in the event that the Repurchase Mandate is exercised in full. 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 of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 5. SHARES PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months before the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2015</b>		
April	0.560	0.360
May	0.455	0.350
June	0.430	0.295
July	0.375	0.100
August	0.325	0.180
September	0.220	0.160
October	0.330	0.171
November	0.290	0.203
December	0.220	0.183
<b>2016</b>		
January	0.187	0.128
February	0.208	0.127
March	0.375	0.173
April	0.310	0.236
May (up to the Latest Practicable Date)	0.255	0.208

## 6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, 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 and to the best of knowledge and belief of the Directors, the following persons were directly or indirectly had an interest in 5% or more of the nominal value of the Shares that carry a right to vote in all circumstances at general meetings of the Company:

Name of Shareholder	Number of Shares	Approximate percentage of existing shareholding	Approximate percentage of shareholding if Repurchase Mandate is exercised
Chinese Top Holdings Limited <i>(Note 1)</i>	615,892,000	10.66%	11.84%
Huang Zhiwen <i>(Note 1)</i>	615,892,000	10.66%	11.84%
Lin Guoyan <i>(Note 1)</i>	615,892,000	10.66%	11.84%
Huang Chuan	416,364,000	7.21%	8.01%
Lin Guo Rong	303,896,000	5.26%	5.84%

*Notes:*

- In accordance with the disclosure forms filed, Chinese Top Holdings Limited is controlled as to 20% by Chen Yibao, as to 40% by Huang Zhiwen and as to 40% by Lin Guoyan respectively.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM, the total interests of the above Shareholders would be increased to approximately the respective percentages shown in the last column above. Such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequences, which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

#### **7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

To the best of the knowledge of the Directors, having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

#### **8. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

#### **9. REPURCHASES OF SHARES MADE BY THE COMPANY**

The Company has not repurchased any Shares whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

#### **10. GENERAL**

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of a company's issued share capital would be in public hands. The Directors do not intend to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

*The following are the details of the retiring Directors proposed to be re-elected at the AGM.*

**Mr Yang Yang, Executive Director**

Mr. Yang, aged 31, has extensive experience in sales and marketing in the PRC. He joined an automobile distributor in Shantou as sales manager after obtaining his diploma in electronic commerce from Guangdong Province Huanan Xinan Polytechnic\* (廣東省華南師範新安職業技術學院) in 2007. Mr. Yang subsequently joined a trading company and served as the assistant to the general manager in 2010. In 2011 he joined another trading company that specializes in the trading of precious metals and served as their general manager. Since 2012, Mr. Yang served as the director of sales (銷售總監) of a reputable business entity in Guangdong Province, who is responsible for overseeing the sales and marketing of European automobiles in the Shantou area.

Mr. Yang has entered into an employment agreement with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Subsequent to a review of his duties and responsibilities in the Company by the Remuneration Committee, the monthly remuneration of Mr. Yang has been revised to HK\$15,000 with effect from 1 January 2016.

As at the Latest Practicable Date, Mr. Yang was interested in 35,000,000 Shares Options of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Yang does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. There was no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Yang's re-election and there was no other information that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Yu Qingrui, *Executive Director***

Mr. Yu, aged 44, specializes in property investment and trading business in the PRC. After graduating from high-school in 1989, Mr. Yu joined the shipping and trading business in the PRC. He was the general manager of a shipping company before he became a private investor in 2003. In 2011, Mr. Yu joined a marketing and management firm in Shanghai and served as their property investment manager.

Mr. Yu has entered into an employment agreement with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Subsequent to a review of his duties and responsibilities in the Company by the Remuneration Committee, the monthly remuneration of Mr. Yu has been revised to HK\$15,000 with effect from 1 January 2016.

As at the Latest Practicable Date, Mr. Yu was interested in 67,800,000 Share Options of the Company and 20,160,000 Shares, 20,160,000 Shares representing approximately 0.35% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Yu does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO and there was no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Yu's re-election and there was no other information that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Siu Siu Ling, Robert, *Independent Non-executive Director***

Mr. Siu, aged 63, has been appointed as independent non-executive Director with effect from 1 November 2011. He is a sole proprietor of the firm, Messrs. Robert Siu & Co., Solicitors. He is also an independent non-executive director of Kaisun Energy Group Limited (stock code: 8203) and Finet Group Limited (stock code: 8317), both of them are listed on the Growth Enterprise Market of the Stock Exchange. Mr. Siu is also an independent non-executive director of Skyway Securities Group Limited (stock code: 1141), a company is listed on the Main Board of the Stock Exchange. Mr. Siu holds a bachelor's degree in laws from University of London in the United Kingdom and a postgraduate certificate in laws from The University of Hong Kong. He also holds a master degree of laws from the University of Greenwich. He has been admitted as a solicitor in Hong Kong since 1992 and has been admitted as a solicitor in England and Wales since 1993. His legal practice is mainly in the field of commercial and corporate finance.

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**APPENDIX II****DETAILS OF THE RETIRING DIRECTORS  
PROPOSED FOR RE-ELECTION**

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Mr. Siu has entered into an employment agreement with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Subsequent for a review of his duties and responsibilities in the Company by the Remuneration Committee, the monthly remuneration of Mr. Siu has been revised to HK\$20,000 with effect from 1 January 2016.

As at the Latest Practicable Date, Mr. Siu does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. There was no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Yang's re-election and there was no other information that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**DIRECTORS' EMOLUMENTS**

The amounts of emoluments received in 2015 by the re-elected Directors are set out in the table below:

<b>Name</b>	<b>Fees</b> <i>HK\$'000</i>	<b>Salaries, bonuses and allowances</b> <i>HK\$'000</i>	<b>Contributions to retirement benefits scheme</b> <i>HK\$'000</i>	<b>Share-based payments</b> <i>HK\$'000</i>	<b>Total</b> <i>HK\$'000</i>
Mr. Yang Yang	-	130	-	3,227	3,357
Mr. Yu Qingrui	-	130	-	2,996	3,126
Mr. Siu Siu Ling, Robert	180	15	-	-	195
	<u>180</u>	<u>15</u>	<u>-</u>	<u>-</u>	<u>195</u>

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## NOTICE OF AGM

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中達金融集團有限公司

**Central Wealth Financial Group Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 572)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Central Wealth Financial Group Limited (the “**Company**”) will be held at Room 912, 9/F, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 30 June 2016 at 10:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2015.
2. To re-elect the retiring directors of the Company and to authorise the Board of Directors of the Company to fix the directors’ remuneration.
3. To re-appoint Asian Alliance (HK) CPA Limited (formerly known as ZHONGLEI (HK) CPA Company Limited) as auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as ordinary resolution of the Company:

(A) “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised and unissued ordinary shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into ordinary shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into ordinary shares of the Company) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of options under a share option scheme of the Company;
  - (iii) the exercise of rights of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into shares of the Company; or
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the Article of the Company from time to time;

shall not exceed 20% of the aggregate number of the shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;



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## NOTICE OF AGM

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- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Article of the Company or any applicable laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

(B) **“THAT:**

- (a) subject to paragraph (b) 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 ordinary shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the ordinary shares of the Company to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of the issued ordinary shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF AGM

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- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meetings; and
    - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Article of the Company or any applicable laws to be held.”
  - (C) “**THAT** conditional upon the passing of the resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution numbered 4(A) of the Notice be and is hereby extended by the addition to the aggregate number of the ordinary shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of the ordinary shares repurchased by the Company pursuant to the general mandate referred to in the resolution numbered 4(B) of the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing of this resolution.”
5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as ordinary resolution of the Company:
- “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company pursuant to an ordinary resolution of the shareholders of the Company passed on 22 February 2012 (“**Share Option Scheme**”), representing 10 per cent. of the issued share capital of the Company as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme:
- (a) approval be and is hereby granted for refreshing the 10 per cent. limit under the Share Option Scheme (“**Refreshed Share Option Scheme Mandate**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company or its subsidiaries under the limit as refreshed hereby shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company

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## NOTICE OF AGM

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or its subsidiaries (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company or its subsidiaries) shall not be counted for the purpose of calculating the Refreshed Share Option Scheme Mandate); and

(b) the directors of the Company or a duly authorised committee thereof be and is/are hereby authorised: (i) at its/their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Share Option Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Share Option Scheme Mandate.”

6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as ordinary resolution of the Company:

“**THAT** pursuant to the Share Award Scheme of the Company adopted on 15 July 2015 (the “**Share Award Scheme**”), approval be and is hereby generally and unconditionally granted for refreshing and renewing the Share Award Scheme Mandate Limit (as defined below) under the Share Award Scheme provided that (i) the total number of Shares which may be granted under the Share Award Scheme shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this resolution (the “**Share Award Scheme Mandate Limit**”); and (ii) the overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other incentive or share option schemes and may be issued under the Share Award Scheme of the Company must not exceed 30 per cent. of the Shares in issue from time to time and that the Directors be and are hereby authorized, at their absolute discretion, to grant Shares under the Share Award Scheme up to the refreshed Share Award Scheme Mandate Limit.”

By Order of the Board  
**Siu Yun Fat**  
*Chairman*

Hong Kong, 1 June 2016

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## NOTICE OF AGM

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*Registered Office:*

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

*Head Office and Principal Place of Business in Hong Kong:*

Room 912, 9/F  
New East Ocean Centre  
9 Science Museum Road  
Tsim Sha Tsui East, Kowloon, Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives of the meeting and vote in its stead.
2. In order to be valid, proxy form, together with the power of attorney (if required by the Board) 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, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM or adjourned meeting.
3. Completion and deposit of the proxy form will not preclude a member of the Company from attending and voting in person at the AGM convened or any adjourned meeting and in such event, the proxy form will be deemed to be revoked.
4. 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 to vote, but if more than one of such joint holders are present at the AGM, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the name stands first on the registrar of members of the company in respect of the joint holding.