
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 Easy One Financial Group Limited 易易壹金融集團有限公司, 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 the transfer was effected for onward transmission to the purchaser or the transferee.

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Easy One Financial Group Limited
易易壹金融集團有限公司

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

(Stock Code: 221)

**PROPOSALS FOR GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at Garden Room A-D, 2/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 30 August 2019 at 9:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you intend to attend and vote in person at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as practicable but in any event not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 9:30 a.m. on Wednesday, 28 August 2019) 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 (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

31 July 2019

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Garden Room A-D, 2/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 30 August 2019 at 9:30 a.m. or at any adjournment thereof (as the case may be) to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM which is set out on pages AGM-1 to AGM-5 of this circular
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of the Directors
“Bye-Law(s)”	the bye-laws of the Company
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Easy One Financial Group Limited 易易壹金融集團有限公司, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“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 PRC
“Latest Practicable Date”	26 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in the circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“New Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue or deal with additional Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate (such mandate to be extended and added by the number of Shares, if any, repurchased by the Company pursuant to and in accordance with the New Repurchase Mandate)
“New Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“PRC”	the People’s Republic of China, which for the purpose of this circular and for geographical reference only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option(s)”	share option(s) granted or to be granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Shareholders at the annual general meeting of the Company held on 21 August 2012
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“WYT” Wai Yuen Tong Medicine Holdings Limited (位元堂藥業控股有限公司*), an exempted company incorporated in Bermuda with limited liability and the shares of which are listed and traded on the main board of the Stock Exchange (Stock Code: 897)

“%” per cent

** for identification purpose only*

LETTER FROM THE BOARD



Easy One Financial Group Limited 易易壹金融集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 221)

Executive Directors:

Mr. Chan Chun Hong, Thomas
(Chairman and Managing Director)
Mr. Cheung Wai Kai
Ms. Stephanie

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent non-executive Directors:

Mr. Sin Ka Man
Mr. Cheung Sau Wah, Joseph, *PMSM*
Mr. Wong Hung Tak, *PMSM*

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

Suite 3202, 32/F., Skyline Tower
39 Wang Kwong Road
Kowloon Bay
Kowloon
Hong Kong

31 July 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information and/or to seek your approval, inter alia, on (i) the grant of the New Issue Mandate to the Directors; (ii) the grant of the New Repurchase Mandate to the Directors; (iii) the extension of the New Issue Mandate by adding to it the aggregate number of Shares repurchased by the Company under the New Repurchase Mandate; and (iv) the re-election of the retiring Directors. A notice of the AGM containing the resolutions to be proposed at the AGM is set out on pages AGM-1 to AGM-5 of this circular.

LETTER FROM THE BOARD

PROPOSED GRANT OF THE NEW ISSUE MANDATE AND THE NEW REPURCHASE MANDATE

At the Company's last annual general meeting held on 29 August 2018, the Directors were granted a general and unconditional mandate to allot, issue and deal with the Shares not exceeding 20% of the total number of the issued Shares as at 29 August 2018 (i.e. 111,286,500 Shares) (the "**2018 Issue Mandate**"); and a general and unconditional mandate to repurchase the Shares up to a maximum of 10% of the total number of issued Shares as at 29 August 2018 (i.e. 55,643,250 Shares) (the "**2018 Repurchase Mandate**").

As at the Latest Practicable Date, the 2018 Issue Mandate and the 2018 Repurchase Mandate had not yet been utilised and would expire at the conclusion of the AGM.

To facilitate future allotment, issue and repurchase of Shares by the Directors on behalf of the Company, the Directors will seek the approval of the Shareholders for:

- (a) the grant of the New Issue Mandate;
- (b) the grant of the New Repurchase Mandate; and
- (c) if the New Repurchase Mandate is granted, the extension of the New Issue Mandate by the addition of the aggregate number of Shares repurchased by the Company under the New Repurchase Mandate to the New Issue Mandate, subject to a maximum of 10% of the issued Shares as at the date of passing of the relevant resolutions.

As at the Latest Practicable Date, the total number of Shares in issue was 556,432,500. Upon the passing of the relevant resolutions at the AGM and assuming the existing number of Shares in issue remains unchanged as at the date of the AGM, the Company would be allowed (i) pursuant to the New Issue Mandate to allot, issue and deal with 111,286,500 Shares, representing 20% of the total number of the issued Shares as at the date of passing of the relevant resolution; and (ii) pursuant to the New Repurchase Mandate to repurchase 55,643,250 Shares, representing 10% of the total number of the issued Shares as at the date of passing of the relevant resolution. As at the Latest Practicable Date, the Directors have no immediate plan to allot and issue any Shares.

An explanatory statement in respect of the New Repurchase Mandate required under the Listing Rules is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of six Directors, namely Mr. Chan Chun Hong, Thomas, Mr. Cheung Wai Kai and Ms. Stephanie as executive Directors and Mr. Sin Ka Man, Mr. Cheung Sau Wah, Joseph and Mr. Wong Hung Tak as independent non-executive Directors.

In accordance with the Bye-Law 84 of the Bye-Laws, Ms. Stephanie and Mr. Cheung Sau Wah, Joseph will retire as Directors by rotation at the AGM and, being eligible, offer themselves for re-election.

LETTER FROM THE BOARD

In identifying suitable individuals for the independent non-executive Director, the nomination committee of the Company shall consider individuals on merit against the objective criteria, with due regard for the benefits of diversity on the Board (including without limitation, gender, age, cultural and educational background, ethnicity, experience, skills, knowledge, independence and length of service).

Mr. Cheung Sau Wah, Joseph has served the Board for over 9 years. The nomination committee of the Company has assessed the independence of Mr. Cheung Sau Wah, Joseph, including reviewing the annual confirmation of his independence provided in accordance with Rule 3.13 of the Listing Rules, and has considered his extensive working experience as set out in Appendix II to this circular. The nomination committee of the Company concluded that the long service of Mr. Cheung Sau Wah, Joseph to the Company has enabled him to get an in-depth understanding of the Group's businesses and operations and does not affect his exercise of independent judgements and that Mr. Cheung Sau Wah, Joseph possesses the required character, integrity and experience to continuously fulfill the role of independent non-executive Director effectively. In proposing Mr. Cheung Sau Wah, Joseph to be re-elected as an independent non-executive Director at the AGM, the nomination committee of the Company has considered the valuable working experience, knowledge and professionalism of Mr. Cheung Sau Wah, Joseph and his contribution to the diversity of the Board (in particular in terms of his experience in civil service) having regard to the background and experience of each member of the Board. The nomination committee of the Company has therefore recommended to the Board that Mr. Cheung Sau Wah, Joseph be re-elected as an independent non-executive Director. With his valuable guidance and contribution made to the Company over the years, and his extensive experience and understanding of the operations and businesses of the Company, the Board believes that the re-election of Mr. Cheung Sau Wah, Joseph as an independent non-executive Director is in the interests of the Company and the Shareholders as a whole.

Biographical details of Ms. Stephanie and Mr. Cheung Sau Wah, Joseph required to be disclosed pursuant to the Listing Rules are set out in Appendix II to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received in accordance with the Bye-Laws after the printing of this circular, the Company will issue a supplemental circular to inform the Shareholders of the details of such additional candidate(s) proposed.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 26 August 2019 to Friday, 30 August 2019, both dates inclusive, during which no transfer of Shares will be registered. In order to be qualified to attend and vote at the AGM, unregistered holders of Shares should ensure that all share transfer documents accompanied by the corresponding share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration by no later than 4:30 p.m. (Hong Kong time) on Friday, 23 August 2019.

LETTER FROM THE BOARD

THE AGM

The notice of the AGM is set out on pages AGM-1 to AGM-5 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the grant of the New Issue Mandate and the New Repurchase Mandate, the extension of the New Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the New Repurchase Mandate, and the re-election of the retiring Directors.

Pursuant to Rules 13.39(4) and 13.39(5) of the Listing Rules and/or the Bye-Laws, the voting on all proposed resolutions at the AGM will be taken by way of a poll and an announcement on the poll results will be made by the Company on the websites of the Stock Exchange and the Company after the AGM.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as practicable but in any event not later than forty eight (48) hours before the time appointed for holding the AGM (i.e. not later than 9:30 a.m. on Wednesday, 28 August 2019) 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 (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

RECOMMENDATION

The Directors are of the opinion that the grant of the New Issue Mandate and the New Repurchase Mandate, the extension of the New Issue Mandate and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favor of the resolutions set out in the notice of the AGM contained herein.

LETTER FROM THE BOARD

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 Group. 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.

Yours faithfully,
For and on behalf of the Board
EASY ONE FINANCIAL GROUP LIMITED
易易壹金融集團有限公司
Chan Chun Hong, Thomas
Chairman and Managing Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration in respect of the New Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 556,432,500.

Subject to the passing of the relevant resolution(s) set out in the notice of the AGM and assuming the existing number of Shares in issue remains unchanged as at the date of the AGM, the Directors will be authorised to repurchase up to 55,643,250 Shares pursuant to the New Repurchase Mandate, representing 10% of the total number of Shares in issue as at the date of the AGM.

2. REASONS FOR REPURCHASES OF SHARES

The Directors believe that it is in the interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market.

Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Repurchases must be funded entirely out of funds which are legally available for such purpose in accordance with the memorandum of continuance of the Company, the Bye-Laws and the laws of Bermuda, being capital paid up on the purchased Shares or out of the funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account. It is envisaged that the funds required for any repurchase would be derived from such sources described above.

The exercise in full of the New Repurchase Mandate might have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in its most recent audited financial statements for the year ended 31 March 2019. However, the Directors do not propose to exercise the New Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention, in the event that the New Repurchase Mandate is approved by the Shareholders at the AGM, to sell any Shares to the Company under the New Repurchase Mandate.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or that he has undertaken not to sell any Shares held by him to the Company, in the event that the New Repurchase Mandate is granted by the Shareholders at the AGM.

5. DIRECTORS' 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 repurchase pursuant to the resolution and the New Repurchase Mandate in accordance with the Listing Rules, the memorandum of continuance of the Company, the Bye-Laws and the applicable laws of Bermuda so far as the same may be applicable.

6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the New 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 purpose of Rule 32 of the Takeovers Code.

As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, WYT and parties acting in concert with it, were deemed to be interested in 161,718,625 issued Shares, representing approximately 29.06% of the issued Shares. In the event that the Directors should exercise the power to repurchase Shares under the New Repurchase Mandate in full and if there is no other change in the issued Shares and the shareholding interests of WYT and parties acting in concert with it (being 161,718,625 issued Shares) in the Company remains unchanged immediately after the full exercise of the New Repurchase Mandate, the shareholding interests of WYT and parties acting in concert with it will be increased to approximately 32.29% of the issued Shares. Such increase would give rise to an obligation for WYT and parties acting in concert with it to make a mandatory general offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the New Repurchase Mandate.

In addition, the Directors have no present intention to exercise the power to repurchase the Shares to the extent which will trigger the mandatory offer requirement of any Shareholders pursuant to the Takeovers Code or which will reduce the total number of Shares in public hands to less than 25%.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Share (whether on the Stock Exchange or otherwise) during the six-month period preceding the Latest Practicable Date.

8. SHARE PRICES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
July	0.530	0.380
August	0.520	0.445
September	0.490	0.410
October	0.460	0.375
November	0.420	0.345
December	0.410	0.340
2019		
January	0.375	0.320
February	0.395	0.340
March	0.540	0.340
April	0.560	0.470
May	0.540	0.450
June	0.495	0.445
July (up to and including the Latest Practicable Date)	0.495	0.440

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Pursuant to the Listing Rules, the details of Ms. Stephanie and Mr. Cheung Sau Wah, Joseph who are eligible for re-election at the AGM, are set out as follows:

EXECUTIVE DIRECTOR

Ms. Stephanie, aged 32, was appointed as an executive Director in May 2016. She is a member of the executive committee of the Company. She obtained a Bachelor Degree in Finance and Marketing from the University of Washington, the United States in 2008. She joined the Group in 2015 as the directors of certain subsidiaries of the Company and is mainly responsible for the brokerage and provision of finance business of the Group. Ms. Stephanie has extensive experience in accounting and corporate finance. Prior to her joining of the Group, she had worked in the financing and accounting field for more than 6 years, including in a multinational corporation where she oversaw financing and accounting matters and an international accountancy firm where she participated in numerous merger and acquisition projects. Ms. Stephanie has not held 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.

As at the Latest Practicable Date, Ms. Stephanie held 4,600,000 Share Options under the Share Option Scheme, entitling her to subscribe for 4,600,000 Shares (representing approximately 0.83% of the issued Shares). Ms. Stephanie is the spouse of a nephew of Mr. Cheung Wai Kai, an executive Director. Save as disclosed above, as far as the Directors are aware, Ms. Stephanie does not have any relationships with any other Directors, senior management of the Company, substantial or controlling Shareholders (as defined in the Listing Rules), nor was interested/deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Pursuant to the service contract entered into between the Company and Ms. Stephanie, she is entitled to an annual remuneration and a bonus at the discretion of the Board by reference to the Company's performance, her duties and responsibilities with the Group and market benchmarks. She is also eligible to participate in the Share Option Scheme. For the year ended 31 March 2019, Ms. Stephanie's salary and other benefits amounted to approximately HK\$1,354,000. In addition, Ms. Stephanie has not been appointed for any fixed term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws.

As far as the Directors are aware, there is no information of Ms. Stephanie to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Stephanie that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Cheung Sau Wah, Joseph, *PMSM*, aged 67, joined the Company as an independent non-executive Director in March 2007. He is a member of the audit committee, the nomination committee and the investment committee of the Company and the chairman of the remuneration committee of the Company. Mr. Cheung served in the Hong Kong Police Force for over 35 years and retired in November 2006 as a Senior Superintendent of Police. He was awarded a Police Meritorious Service Medal (PMSM) in 2003 by the Chief Executive of the Hong Kong SAR for his consistent outstanding performance in the Hong Kong Police Force. Mr. Cheung has not held 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.

As far as the Directors are aware, Mr. Cheung does not have any relationships with any other Directors, senior management of the Company, substantial or controlling Shareholders (as defined in the Listing Rules), nor was interested/deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Pursuant to the existing letter of appointment issued by the Company to Mr. Cheung, Mr. Cheung was appointed as an independent non-executive Director for a specific term of three calendar years. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. Mr. Cheung is entitled to an annual remuneration of HK\$120,000 with regard to his duties and responsibilities and the fees of HK\$40,000 per annum and HK\$30,000 per annum for his duties as a member of the audit committee of the Company and the investment committee of the Company, respectively. Mr. Cheung is also entitled to the fees of HK\$10,000 for attending each regular nomination committee meeting of the Company and HK\$10,000 for attending each regular remuneration committee meeting of the Company, respectively. He is also eligible to participate in the Share Option Scheme.

As far as the Directors are aware, there is no information of Mr. Cheung to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Cheung that need to be brought to the attention of the Shareholders.

NOTICE OF THE AGM



Easy One Financial Group Limited 易易壹金融集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 221)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Easy One Financial Group Limited 易易壹金融集團有限公司 (the “Company”) will be held at Garden Room A-D, 2/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 30 August 2019 at 9:30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To consider, receive and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2019.
2. To re-elect Ms. Stephanie as an executive director of the Company.
3. To re-elect Mr. Cheung Sau Wah, Joseph as an independent non-executive director of the Company.
4. To authorize the board of directors of the Company to fix the respective directors’ remuneration.
5. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and authorise the board of directors of the Company to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

NOTICE OF THE AGM

6.(A) “**THAT**:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally granted to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall be in addition to any other authorisations given to the directors and shall authorise 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 powers during or after the end of the Relevant Period;
- (c) the number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under terms of any convertible notes issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any option under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; and
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the bye-laws of the Company in force from time to time,

shall not exceed the aggregate of (aa) 20% of the total number of Shares in issue at the date of the passing of this resolution and (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of Shares in issue at the date of the passing of this resolution), the said approval shall be limited accordingly; and

NOTICE OF THE AGM

- (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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws of Bermuda or the Company’s bye-laws to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meetings.

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the directors of the Company to holders of Shares or any class thereof on the register of members of the Company 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 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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).

“**Shares**” shall for the purposes of the general mandate referred to in this resolution, mean such number of shares as may be adjusted in the event that the shares of the Company in issue as at the date of passing this resolution are, at any time thereafter, converted into a larger or smaller number of shares.”.

- (B) “**THAT**:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased or otherwise acquired or agreed to be repurchased or acquired shall not exceed 10% of the total number of Shares in issue at the date of this resolution;
- (c) 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;

NOTICE OF THE AGM

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws of Bermuda or the Company's bye-laws to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meetings.

“Shares” shall for the purposes of the general mandate referred to in this resolution, mean such number of shares as may be adjusted in the event that the shares of the Company in issue as at the date of passing this resolution are, at any time thereafter, converted into a larger or smaller number of shares.”.

- (C) “**THAT** conditional upon the passing of the resolutions 6(A) and 6(B) above, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares pursuant to the resolution 6(A) above be and is hereby extended by the addition to the number of Shares which may be allotted and issued by the directors of the Company pursuant to such general mandate the number of Shares repurchased or agreed to be repurchased by the Company since the granting of the general mandate pursuant to resolution 6(B) above, provided that such amount shall not exceed 10% of the total number of Shares in issue at the date of the passing of this resolution.”.

By Order of the Board
EASY ONE FINANCIAL GROUP LIMITED
易易壹金融集團有限公司
Chiu Ming Ho
Company Secretary

Hong Kong, 31 July 2019

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

*Head office and principal place of
business in Hong Kong:*
Suite 3202, 32/F., Skyline Tower
39 Wang Kwong Road
Kowloon Bay
Kowloon
Hong Kong

Notes:

1. The register of members of the Company will be closed from Monday, 26 August 2019 to Friday, 30 August 2019, both dates inclusive, during which no transfer of shares of the Company will be registered. In order to be qualified to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the corresponding share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration by no later than 4:30 p.m. on Friday, 23 August 2019.

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2. A member of the Company who is entitled to attend and vote at the AGM convened by the above notice, is entitled to appoint a proxy to attend and to vote on his behalf. A proxy need not be a member of the Company but must attend in person to represent the member. 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. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, a 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 and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as practicable but in any event not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 9:30 a.m. on Wednesday, 28 August 2019), or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the AGM or any adjournment thereof (as the case may be), if they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares of the Company, any one of such holders may vote at the AGM either in person or by proxy in respect of such shares of the Company as if he was solely entitled thereto provided that if more than one of such joint holders be present at the AGM whether personally or by proxy, the person whose name stands first in the register of members of the Company in respect of such shares of the Company shall be accepted to the exclusion of the votes of the other joint holders.
5. All of the above resolutions will be voted by way of a poll at the AGM.
6. In case you have a disability as defined under the Disability Discrimination Ordinance (Chapter 487 of the Laws of Hong Kong) and need special arrangements to participate in the AGM, please let us know by email: enquiry@easyonefg.com with your contact number provided so that we may contact you. We will endeavor to make the necessary arrangements unless there is unjustifiable hardship in arranging for them.
7. References to time and dates in this notice are to Hong Kong time and dates.