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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)**

**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:

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

(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;
- (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.
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](mailto: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.

*As at the date of this notice, the executive directors of the Company are Mr. Chan Chun Hong, Thomas, Mr. Cheung Wai Kai and Ms. Stephanie and the independent non-executive directors of the Company are Mr. Sin Ka Man, Mr. Cheung Sau Wah, Joseph and Mr. Wong Hung Tak.*