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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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Easy One Financial Group Limited (the “**Company**”) will be held at Grand Ballroom, Lower Ground Level, Hong Kong Gold Coast Hotel, 1 Castle Peak Road, Gold Coast, Hong Kong on Tuesday, 8 September 2020 at 10:00 a.m. (Hong Kong time) (or immediately after the Court Meeting (as defined in the Scheme set out in the scheme document of which this notice forms part) convened at the direction of the Supreme Court of Bermuda at the same place and on the same day shall have been concluded or adjourned, whichever is the later), for the purposes of considering and, if thought fit, passing the following resolution as a special resolution:

#### **SPECIAL RESOLUTION**

“**THAT**

- (a) for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (the “**Scheme**”) as set out in the scheme document dated 12 August 2020 (the “**Scheme Document**”) and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting, on the Effective Date, (as defined in the Scheme Document) (i) the Company shall allot and issue one share at par to the Offeror (as defined in the Scheme Document) or its designated wholly-owned subsidiary, (ii) forthwith upon such issue of share, the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme Document), and (iii) such allotment and issue, and any reduction of the issued share capital of the Company as a result of the cancellation of the Scheme Shares, in each case be and is hereby approved;

- (b) immediately upon the cancellation and extinguishment of the Scheme Shares referred to in (a) above on the Effective Date, the Company shall allot and issue to the Offeror (or its designated wholly-owned subsidiary(ies)) fully paid at par such number of new shares in the Company (“**New Shares**”) as is equal to the number of Scheme Shares referred to in (a) above which are cancelled and extinguished;
- (c) the Company shall apply the credit arising in its books of account as a result of the reduction of share capital referred to in (a) above in paying-up in full at par the New Shares referred to in (b) above;
- (d) subject to the Scheme taking effect, the withdrawal of listing of the ordinary shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) be and is hereby approved; and
- (e) the directors of the Company be and are hereby unconditionally authorised to do all acts and things and/or sign such documents as considered by them to be necessary or desirable for or in connection with the implementation of the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the shares of the Company on the Stock Exchange, subject to the Scheme taking effect; (ii) any reduction of issued share capital of the Company; (iii) the allotment and issue of the shares of the Company referred to above; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the Supreme Court of Bermuda may see fit to impose and to do all other acts and things and/or sign such documents considered by them to be necessary for or desirable in connection with the implementation of the Scheme and in relation to the proposed privatisation of the Company by the Offeror by way of the Scheme as a whole.”

By Order of the Board of Directors of  
**Easy One Financial Group Limited**  
**Chan Chun Hong, Thomas**  
*Chairman and Managing Director*

Hong Kong, 12 August 2020

*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

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*As at the date of this notice, the board of directors of the Company comprises:*

*Executive Directors*

Mr. Chan Chun Hong, Thomas, Mr. Cheung Wai Kai and Ms. Stephanie

*Independent Non-executive Directors*

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

*Notes:*

1. For the purpose of determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Thursday, 3 September 2020 to Tuesday, 8 September 2020 (both days inclusive) and, during such period, no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the SGM, all transfers accompanied by the relevant share certificates must be 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, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Wednesday, 2 September 2020.
2. A member entitled to attend and vote at the SGM by the above notice is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is appointed.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Where there are joint holders of any share of the Company, any one of such persons may vote at the SGM either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of such joint holding.
5. A form of proxy for use in connection with the SGM is enclosed.
6. References to time and dates in this notice are to Hong Kong time and dates.