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大眾金融控股有限公司*

PUBLIC FINANCIAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 626)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders of Public Financial Holdings Limited (the “Company”) will be held at Room 1-2, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 18 March 2022 at 11:00 a.m. for the following purposes:

As Ordinary Business:

1. To receive the audited financial statements and the Reports of the Directors and the Independent Auditor’s Report for the year ended 31 December 2021.
2.
 - (i) to re-elect Mr. Lai Wan as a director;
 - (ii) to re-elect Mr. Tang Wing Chew as a director;
 - (iii) to re-elect Mr. Chong Yam Kiang as a director;
 - (iv) to re-elect Mr. Lim Chao Li as a director; and
 - (v) to authorise the Board of Directors (the “Board”) to fix Directors’ remuneration.
3. To re-appoint Messrs. Ernst & Young as auditors and to authorise the Board of Directors to fix their remuneration.

* *For identification purpose only*

As Special Business:

To consider as special business and, if thought fit, to pass with or without modification the following resolutions as Ordinary Resolutions:

4. “THAT:

- (a) the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares to be bought back pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the date of 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 any applicable law or the Bye-laws of the Company to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

5. “THAT:

- (a) subject to the following provisions of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, and to make or grant offers, agreements or options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved to the exclusion of any existing specific authority;

- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital 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) of this Resolution, otherwise than pursuant to (i) a Rights Issue; (ii) the exercise of warrants, if any, to subscribe for shares of the Company or the exercise of options granted under any share option scheme adopted by the Company; (iii) an issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Company's Bye-laws; or (iv) an issue of shares made pro rata to holders of shares in the Company on a fixed record date, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the 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 date of 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 any applicable law or the Bye-laws of the Company to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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 restriction or obligation under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. “**THAT**, subject to the passing of Ordinary Resolutions Nos. 4 and 5 as set out in the notice of annual general meeting, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot shares be and is hereby extended by the additions to the aggregate nominal amount of share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of shares in the Company bought back by the Company under the authority granted pursuant to Ordinary Resolution No. 4 set out in the notice of annual general meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution.”

By Order of the Board
Tan Yoke Kong
Company Secretary

Hong Kong, 17 February 2022

Notes:

1. A shareholder entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote instead of the shareholder. A proxy needs not be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) 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 of the Company in respect of the relevant joint holding.
3. In order to be valid, proxies in the prescribed form must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, no later than 48 hours before the time appointed for holding the meeting.
4. Given the ever-evolving COVID-19 pandemic, in order to facilitate the prevention of spread of COVID-19 and safeguard the health and safety of the shareholders, the Company strongly recommends shareholders to exercise their rights to vote at the above meeting by appointing the chairman of meeting as their proxies and to return their forms of proxy as early as possible, instead of attending the meeting in person.
5. For the purposes of determining shareholders’ eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 14 March 2022 to Friday, 18 March 2022, both days inclusive, during which period no transfer of shares will be registered. To be eligible to attend and vote at the above meeting, all properly completed transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 11 March 2022.
6. If a shareholder wishes to nominate a person (the “Candidate”) to stand for election as a Director, he/she shall deposit a written notice (the “Notice”) to the Company at 2/F, Public Bank Centre, 120 Des Voeux Road Central, Central, Hong Kong during the period from Friday, 18 February 2022 to Thursday, 24 February 2022. The Notice must include the Candidate’s information as required to be disclosed under Rule 13.51(2) of the Listing Rules, and must be signed by the shareholder concerned and the Candidate indicating his/her willingness to be elected and consent for publication of his/her personal data.

7. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.
8. As regards Resolution No. 4 of this notice, approval is being sought from members for a general mandate to be given to the Directors to buy back shares.
9. As regards Resolution No. 5 of this notice, approval is being sought from members for a general mandate to authorise the allotment of shares in the capital of the Company in order to give flexibility to the Directors in the event it becomes desirable to issue any additional shares of the Company. The Directors have no immediate plan to issue any new shares of the Company pursuant to such approval.
10. As regards Resolution No. 6 of this notice, approval is being sought from members for an extension of the general mandate sought to be granted to the Directors of the Company to allot shares by adding to it the number of shares which shall have been bought back under the authority granted pursuant to Resolution No. 4 of this notice.
11. An explanatory statement containing the information regarding Resolution No. 4 of this notice is contained in the circular accompanying this notice.
12. Due to the ever-evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the above meeting arrangements at short notice. Shareholders are advised to check the Stock Exchange's website at www.hkexnews.hk or the Company's website at www.publicfinancial.com.hk for further announcements and updates on the above meeting arrangements that may be issued.

As at the date of this announcement, the Board of the Company comprises Tan Sri Dato' Sri Dr. Teh Hong Piow, Mr. Lai Wan, Dato' Chang Kat Kiam, Mr. Chong Yam Kiang and Mr. Quah Poh Keat as Non-Executive Directors, Mr. Tan Yoke Kong as Executive Director, and Mr. Lee Chin Guan, Mr. Tang Wing Chew and Mr. Lim Chao Li as Independent Non-Executive Directors.

PRECAUTIONARY MEASURES FOR THE 2022 ANNUAL GENERAL MEETING

Please see page 1 of the circular of the Company dated 17 February 2022 for various measures that might be implemented by the Company at the 2022 annual general meeting to try to prevent and control the spread of the COVID-19 in view of the latest developments (including relevant regulatory restrictions as imposed by the Hong Kong Government) and in addition to the hygiene measures that may be implemented by United Centre. Possible precautionary measures include but are not limited to:

- (1) Compulsory body temperature check for each attendee
- (2) Mandatory wearing of a surgical face mask throughout the meeting by each attendee
- (3) No provision of refreshments or beverages
- (4) No distribution of corporate gift

Any person who does not comply with the precautionary measures or is subject to any mandatory quarantine imposed by the Hong Kong Government on the date of the 2022 annual general meeting or has close contact with any person with confirmed case or under quarantine will be denied entry into the meeting venue. The Company strongly recommends shareholders to exercise their rights to vote at the 2022 annual general meeting by appointing the chairman of the 2022 annual general meeting as their proxies and to return their forms of proxy by the time specified in note 3 above, instead of attending the 2022 annual general meeting in person.