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Hong Kong Finance Group Limited
香港信貸集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1273)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Hong Kong Finance Group Limited (the “**Company**”) will be held at Room One & Two, 1/F, Pacific Club, Harbour City, Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, on Tuesday, 6 September 2022 at 4:00 p.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements together with the directors’ report and the independent auditor’s report of the Company for the year ended 31 March 2022.
2. To declare a final dividend of HK1.3 cents per share for the year ended 31 March 2022.
3. To re-elect the following retiring directors of the Company:
 - (a) Mr. Tse Pui To; and
 - (b) Mr. Chan Siu Wing Raymond.
4. To authorise the board of directors of the Company to fix the directors’ remuneration.
5. To re-appoint PricewaterhouseCoopers as auditors of the Company from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company, and to 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:

6. **“THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and otherwise deal with any unissued shares of the Company and to make, issue or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which will or might require the exercise of such power, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which will or might require the shares of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any 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 or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of issued shares 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 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 the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

“**Rights Issue**” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases 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 in, any territory applicable to the Company).”

7. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and the authority granted pursuant to paragraph (a) above 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; or

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution.”
8. “**THAT** conditional upon the ordinary resolutions numbered 6 and 7 set out in the notice of meeting of which this resolution forms part, the general mandate granted to the directors of the Company to allot, issue and otherwise deal with any unissued shares pursuant to the ordinary resolution numbered 6 be and is hereby extended by the addition to the aggregate number of the shares of the Company 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 number of the shares of the Company to be repurchased by the Company under to the authority as granted under the ordinary resolution numbered 7, provided that such extended number shall not exceed 10% of the total number of issued shares of the Company in issue at the date of the passing of this resolution.”
9. To consider and, if thought fit, pass the following resolution as a special resolution:
- “**THAT** the existing articles of association of the Company be amended in the manner as set out in the circular of the Company dated 20 July 2022 (the “**Circular**”) and the amended and restated articles of association (the “**Amended and Restated Articles of Association**”) in the form of the document marked “A” and produced to the meeting and for the purpose of identification initialed by the chairman of the meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company (the “**Articles of Association**”) with immediate effect and that the directors, the company secretary and the registered office provider of the Company be and are hereby authorised to do all things necessary to implement the adoption of the Amended and Restated Articles of Association, including but not limited to deal with all necessary filings in Hong Kong and the Cayman Islands in connection with the foregoing.”

By order of the Board
Hong Kong Finance Group Limited
Chan Kwong Yin William
Chairman

Hong Kong, 20 July 2022

Notes:

1. A member of the Company entitled to attend and vote at the meeting (the “**Member**”) is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a Member.

2. In order to be valid, a form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited (the "**Branch Registrar**"), at Suites 3301—04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed during the following periods, and no transfers of shares of the Company will be effected during such periods:
 - (i) from Thursday, 1 September 2022 to Tuesday, 6 September 2022, both days inclusive, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the annual general meeting (the "**AGM**"). In order to be entitled to attend and vote at the AGM, all transfers of ordinary shares of the Company, duly accompanied by the relevant share certificates, must be lodged with Branch Share Registrar at the address set out above for registration no later than 4:00 p.m. on Wednesday, 31 August 2022; and
 - (ii) from Tuesday, 13 September 2022 to Thursday, 15 September 2022, both days inclusive, for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend for the year ended 31 March 2022. In order to determine entitlements to the proposed final dividend, all transfers of ordinary shares of the Company, duly accompanied by the relevant share certificates, must be lodged with the Branch Share Registrar at the address set out above for registration no later than 4:00 p.m. on Friday, 9 September 2022.
4. According to Rule 13.39(4) of the Listing Rules and Article 66(1) of the articles of association of the Company, any vote of Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the meeting will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. With regard to ordinary resolutions numbered 6 to 8 of this notice, the directors of the Company have no immediate plan to repurchase any existing shares in the Company or to issue any new shares in the Company. A circular giving details of the re-election of directors of the Company regarding ordinary resolution numbered 3 and general mandates to issue and to repurchase shares will be despatched to Shareholders of the Company. The biographical details of the retiring directors who are subject to re-election at the annual general meeting and an explanatory statement on the repurchase of shares are set out in Appendix II and Appendix I to the circular, respectively.
6. As at the date of this notice, the Company comprises Mr. Chan Kwong Yin William (Chairman), Mr. Chan Koung Nam and Mr. Tse Pui To (Chief Executive Officer) being the executive directors; and Mr. Chan Siu Wing Raymond, Mr. Chu Yat Pang Terry and Mr. Cheung Kok Cheong being the independent non-executive directors.
7. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 12:00 noon on the date of the AGM, then the AGM will be adjourned in accordance with the articles of association of the Company and the shareholders will be informed of the date, time and place of the adjourned meeting and, if necessary, be given notice thereof pursuant to the articles of association of the Company.
8. The Company will implement the following preventive measures at the AGM to minimise the risk of the spread of COVID-19:
 - Compulsory body temperature checks will be conducted on each attendee at the entrance of the AGM venue. Any attendee with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue, or be required to leave the AGM venue.
 - The Company requires each attendee to wear a surgical face mask throughout the AGM, and to maintain a safe distance between seats. No face mask will be provided at the AGM venue.
 - No refreshments or drinks will be provided to attendees at the AGM.
 - It is required to keep sufficient social distancing among all attendees. As a result, only a limited number of seats will be provided.

- Any additional precautionary measures in accordance with the prevailing requirements or guidelines of the HKSAR Government and/or regulatory authorities, or as considered appropriate in light of the development of COVID-19.

To protect the Shareholders from the risk of infection, the Company strongly recommends and encourages Shareholders to exercise their right by appointing the Chairman of the AGM as their proxy to vote on the relevant resolutions instead of attending the AGM in person.