

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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Vered Financial Holding Corporation Limited, 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 transfer was effected for transmission to the purchaser or the transferee.

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China Vered Financial Holding Corporation Limited

中微金融控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 245)

**ADOPTION OF AUDITED CONSOLIDATED FINANCIAL
STATEMENTS AND REPORTS OF DIRECTORS AND
INDEPENDENT AUDITOR,
PROPOSED CHANGE OF AUDITOR, AND
NOTICE OF ADJOURNED ANNUAL GENERAL MEETING**

A notice convening the adjourned annual general meeting of the Company to be held at the conference room of the Company at 22/F, China Taiping Tower, 8 Sunning Road, Causeway Bay, Hong Kong on Tuesday, 8 November 2022 at 11:00 a.m. is set out on pages 6 to 7 of this circular.

A form of proxy for use at the adjourned annual general meeting is also enclosed. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the meeting (i.e. not later than 11:00 a.m. on Sunday, 6 November 2022) or any adjournment thereof to the office of the Company's registrar and transfer office, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the adjourned annual general meeting or any adjournment thereof if you so wish.

PRECAUTIONARY MEASURES FOR THE ADJOURNED ANNUAL GENERAL MEETING

Please see page i of this document for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the Adjourned AGM, including:

- compulsory temperature checks and health declarations
- mandatory wearing of surgical face mask
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures may be denied entry into the Adjourned AGM venue. The Company encourages attendees to wear face masks and reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the Adjourned AGM as an alternative to attending the Adjourned AGM in person.

PRECAUTIONARY MEASURES FOR THE ADJOURNED ANNUAL GENERAL MEETING

We care the health of our shareholders, staff and stakeholders and that is of paramount importance. In view of the ongoing novel coronavirus pandemic, the Company will implement the following precautionary measures at the Adjourned AGM to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at the building entrance. Any person whose body temperature over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee shall declare whether (a) he/she has traveled outside Hong Kong within the 14-day period immediately before the date of the Adjourned AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions or is wearing a wristband for compulsory quarantine may be denied entry into the meeting venue or be required to leave the meeting venue.
- (iii) Each attendee inside the meeting venue must wear self-prepared surgical face mask throughout the meeting, and to maintain a safe distance between seats.
- (iv) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting for the purpose of exercising voting rights is not necessary. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this circular.

If any Shareholder chooses not to attend the Adjourned AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our registered office or to our email at ir@chinavered.com.

If any Shareholder has any question relating to precautionary measures of the meeting, please contact the Company's Registrar, Tricor Tengis Limited, as follows:

Address: 17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980-1333
Fax: (852) 2861-1465

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DEFINITIONS

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

“2021 Annual Report”	the annual report of the Company for the year ended 31 December 2021
“2021 Audited Annual Results”	the audited consolidated annual results of the Group for the year ended 31 December 2021
“Adjourned AGM”	the adjourned annual general meeting of the Company to be held at the conference room of the Company at 22/F, China Taiping Tower, 8 Sunning Road, Causeway Bay, Hong Kong on 8 November 2022 to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 6 to 7 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	China Vered Financial Holding Corporation Limited (中薇金融控股有限公司), a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 245)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Registrar”	Tricor Tengis Limited, the registrar and transfer office of the Company
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



中微金融
CHINA VÊRED FINANCIAL

China Vered Financial Holding Corporation Limited

中微金融控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 245)

Executive Directors:

Mr. Tomohiko WATANABE (*Chairman*)
Mr. NI Xinguang (*Vice Chairman*)
Mr. LI Feng (*Chief Executive Officer*)
Ms. LI Wei (*Acting Chief Executive Officer*)

Registered office:

22/F, China Taiping Tower
8 Sunning Road
Causeway Bay
Hong Kong

Non-executive Director:

Mr. ZHANG Boyang

Independent non-executive Directors:

Ms. ZHOU Hui
Mr. WEN Yuanhua
Mr. DONG Hao

25 October 2022

To the Shareholders

Dear Sir or Madam,

**ADOPTION OF AUDITED CONSOLIDATED FINANCIAL
STATEMENTS AND REPORTS OF DIRECTORS AND
INDEPENDENT AUDITOR,
PROPOSED CHANGE OF AUDITOR, AND
NOTICE OF ADJOURNED ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Adjourned AGM in respect of, among other matters, the ordinary resolutions to adopt the audited consolidated financial statements and the reports of the Directors and independent auditor of the Group for the year ended 31 December 2021, and the appointment of auditor of the Company.

LETTER FROM THE BOARD

ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF THE DIRECTORS AND INDEPENDENT AUDITOR

References are made to (a) the announcement of the Company dated 31 March 2022 in relation to, among others, delay in publication of the 2021 Audited Annual Results and the delay in dispatch of the 2021 Annual Report; and (b) the circular of the Company dated 30 May 2022 in relation to, among others, delay in transaction of the resolutions considering (i) to receive and consider the audited consolidated financial statements and reports of Directors and independent auditor of the Company and its subsidiaries for the year ended 31 December 2021 and (ii) to re-appoint auditor of the Company.

As there was a delay in the publication of the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 December 2021, the resolutions considering (i) to receive and consider the audited consolidated financial statements and reports of Directors and independent auditor of the Company and (ii) to re-appoint auditor of the Company were not considered at the annual general meeting of the Company held on 29 June 2022 and would be transacted in an adjourned annual general meeting to be held subject to further notice.

The Company is pleased to announce that the audit process of the Group for the year ended 31 December 2021 has been completed and the 2021 Annual Report has been despatched to the Shareholders on 30 September 2022.

PROPOSED CHANGE OF AUDITOR

The Board and the Audit Committee have received a letter dated 20 October 2022 (the “**Letter**”) from PricewaterhouseCoopers (“**PwC**”) indicating that they would retire as the auditor of the Company upon expiration of its current term of office at the conclusion of the Adjourned AGM and will not be standing for re-appointment as the auditor of the Company at the Adjourned AGM.

As stated in the Letter, in assessing whether they would continue their audit relationship with their audit clients, PwC had taken into consideration many factors including the level of audit fees, their available internal resources and the professional risk associated with the audit. After due and careful consideration, PwC decided not to continue their audit relationship with the Company and therefore will not be standing for re-appointment as the auditor of the Company for the year ending 31 December 2022.

PwC has confirmed in the Letter that there were no circumstances connected with their retirement that they considered should be brought to the attention of the Company’s members and creditors. The Board and the Audit Committee have also confirmed that to the best of their understanding and knowledge, there is no disagreement or dispute between PwC and the Company, and there are no matters or circumstances in relation to PwC’s retirement that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

The Board has resolved, with the recommendation of the Audit Committee, to propose the appointment of Mazars CPA Limited (“**Mazars**”) as the new auditor of the Company following the PwC’s retirement as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval of Shareholders at the Adjourned AGM.

The Board and the Audit Committee have confirmed that they are not aware of any other matters in relation to the appointment of auditor that need to be brought to the attention of the Shareholders.

The Board considers that it is in the interests of the Company and its Shareholders as a whole to appoint Mazars as the new auditor of the Company.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders who are entitled to attend and vote at the Adjourned AGM, the register of members of the Company will be closed from Thursday, 3 November 2022 to Tuesday, 8 November 2022, both days inclusive. During the aforementioned period, no request for the transfer of shares will be accepted. All transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar and transfer office, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 2 November 2022 in order to qualify for attending and voting at the Adjourned AGM.

ADJOURNED ANNUAL GENERAL MEETING

The notice of the Adjourned AGM is set out on pages 6 to 7 of this circular. At the Adjourned AGM, ordinary resolutions in respect of receive and consider the audited consolidated financial statements and the reports of the directors and the independent auditor of the Group for the year ended 31 December 2021 and the proposed appointment of Mazars as auditor of the Company will be proposed.

A form of proxy for use at the Adjourned AGM is enclosed herewith. If you are unable to attend and/or vote at the Adjourned AGM in person, you are requested to complete the form of proxy and return it to the Company’s registrar and transfer office, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Adjourned AGM (i.e. not later than 11:00 a.m. on Sunday, 6 November 2022) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Adjourned AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at a general meeting must be taken by poll, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, every resolution put to the vote at the Adjourned AGM will be taken by way of poll. An announcement on the poll vote results will be made by the Company after the Adjourned AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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.

RECOMMENDATIONS

The Board considers that all resolutions proposed at the Adjourned AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Adjourned AGM. Shareholders should note that the Directors will exercise their voting rights in respect of all their shareholdings (if any) in favour of all resolutions.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the Adjourned AGM.

Yours faithfully,
For and on behalf of the Board
China Vered Financial Holding Corporation Limited
Tomohiko Watanabe
Chairman

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING



中微金融
CHINA VERED FINANCIAL

China Vered Financial Holding Corporation Limited

中微金融控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 245)

NOTICE IS HEREBY GIVEN that the adjourned annual general meeting (the “**Adjourned AGM**”) of China Vered Financial Holding Corporation Limited (the “**Company**”) will be held at the conference room of the Company at 22/F, China Taiping Tower, 8 Sunning Road, Causeway Bay, Hong Kong on Tuesday, 8 November 2022, at 11:00 a.m., to consider and, if thought fit, to pass the following as ordinary resolutions:

1. to receive and consider the audited financial statements and the reports of the directors and independent auditor of the Company and its subsidiaries for the year ended 31 December 2021;
2. to withdraw the ordinary resolution to re-appoint Messrs. PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting and authorise the board of directors to fix their remuneration; and
3. to appoint Messrs. Mazars CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting and authorise the board of directors to fix their remuneration.

By order of the Board
China Vered Financial Holding Corporation Limited
Tomohiko Watanabe
Chairman

Hong Kong, 25 October 2022

Registered office:

22/F, China Taiping Tower
8 Sunning Road
Causeway Bay
Hong Kong

Notes:

1. For the purpose of determining the shareholders who are entitled to attend and vote at the Adjourned AGM, the register of members of the Company will be closed from Thursday, 3 November 2022 to Tuesday, 8 November 2022, both days inclusive. During the aforementioned period, no request for the transfer of shares will be accepted. All transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 2 November 2022 in order to qualify for attending and voting at the Adjourned AGM.

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

2. A member entitled to attend and vote at the adjourned annual general meeting convened by the above notice is entitled to appoint one or, if he holds two or more shares, more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the adjourned annual general meeting to represent the member. 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, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's registrar and transfer office, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the adjourned annual general meeting or any adjournment thereof, should he so wish.
4. If you have already lodged the first proxy form issued by the Company on 30 May 2022 (the "**First Proxy Form**") with the offices of the Company's registrar and transfer office, please note that:
 - (i) subject to (iii) below, if no form of proxy for adjourned annual general meeting (the "**Revised Proxy Form**") is lodged with the Company's registrar and transfer office, the First Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of ordinary resolution on the re-appointment of Messrs. PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting and authorise the board of directors to fix their remuneration, as set out in the circular and the Revised Proxy Form, the ordinary resolution will be withdrawn and no poll will be conducted or counted for such ordinary resolution, and the proxy will be entitled to vote at his/her discretion from voting on the ordinary resolution the appointment of Messrs. Mazars CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting and authorise the board of directors to fix their remuneration.
 - (ii) if the Revised Proxy Form is lodged with the Company's registrar and transfer office before 11:00 a.m. on Sunday, 6 November 2022, the First Proxy Form previously lodged by you will be revoked and superseded by the Revised Proxy Form. The Revised Proxy Form will be treated as a valid proxy form lodged by you if correctly completed.
 - (iii) if the Revised Proxy Form is lodged with the Company's registrar and transfer office after 11:00 a.m. on Sunday, 6 November 2022, the Revised Proxy Form will be invalid. The proxy so appointed by you under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Company's registrar and transfer office. Accordingly, you are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Company's registrar and transfer office before 11:00 a.m. on Sunday, 6 November 2022.
5. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which names stand in the register of members.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the adjourned annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at <http://www.chinavered.com> and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting.