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金利豐金融集團有限公司
KINGSTON FINANCIAL GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 01031)

**IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION
COMMERCIAL COURT
2022: No. 379**

**IN THE MATTER OF
KINGSTON FINANCIAL GROUP LIMITED
AND
IN THE MATTER OF
SECTION 99 OF THE COMPANIES ACT 1981 OF BERMUDA, AS AMENDED**

**SCHEME OF ARRANGEMENT BETWEEN
KINGSTON FINANCIAL GROUP LIMITED
AND
THE SCHEME SHAREHOLDERS
(as hereinafter defined)**

NOTICE OF SCHEME MEETING

NOTICE IS HEREBY GIVEN that, by an order (the “**Order**”) dated 12 January 2023, the Supreme Court of Bermuda (the “**Bermuda Court**”) has directed a meeting (the “**Scheme Meeting**”) of the Scheme Shareholders (as defined in the Scheme referred to below) to be convened for the purpose of considering and, if thought fit, approving (with or without modifications) a scheme of arrangement (the “**Scheme**”) to be made between Kingston Financial Group Limited (the “**Company**”) and the Scheme Shareholders and that the Scheme Meeting will be held at 72/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 9 February 2023 at 10:00 a.m. (Hong Kong time) at which all Scheme Shareholders are invited to attend. Scheme Shareholders who are parties acting in concert with Active Dynamic Limited shall abstain from voting at the Scheme Meeting.

A copy of the Scheme and a copy of the explanatory statement required by Section 100 of the Companies Act 1981 of Bermuda (as amended) are incorporated in the composite scheme document of which this notice forms part. A copy of the composite scheme document may also be obtained by the Scheme Shareholders from the branch share registrar and transfer office of the Company in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Scheme Shareholders may vote in person at the Scheme Meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead. A **PINK** form of proxy for use at the Scheme Meeting (or any adjournment thereof) is enclosed with the composite scheme document. The completion and return of the **PINK** form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the Scheme Meeting or any adjournment thereof and in such event, the **PINK** form of proxy will be revoked by operation of law.

Where there are any joint holders of any Scheme Share (as defined in the Scheme), any one of such persons may vote at the Scheme Meeting, either in person or by proxy, in respect of such Scheme Share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the Scheme Meeting in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Scheme Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Scheme Shareholder in whose name any Scheme Share stands shall for such purpose be deemed joint holders thereof.

In the case of a Scheme Shareholder which is a corporation, the Scheme Shareholder may by resolution of its directors or other governing body or by power of attorney authorise such person as it thinks fit to act as its corporate representative at the Scheme Meeting and exercise the same powers on behalf of the corporate Scheme Shareholder as if the corporate Scheme Shareholder was an individual Scheme Shareholder of the Company.

The **PINK** forms of proxy, together with the power of attorney or other authority (if any) under which they are signed or a certified copy thereof, should be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 10:00 a.m. on Tuesday, 7 February 2023 (or not less than 48 hours before an adjourned Scheme Meeting), but if the **PINK** forms of proxy are not so lodged they may alternatively be handed to the chairman of the Scheme Meeting at the Scheme Meeting who shall have absolute discretion as to whether or not to accept them.

By the Order, the Bermuda Court has appointed Mr. Lau Man Tak, or failing him, Ms. Lo, Miu Sheung Betty, or failing her, Mr. Chiu Sin Nang, Kenny (each being an independent non-executive director of the Company), to act as chairman of the Scheme Meeting and has directed the chairman to report the results of the Scheme Meeting to the Bermuda Court.

The Scheme is subject to the subsequent sanction of the Bermuda Court.

By order of the Bermuda Court
Kingston Financial Group Limited
Ho Chi Ho
Executive Director

Hong Kong, 17 January 2023

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Principal place of business
in Hong Kong:*
72/F
The Center
99 Queen's Road Central
Central
Hong Kong

Notes:

1. For the purpose of determining the entitlement to attend and vote at the Scheme Meeting, the register of members of the Company will be closed from Monday, 6 February 2023 to Thursday, 9 February 2023 (both days inclusive) and, during such period, no transfer of ordinary shares of the Company will be effected. In order to qualify to attend and vote at the Scheme Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by not later than 4:30 p.m. on Friday, 3 February 2023.
2. Any Scheme Shareholder entitled to attend and vote at the Scheme Meeting is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A Scheme Shareholder who is the holder of two or more Scheme Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Scheme Meeting. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Scheme Shares in respect of which each such proxy is appointed. If more than one proxy form for the Scheme Meeting is submitted by a Scheme Shareholder and the voting instructions require the proxies to vote both FOR and AGAINST the Scheme, the chairman of the Scheme Meeting shall have absolute discretion as to whether or not to accept those proxy forms.
3. A **PINK** form of proxy for use in connection with the Scheme Meeting (or any adjournment thereof) is enclosed with the composite scheme document.
4. Voting at the Scheme Meeting will be taken by poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and The Hong Kong Code on Takeovers and Mergers.
5. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the board of directors of the Company comprises Mr. Chu, Nicolas Yuk-yui (Chairman), Mrs. Chu Yuet Wah (Chief Executive Officer), Mr. Chu, Kingston Chun Ho and Mr. Ho Chi Ho as executive directors of the Company and Mr. Lau Man Tak, Ms. Lo, Miu Sheung Betty and Mr. Chiu Sin Nang, Kenny as independent non-executive directors of the Company.

Website: <http://www.kingston.com.hk>