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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Kingston Financial Group Limited (the “**Company**”) will be held at 72/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 9 February 2023 at 11:00 a.m. (Hong Kong time) (or, if later, as soon as practicable after the conclusion or the adjournment of the meeting of the Scheme Shareholders (as defined in the Scheme Document hereinafter mentioned) convened at the direction of the Supreme Court of Bermuda for the same day and place), for the purposes of considering and, if thought fit, passing the following resolution as a special resolution. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the composite scheme document of the Company dated 17 January 2023 (the “**Scheme Document**”) of which this notice forms part.

SPECIAL RESOLUTION

“**THAT** for the purposes of giving effect to the Scheme between the Company and the Scheme Shareholders as set out in the Scheme Document and subject to the approval of the Scheme by the Scheme Shareholders at the Scheme Meeting:

- (a) on the Effective Date (as defined in the Scheme Document), any reduction of the issued share capital of the Company associated with the cancellation and extinguishment of the Scheme Shares be and is hereby approved;
- (b) subject to and simultaneously with the cancellation and extinguishment of the Scheme Shares, the issued share capital of the Company shall be restored to its former amount by issuing at par to the Offeror such number of new Ordinary Shares as is equal to the number of Scheme Shares cancelled and extinguished, credited as fully paid, by applying the credit created in the books of account of the Company as a result of the cancellation and extinguishment of the Scheme Shares in paying up in full at par such new Ordinary Shares; and

- (c) any one Director be and is hereby authorised to do all acts and things as considered by him/her to be necessary or desirable in connection with the implementation and completion of the Proposal, including, without limitation, the giving of consent to any modifications of, or additions or conditions to, the Scheme, which the Bermuda Court may see fit to impose and to do all other acts and things as considered by him/her to be necessary or desirable in connection with the Proposal or in order to give effect to the transactions referred to above.”

By order of the Board
Kingston Financial Group Limited
Chu, Nicholas Yuk-yui
Chairman

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 SGM, the Register 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 will be effected. In order to qualify to attend and vote at the SGM, 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 member entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A member who is the holder of two or more Ordinary Shares may appoint more than one proxy to represent him/her and vote on his/her 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 Ordinary Shares in respect of which each such proxy is appointed.
3. In order to be valid, the **WHITE** 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 Registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 11:00 a.m. on Tuesday, 7 February 2023 (or not less than 48 hours before an adjourned SGM).
4. Where there are joint holders of any Ordinary Share, any one of such persons may vote at the SGM either in person or by proxy, in respect of such Ordinary Share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the SGM in person or by proxy, that one of the said persons so present whose name stands first on the Register in respect of such Ordinary Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any Ordinary Share stands shall for such purpose be deemed joint holders thereof.

5. A **WHITE** form of proxy for use in connection with the SGM (or any adjournment thereof) is enclosed with the Scheme Document.
6. Voting at the SGM will be taken by poll as required under the Listing Rules and the Takeovers Code.
7. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board 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 and Mr. Lau Man Tak, Ms. Lo, Miu Sheung Betty and Mr. Chiu Sin Nang, Kenny as independent non-executive Directors.

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