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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in JF Wealth Holdings Ltd, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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JF Wealth Holdings Ltd
九方财富控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9636)

- i. PROPOSED DECLARATION OF FINAL DIVIDEND;**
- ii. PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**
- iii. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES;**
- iv. PROPOSED RE-APPOINTMENT OF AUDITOR;**
- v. NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of JF Wealth Holdings Ltd to be held at Meeting Room, 16/F, Yintech Finance Center, 88 Xumin East Road, Qingpu District, Shanghai, PRC on Monday, June 12, 2023 at 10:00 a.m. is set out on pages 22 to 27 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (jfwealth.investorroom.com).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Saturday, June 10, 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

May 15, 2023

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Meeting Room, 16/F, Yintech Finance Center, 88 Xumin East Road, Qingpu District, Shanghai, PRC on Monday, June 12, 2023 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 22 to 27 of this circular
“Articles of Association”	the articles of association of the Company adopted on February 23, 2023 with effect from the Listing Date and as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to buy back Shares not exceeding 10% of the total number of the issued Shares as at the date of passing of the relevant resolution granting the Buy-back Mandate
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	JF Wealth Holdings Ltd, an exempted company incorporated in the Cayman Islands with limited liability on May 3, 2021
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, unless the context requires otherwise, refers to the controlling shareholders of the Company, being Mr. CHEN Wenbin, Mr. YAN Ming, Ms. CHEN Ningfeng, Coreworth Investments Limited, Harmony Creek Investments Limited, Rich Horizon Investments Limited and Embrace Investments Limited acting in concert
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	May 10, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Date”	March 10, 2023, being the date on which dealings in the Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as amended and supplemented from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.00001 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



JF Wealth Holdings Ltd
九方财富控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9636)

Non-executive Directors:

Mr. CHEN Wenbin (*Chairman of the Board*)
Mr. YAN Ming
Ms. CHEN Ningfeng
Mr. CHEN Jigeng

Executive Director:

Mr. CAI Zi

Independent Non-executive Directors:

Dr. ZHAO Guoqing
Mr. FAN Yonghong
Mr. TIAN Shu

Registered Office:

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Principal Place of Business and
Head Office in the PRC:*

5/F, Yintech Finance Center
88 Xumin East Road
Qingpu District
Shanghai, PRC

*Principal Place of Business
in Hong Kong:*

7/F
Low Block Grand Millennium Plaza
181 Queen's Road Central
Hong Kong

May 15, 2023

To the Shareholders

Dear Sir/Madam,

- i. PROPOSED DECLARATION OF FINAL DIVIDEND;**
- ii. PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**
- iii. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
SHARES AND BUY BACK SHARES;**
- iv. PROPOSED RE-APPOINTMENT OF AUDITOR;**
- v. NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting to be held on Monday, June 12, 2023 and the following proposals to be put forward at the Annual General Meeting: (a) the declaration of final dividend; (b) the re-election of the retiring Directors; (c) the grant of the Issue Mandate to issue Shares to the Directors and the Buy-back Mandate to buy back Shares; (d) the re-appointment of auditor; and (e) giving the Shareholders notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED DECLARATION OF FINAL DIVIDEND

On March 30, 2023, the Company made an announcement in relation to its audited consolidated financial results for the year ended December 31, 2022 whereby the Board has recommended a final dividend of HK\$0.5 per Share (in cash) for the year ended December 31, 2022. Subject to the passing of the resolution approving the payment of such final dividend at the Annual General Meeting, such final dividend will be distributed before September 30, 2023.

The register of members of the Company will be closed from June 16, 2023 to June 20, 2023, both days inclusive, in order to determine the eligibility of shareholders to the proposed final dividend for the year ended December 31, 2022 (subject to approval by the Shareholders at the Meeting). To be eligible to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on June 15, 2023.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board comprises eight Directors, of which Mr. CHEN Wenbin, Mr. YAN Ming, Ms. CHEN Ningfeng and Mr. CHEN Jigeng are non-executive Directors; Mr. CAI Zi is an executive Director; and Dr. ZHAO Guoqing, Mr. FAN Yonghong and Mr. TIAN Shu are independent non-executive Directors.

In accordance with Article 83(3) of the Articles of Association Mr. CHEN Wenbin, Mr. YAN Ming, Ms. CHEN Ningfeng, Mr. CHEN Jigeng, Mr. CAI Zi, Dr. ZHAO Guoqing, Mr. FAN Yonghong and Mr. TIAN Shu may hold office only until the first annual general meeting after their appointments and shall be eligible for re-election at that meeting.

All Directors above are eligible and willing to offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria (including but not limited to professional experience, talents, skills, knowledge, cultural and education background, gender, age, ethnicity and length of service) set out in the Company's board diversity policy, the director nomination policy and the Company's corporate strategy. The Nomination Committee has recommended to the Board on the re-election of all the retiring Directors. The Company considers that the retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

LETTER FROM THE BOARD

The Nomination Committee has also reviewed and assessed the independence of Dr. ZHAO Guoqing, Mr. FAN Yonghong and Mr. TIAN Shu based on their confirmation of independence pursuant to the independence guidelines as set out in Rule 3.13 of the Listing Rules. They are not involved in the daily management of the Company and are not in any relationships which would interfere with the exercise of their independent judgment. In addition, the Board considers that Dr. ZHAO Guoqing, Mr. FAN Yonghong and Mr. TIAN Shu can contribute to the diversity of the Board, in particular, with their strong and diversified educational background and professional experience in their expertise, including their in-depth knowledge in taxation, financial management, consulting and connections in various industries. The Board believes that they will be able to devote sufficient time to the Board and will continue to provide independent, balanced and objective view to the Company's affairs.

Details of the above Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

4. PROPOSED GRANTING OF ISSUE MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 5(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution in relation to the Issue Mandate.

To the best knowledge of the Company, as at the Latest Practicable Date, 466,087,000 Shares have been issued and fully paid. Subject to the passing of the ordinary resolution numbered 5(A) and on the basis that no further Shares are issued or brought back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 93,217,400 Shares pursuant to the Issue Mandate.

In addition, subject to a separate approval of the ordinary resolution numbered 5(C), the number of Shares purchased by the Company under ordinary resolution numbered 5(B) will also be added to extend the Issue Mandate as mentioned in ordinary resolution numbered 5(A) provided that such additional value shall represent up to 10% of the number of issued Shares as at the date of passing the resolutions in relation to the Issue Mandate and Buy-back Mandate. The Directors wish to state that, as at the Latest Practicable Date, they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

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5. PROPOSED GRANTING OF BUY-BACK MANDATE TO BUY BACK SHARES

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Buy-back Mandate to the Directors to exercise the powers of the Company to buy back Shares representing up to 10% of the total number of issued Shares as at the date of passing of the resolution in relation to the Buy-back Mandate.

As at the Latest Practicable Date, 466,087,000 Shares have been issued and fully paid. Subject to the passing of the ordinary resolution numbered 5(B) and on the basis that no further Shares are issued or brought back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to exercise the power to buy back a maximum of 46,608,700 Shares pursuant to the Buy-back Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Buy-back Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

6. PROPOSED RE-APPOINTMENT OF AUDITOR

Following the recommendation of the Audit Committee, the Board proposed to re-appoint KPMG as the auditor of the Company with a term expiring upon the next annual general meeting of the Company; and the Board proposed it be authorized to fix the remuneration of the auditor. An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the Annual General Meeting for consideration and approval by the Shareholders.

7. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 22 to 27 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the declaration of the final dividend, the re-election of retiring Directors, the granting of the Issue Mandate to issue Shares and the Buy-back Mandate to buy back Shares and the re-appointment of auditor.

8. FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (jfwealth.investorroom.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for

LETTER FROM THE BOARD

holding the Annual General Meeting (i.e. not later than 10:00 a.m. on Saturday, June 10, 2023) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude Shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

9. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 66(1) of the Articles of Association, any resolution put to the vote of the meeting shall be decided on a poll save that the chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. Accordingly, each of the resolutions set out in the Notice of Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid credited as fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

10. CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from June 7, 2023 to June 12, 2023, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on June 6, 2023.

11. 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 Company. 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.

LETTER FROM THE BOARD

12. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors Proposed for Re-election) and Appendix II (Explanatory Statement) to this circular.

13. RECOMMENDATION

The Directors consider that the proposed resolutions for the declaration of final dividend, the re-election of retiring Directors, the proposed granting of the Issue Mandate to issue Shares, the Buy-back Mandate to buy back Shares and the proposed re-appointment of auditor are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
JF Wealth Holdings Ltd
CHEN Wenbin
Chairman of the Board

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

Mr. CHEN Wenbin (陳文彬), aged 48, was appointed as a Director on May 3, 2021. He was redesignated as the non-executive Director and appointed as the chairman of the Board in August 2021.

Mr. Chen has over 20 years of experience in the financial and investment advisory industry. From July 1997 to July 2005, he worked at Fuzhou Tianli Investment Consultant Co., Ltd. (福州天力投資顧問有限公司), with his last position as general manager. Mr. Chen subsequently worked in certain group companies of China Finance Online Co., Ltd (中國金融在線有限公司, a company previously listed on NASDAQ with ticker symbol: JRJC) which was a prominent web-based financial information and service company providing securities investment advisory, data and analytics services from August 2007 to June 2010, with his last position as the assistant to chairman. During such period, he gained experiences in investment product design, development and marketing. In May 2011, Mr. Chen founded predecessors of Yintech Investment Holdings Limited (“**Yintech Holdings**”) (previously listed on NASDAQ from April 2016 to November 2020, ticker symbol: YIN) and was in charge of their management and overall operation. He has served as the chairman, chief executive officer and director of Yintech Holdings since its incorporation in November 2015, and a director of Yinke Holdings Ltd (“**Yinke Holdings**”) since July 2020. Mr. Chen’s experience in managing Yintech Holdings, lays the foundation for the Group’s evolvement to the present state.

Mr. Chen was appointed as the permanent honorary chairman of the Hong Kong Federation of Fujian Associations (香港福建社團聯會) in October 2018 and the honorary president of Fuqing Shanghai Chamber of Commerce (福清市上海商會) in November 2019. Since April 2019, he has served as a part-time professor at the School of Economics and Management of Dalian University of Technology (大連理工大學經濟管理學院).

Mr. Chen obtained a double bachelor’s degree in chemical engineering and international enterprise management from Dalian University of Technology (大連理工大學) in the PRC in July 1998 and a degree of executive master of business administration from Cheung Kong Graduate School of Business (長江商學院) in the PRC in October 2009. He also obtained a securities investment advisor license granted by the SAC in 2003.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen had not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

Save as disclosed above, at the Latest Practicable Date, Mr. Chen did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Chen was deemed interested in 299,925,000 Shares, representing approximately 64.35% of the issued Shares within the meaning of Part XV of the SFO.

Mr. Chen has entered into an appointment letter with the Company for a term of 3 years, which will be terminated by not less than one month's prior notice in writing. He does not receive emolument from the Company under the appointment letter.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. Chen's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

Mr. YAN Ming (嚴明), aged 48, was appointed as the non-executive Director on August 20, 2021.

Mr. Yan served as the general manager of Beijing Jinghua Times International Culture and Entertainment Co., Ltd. (北京京華時代國際文化娛樂有限公司) from August 2003 to June 2013. He founded predecessors of Yintech Holdings in May 2011 and served as a non-executive director of Yintech Holdings from its incorporation in November 2015 until November 2020. Mr. Yan's experience in managing Yintech Holdings, lays the foundation for the Group's evolvement to the present state. He has been appointed as a founding chairman of the Hong Kong Federation of Jiangxi Associations (香港江西社團(聯誼)總會) in May 2018. He has also served as a director of Yinke Holdings since February 2021.

Mr. Yan obtained a bachelor's degree in finance from Shanxi University of Finance and Economics (山西財經大學) in the PRC in December 2011, and a degree of executive master of business administration from Cheung Kong Graduate School of Business (長江商學院) in the PRC in September 2014. He has been a student of the Entrepreneur Fellow Program (企業家學者項目) organized by the School of Economics and Management, Tsinghua University (清華大學) in the PRC since September 2019.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yan had not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

Save as disclosed above, at the Latest Practicable Date, Mr. Yan did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Yan was deemed interested in 299,925,000 Shares, representing approximately 64.35% of the issued Shares within the meaning of Part XV of the SFO.

Mr. Yan has entered into an appointment letter with the Company for a term of 3 years, which will be terminated by not less than one month's prior notice in writing. He does not receive emolument from the Company under the appointment letter.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. Yan's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

Ms. CHEN Ningfeng, aged 54, was appointed as the non-executive Director on August 20, 2021.

Ms. Chen worked in Fuzhou Earthquake Resistance Office (福州抗震辦公室) from September 1990 to March 1994, where she successively served as an assistant engineer and an engineer, primarily responsible for the review of the seismic reinforcement design of key construction projects and supervision of construction work. She subsequently served as an engineer in the Fuzhou Urban and Rural Construction Committee (福州市城鄉建設委員會) from March 1994 to September 2001, primarily responsible for the review of design drawings of construction projects and the promotion of new technologies in the construction industry. From September 2001 to September 2003, Ms. Chen served as the chief engineer of Fuzhou Anxinda Engineering Consulting Co., Ltd. (福州安信達工程諮詢有限公司) and was primarily responsible for marketing of real estate projects. She also served as the research consultant for the North America market at Shanghai Naide Enterprise Management Consulting Co., Ltd. (上海奈德企業管理諮詢有限公司) from September 2005 to February 2011. Ms. Chen founded predecessors of Yintech Holdings in May 2011 and served as a non-executive director of Yintech Holdings from its incorporation in November 2015 until November 2020. Ms. Chen's experience in managing Yintech Holdings, lays the foundation for the Group's evolvement to the present state. She has also served as a director of Yinke Holdings since February 2021.

Ms. Chen obtained a bachelor's degree in industrial and civil construction from Anhui Jianzhu University (安徽建築大學) (formerly known as Anhui Institute of Architecture & Industry (安徽建築工業學院)) in the PRC in July 1990, and a master's degree in management from the University of International Business and Economics (對外經濟貿易大學) in the PRC in June 2003. She also obtained a certificate in continuing studies in financial analysis and investment management from the University of Toronto in Canada in May 2005.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chen had not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

Save as disclosed above, at the Latest Practicable Date, Ms. Chen did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

As at the Latest Practicable Date, Ms. Chen was deemed interested in 299,925,000 Shares, representing approximately 64.35% of the issued Shares within the meaning of Part XV of the SFO.

Ms. Chen has entered into an appointment letter with the Company for a term of 3 years, which will be terminated by not less than one month's prior notice in writing. She does not receive emolument from the Company under the appointment letter.

Save as disclosed above, the Board is not aware of any other matter in relation to Ms. Chen's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

Mr. CHEN Jigeng (陳冀庚), aged 41, was appointed as the non-executive Director on August 20, 2021.

Mr. Chen has over 10 years of experience in the financial services industry. He worked in Beijing Litong Tianxia Technology Co., Ltd. (北京利通天下科技有限公司) from January 2010 to March 2010, and in Shanghai Zhuosheng Information Technology Co., Ltd. Beijing Branch (上海卓晟信息技術有限公司北京分公司) from April 2010 to May 2011. He joined predecessors of Yintech Investment Holdings Limited ("**Yintech Holdings**") in May 2011 and has served as vice president of Yintech Holdings since its incorporation in November 2015.

Mr. Chen is currently studying at the international experimental class in Shanghai Advanced Institute of Finance, Shanghai Jiao Tong University (上海交通大學上海高級金融學院, "**SAIF**") in the PRC.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen had not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

Save as disclosed above, at the Latest Practicable Date, Mr. Chen did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Chen was deemed interested in 14,215,000 Shares, representing approximately 3.05% of the issued Shares within the meaning of Part XV of the SFO.

Mr. Chen has entered into an appointment letter with the Company for a term of 3 years, which will be terminated by not less than one month's prior notice in writing. He does not receive emolument from the Company under the appointment letter.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. Chen's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

Mr. CAI Zi (才子), aged 37, is the executive Director and chief executive officer. He was appointed as an executive Director on August 20, 2021.

Mr. Cai has over 10 years of experience in the field of information technology and finance. He worked in China Securities Xintong Software Technology (Beijing) Co., Ltd. (中證信通軟件科技(北京)有限公司) from December 2007 to April 2009, in Beijing Litong Tianxia Technology Co., Ltd. (北京利通天下科技有限公司) from May 2009 to January 2010 and subsequently in Beijing Fortune Xinying Technology Co., Ltd. (北京財富鑫盈技術有限公司) and gained experience in product research and development. He also served as an officer in the National Security Bureau of Yingkou City (營口市國家安全局) from July 2010 to October 2011. From September 2011 to December 2017, Mr. Cai served as the deputy general manager of Shanghai Yinsai Computer Technology Co., Ltd. (上海銀賽計算機科技有限公司), a subsidiary of Yintech Holdings, primarily responsible for managing the research and development team. He joined the Group in January 2018, he has served as an executive director and general manager of Shanghai Jiufangyun Intelligent Technology Co., Ltd. (上海九方雲智能科技有限公司) and the general manager of Shanghai Fudong Culture Media Co., Ltd. (上海富動文化傳媒有限公司). Since then, he has participated in the design of multiple digital financial content and information service products of the Group, demonstrating his strong product development capabilities. He was appointed as a deputy chief member of the committee of Securities Investment Consultation Institutions under SAC (中國證券業協會證券投資諮詢機構委員會) in January 2022.

Mr. Cai obtained a bachelor's degree of engineering in computer science and technology from Beijing Jiaotong University (北京交通大學) in the PRC in July 2008. He also obtained the securities practitioner qualification from the Securities Association of China (中國證券業協會) in 2009 and has been a registered gold analyst (註冊黃金分析師) since 2012.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cai had not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

Save as disclosed above, at the Latest Practicable Date, Mr. Cai did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Cai was deemed interested in 7,110,000 Shares, representing approximately 1.53% of the issued Shares within the meaning of Part XV of the SFO.

Mr. Cai has entered into an appointment letter with the Company for a term of 3 years, which will be terminated by not less than one month's prior notice in writing. Mr. Cai's emoluments includes a base salary of RMB1,000,000 per annum.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. Cai's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

Dr. ZHAO Guoqing (趙國慶), aged 43, was appointed as the independent non-executive Director on February 20, 2023, effective from February 28, 2023.

Dr. Zhao is currently a partner of Zhonghui Jiangsu Certified Tax Agents Co., Ltd. (中匯江蘇稅務師事務所有限公司) since June 2016, and the technician director of Zhonghui Certified Tax Agents Co., Ltd. (中匯稅務師事務所有限公司). Dr. Zhao has more than ten years of working experience in taxation authorities in the PRC after graduation from Yangzhou University, having first served in the Jiangning Local Taxation Bureau of Nanjing (南京市江寧地方稅務局) until November 2012 with his last position as the deputy director of the audit bureau and subsequently served with the State Administration of Taxation Tax Cadres Training Institute (國家稅務總局稅務幹部進修學院) until March 2016. Dr. Zhao currently serves as an independent non-executive director of Hailan Holdings Limited (海藍控股有限公司, a company listed on the Stock Exchange, stock code: 2278) since December 2018, as an independent director of Nanjing Develop Advanced Manufacturing Co., Ltd. (南京迪威爾高端製造股份有限公司, a company listed on the Shanghai Stock Exchange, stock code: 688377) since August 2018, and as an independent director of Piotech Inc. (拓荊科技股份有限公司, a company listed on the Shanghai Stock Exchange, stock code: 688072) since January 2021.

Dr. Zhao is a qualified certified public accountant in the PRC. Dr. Zhao graduated from Yangzhou University (揚州大學) with his bachelor's degree majoring in taxation in June 2002, obtained his master's degree in Business Administration from Nanjing University (南京大學) in March 2012 and obtained his doctorate degree in Business Administration from Nanjing University in December 2018.

Save as disclosed above, as at the Latest Practicable Date, Dr. Zhao had not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

Save as disclosed above, at the Latest Practicable Date, Dr. Zhao did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

As at the Latest Practicable Date, Dr. Zhao did not have any interest in any Shares within the meaning of Part XV of the SFO.

Dr. Zhao has signed an appointment letter with the Company for a term of 3 years, which will be terminated by not less than one month's prior notice in writing. Dr. Zhao's emoluments will be HK\$300,000 per annum.

Save as disclosed above, the Board is not aware of any other matter in relation to Dr. Zhao's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

Mr. FAN Yonghong (范勇宏, former name: 范永红), aged 55, was appointed as the independent non-executive Director on August 20, 2021, effective from February 28, 2023.

Mr. Fan has extensive experience in financial management. From 1988 to 1998, he held various management positions in China Construction Bank Corporation (中國建設銀行) and Huaxia Securities Co., Ltd. (華夏證券股份有限公司). Mr. Fan also served as the general manager of China Asset Management Co., Ltd. (華夏基金管理有限公司) from 1998 to 2013. From December 2013 to April 2015, Mr. Fan served as the chief investment officer (首席投資執行官) of China Life Asset Management Company Limited (中國人壽資產管理有限公司). He currently serves as the executive director of Hongshi Capital Management Co., Ltd. (宏實資本管理有限公司) since March 2016.

Mr. Fan served as the vice chairman of Securities Association of China (中國證券業協會) from 2007 to 2011 and as a member of the Issuance Examination Committee of China Securities Regulatory Commission (中國證券監督管理委員會發行審核委員會) from 1997 to 2001, where he was involved in the review of listing applications of PRC companies.

Mr. Fan has served as an independent non-executive director and the chairman of audit committee of China Feihe Limited (中國飛鶴有限公司, a company listed on the Main Board of the Stock Exchange, stock code: 6186) since October 2019. He also served as an independent director of Yintech Holdings from May 2018 to November 2020.

Mr. Fan graduated from the Postgraduate Department of Institute of Fiscal Finance under the Ministry of Finance (財政部財政科學研究所, currently known as the Chinese Academy of Fiscal Sciences (中國財政科學研究院)) in July 1998 and obtained a doctor's degree in economics. Mr. Fan currently serves as an external postgraduate supervisor (外聘研究生導師) of the Chinese Academy of Fiscal Sciences.

Save as disclosed above, as at the Latest Practicable Date, Mr. Fan had not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

Save as disclosed above, at the Latest Practicable Date, Mr. Fan did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Fan did not have any interest in any Shares within the meaning of Part XV of the SFO.

Mr. Fan has signed an appointment letter with the Company for a term of 3 years, which will be terminated by not less than one month's prior notice in writing. Mr. Fan's emoluments will be HK\$300,000 per annum.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. Fan's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

Mr. TIAN Shu (田舒), aged 59, was appointed as the independent non-executive Director on August 20, 2021, effective from February 28, 2023.

Mr. Tian has over 18 years of experience in accounting, tax and consulting. He worked at the General Administration of Customs (中國海關總署) prior to working at the preparatory group of the data center of the National Electronic Port (國家電子口岸數據中心) from September 2000 to June 2001. He worked at Deloitte Touche Tohmatsu Certified Public Accountants LLP Beijing Branch from October 2002 to May 2006, with his last position as a senior manager. He served as the managing partner of Beijing Hansen Taihe Consulting Co., Ltd. (北京漢森泰和諮詢有限公司) from July 2005 to November 2010. He then worked at Ernst & Young from November 2010 to June 2020, where he successively served as a senior manager, executive director and partner. He has served as the deputy national leader of indirect tax business of Deloitte Consulting (Shanghai) Company Limited Beijing Branch since July 2020.

Mr. Tian obtained a bachelor's degree in business economics from Shanxi Finance and Economics College (山西財經學院, renamed as Shanxi University of Finance and Economics (山西財經大學) in 1997) in the PRC in July 1986. He also obtained a degree of executive master of business administration from Cheung Kong Graduate School of Business (長江商學院) in the PRC in September 2010.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tian had not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

Save as disclosed above, at the Latest Practicable Date, Mr. Tian did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Tian did not have any interest in any Shares within the meaning of Part XV of the SFO.

Mr. Tian has signed an appointment letter with the Company for a term of 3 years, which will be terminated by not less than one month's prior notice in writing. Mr. Tian's emoluments will be HK\$300,000 per annum.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. Tian's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 466,087,000 Shares of nominal value of HK\$0.00001 each which have been fully paid. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or brought back before the Annual General Meeting, the Company will be allowed to buy back a maximum of 46,608,700 Shares which represent 10% of the issued Shares during the period ending on the earlier 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 to be held under any applicable laws or the Memorandum and Articles of Association; or (iii) it is varied or revoked by an ordinary resolution of the Shareholders at a general meeting.

2. REASONS FOR AND FUNDING OF SHARE BUY BACK

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to buy back the Shares in the market. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole.

Shares buy-back must be funded out of funds legally available for such purpose in accordance with the Memorandum and Articles of Association and the applicable laws of the Cayman Islands. The Directors may not buy back the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make purchases with profits of the Company or out of a new issuance of shares made for the purpose of the purchase or, if authorized by the Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the buy-back, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of capital.

The Directors have no present intention to buy back any Shares and they would only exercise the power to buy back in circumstances where they consider that the buy-back would be in the best interests of the Company. The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital and gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent

as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

3. GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention if the Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders.

4. TAKEOVERS CODE

If as a result of a purchase of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, the Controlling Shareholders are deemed to be interested in 299,925,000 Shares representing approximately 64.35% of the total number of issued Shares. In the event that the Directors exercise the Buy-back Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the annual general meeting, the interests of the Controlling Shareholders in the Company would be increased to approximately 71.50% of the total number of issued Shares, which will not give rise to an obligation to make a mandatory offer under Rules 26 of the Takeovers Code.

The Directors confirm that the Buy-back Mandate will not be exercised to an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the total number of issued Shares in public hands will be reduced to below the prescribed minimum percentage required by the Stock Exchange.

5. SHARE BUY-BACK MADE BY THE COMPANY

No purchases of Shares have been made by the Company during the 6 months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange since the Listing Date, up to and including the Latest Practicable Date were as follows:

Month	Highest prices HK\$	Lowest prices HK\$
2023		
March (since the Listing Date)	17.68	15.00
April	17.58	14.72
May (up to the Latest Practicable Date)	17.20	16.42



JF Wealth Holdings Ltd
九方财富控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9636)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of JF Wealth Holdings Ltd (the “**Company**”) will be held at Meeting Room, 16/F, Yintech Finance Center, 88 Xumin East Road, Qingpu District, Shanghai, PRC on Monday, June 12, 2023 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2022 and the reports of the directors (“**Directors**”, each a “**Director**”) and independent auditor thereon.
2. To declare a final dividend of HK\$0.5 per Share for the year ended December 31, 2022.
3.
 - (a) To re-elect Mr. CHEN Wenbin as a non-executive Director;
 - (b) To re-elect Mr. YAN Ming as a non-executive Director;
 - (c) To re-elect Ms. CHEN Ningfeng as a non-executive Director;
 - (d) To re-elect Mr. CHEN Jigeng as a non-executive Director;
 - (e) To re-elect Mr. CAI Zi as an executive Director;
 - (f) To re-elect Dr. ZHAO Guoqing as an independent non-executive Director;
 - (g) To re-elect Mr. FAN Yonghong as an independent non-executive Director;
 - (h) To re-elect Mr. TIAN Shu as an independent non-executive Director; and
 - (i) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint KPMG as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending December 31, 2023.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and options, which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to paragraph (i) of this resolution, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) any issue of shares under any share scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for shares or rights to acquire shares;
 - (3) any scrip dividend or similar arrangement providing for the allotment and 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 articles of association of the Company; or

NOTICE OF ANNUAL GENERAL MEETING

- (4) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of:
- (a) 20% of the total number of issued shares of the Company as at the date of passing this resolution; and
 - (b) (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of shares of the Company purchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the total number of issued shares of the Company as at the date of passing resolution numbered 4(B)), and the approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:–
- (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:–
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the memorandum and articles of association of the Company; or
 - (3) it is varied or revoked by an ordinary resolution of the Shareholders at a general meeting; and
 - (b) “**Rights Issue**” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or

NOTICE OF ANNUAL GENERAL MEETING

extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“That:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to purchase shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the shares to be brought back pursuant to the approval in paragraph (i) of this resolution 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 said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:–

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:–

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the memorandum and articles of association of the Company; or
- (c) it is varied or revoked by an ordinary resolution of the Shareholders at a general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in this notice being passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 5(A) set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued shares of the Company purchased by the Company under the authority granted pursuant to resolution numbered 5(B) set out in this notice, provided that such extended amount shall represent up to 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
JF Wealth Holdings Ltd
CHEN Wenbin
Chairman of the Board

Hong Kong, May 15, 2023

Registered Office:

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

7/F
Low Block Grand Millennium Plaza
181 Queen’s Road Central
Hong Kong

Principal Place of Business and

Head Office in PRC:

5/F, Yintech Finance Center
88 Xumin East Road
Qingpu District
Shanghai
PRC

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to 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 of it), either personally or by proxy, in respect of such shares as if he/she were 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, the completed form of proxy, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. not later than 10:00 a.m. on Saturday, June 10, 2023) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
4. The register of members of the Company will be closed from June 7, 2023 to June 12, 2023, both days inclusive, in order to determine the eligibility of shareholders to attend and voting at the above meeting, during which period no share transfers will be registered. To be eligible to attend and voting at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on June 6, 2023.
5. The register of members of the Company will be closed from June 16, 2023 to June 20, 2023, both days inclusive, in order to determine the eligibility of shareholders to the proposed final dividend for the year ended December 31, 2022 (subject to approval by the Shareholders at the Meeting). To be eligible to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on June 15, 2023.
6. In respect of resolution numbered 3 above, Mr. CHEN Wenbin, Mr. YAN Ming, Ms. CHEN Ningfeng, Mr. CHEN Jigeng, Mr. CAI Zi, Dr. ZHAO Guoqing, Mr. FAN Yonghong and Mr. TIAN Shu will retire and be eligible to stand for re-election at the Annual General Meeting. Details of the above retiring Directors standing for re-election are set out in Appendix I to the circular dated May 15, 2023 containing this notice.
7. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.