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首惠产融

首惠產業金融服務集團有限公司*

CAPITAL INDUSTRIAL FINANCIAL SERVICES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 730)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Capital Industrial Financial Services Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at 3:00 p.m. on Wednesday, 28 June 2023 at 11/F, China Railway Construction Building, No. 20 Shijingshan Road, Shijingshan District, Beijing, PRC (the “**SGM**”) for the purposes of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the agreement (the “**Master Services Agreement**”) dated 28 April 2023 entered into between the Company and Shougang Group Co., Ltd. (首鋼集團有限公司) (“**Shougang**”), a copy of which is tabled at the SGM and marked “A” and initialed by the chairman of the SGM for identification purpose, pursuant to which, Shougang and its subsidiaries (the “**Shougang Group**”) shall provide to the Group or the Group shall provide to the Shougang Group (as the case may be) deposit and related services (the “**Deposit Services**”), information technology services (the “**Information Technology Services**”), property leasing services (the “**Property Leasing Services**”), management and financial advisory services (the “**Management and Financial Advisory Services**”), financial technical services (the “**Financial Technical Services**”) and other financial services (the “**Other Financial Services**”) be and is hereby approved, ratified and confirmed;
- (b) the proposed maximum daily balance of deposits (including the corresponding interest accrued thereon) placed by the Group with the Shougang Group in relation to the Deposit Services during the term of the Master Services Agreement commencing from the date on which the Master Services Agreement becomes effective and ending on 31 December 2025 as set out in the circular of the Company dated 12 June 2023 (the “**Circular**”) be and is hereby approved;

- (c) the proposed annual caps in respect of the service fees payable by the Group to the Shougang Group in relation to the Information Technology Services pursuant to the Master Services Agreement as set out in the Circular be and is hereby approved;
- (d) the proposed annual caps in respect of the lease of properties to the Group under the Master Services Agreement in relation to the Property Leasing Services as set out in the Circular be and is hereby approved;
- (e) the proposed annual caps in respect of the service fees payable by the Shougang Group to the Group in relation to the Management and Financial Advisory Services pursuant to the Master Services Agreement as set out in the Circular be and is hereby approved;
- (f) the proposed annual caps in respect of the service fees payable by the Shougang Group to the Group in relation to the Financial Technical Services pursuant to the Master Services Agreements as set out in the Circular be and is hereby approved;
- (g) the proposed annual caps in respect of the service fees payable by the Shougang Group to the Group in relation to the Other Financial Services provided by the Group to the Shougang Group pursuant to the Master Services Agreement as set out in the Circular be and is hereby approved;
- (h) the proposed annual caps in respect of the service fees payable by the Group to the Shougang Group in relation to the Other Financial Services provided by the Shougang Group to the Group pursuant to the Master Services Agreement as set out in the Circular be and is hereby approved; and
- (i) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Master Services Agreement.”

By order of the Board
Capital Industrial Financial Services Group Limited
Sun Yajie
Chairman

Hong Kong, 12 June 2023

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Principal office in Hong Kong:
6/F., Bank of East Asia Harbour View Centre
56 Gloucester Road
Wanchai
Hong Kong

Notes:

- (1) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of any officer or attorney duly authorised.
- (2) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as practicable and in any event not less than 48 hours before the time appointed for the holding of the SGM, or any adjourned Meeting thereof.
- (3) The record date for determining the entitlement of members of the Company to attend and vote at the SGM is fixed at the close of business on Tuesday, 27 June 2023. In order to qualify for the entitlement to attend and vote at the SGM, all documents for the transfer of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, for registration no later than 4:30 p.m. on Tuesday, 27 June 2023.
- (4) Completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the SGM or at any adjourned Meeting thereof should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (5) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the SGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.

As at the date of this notice, the Board comprises Ms. Sun Yajie (Chairman); Mr. Liang Hengyi (Managing Director); Mr. Tian Gang (Executive Director); Mr. Huang Donglin (Non-executive Director); Ms. Qiao Yufei (Non-executive Director); Mr. Tam King Ching, Kenny (Independent Non-executive Director); Mr. Ng Man Fung, Walter (Independent Non-executive Director) and Ms. On Danita (Independent Non-executive Director).