

**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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**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)**

**PROPOSALS FOR GRANTING OF  
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR,  
RE-APPOINTMENT OF AUDITOR, AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 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 Friday, 28 June 2024, at 11:00 a.m. is set out on pages 24 to 27 of this circular.

A form of proxy for use at the 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 Wednesday, 26 June 2024) or any adjournment thereof to the office of the Company's share 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 annual general meeting or any adjournment thereof if you so wish, and in such case, the form of proxy shall be deemed to be revoked.

29 May 2024

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## DEFINITIONS

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

“AGM”	the 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 Friday, 28 June 2024, at 11:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 24 to 27 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
“Buy-back Mandate”	a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to buy back at any time until the next annual general meeting of the Company or such earlier period as stated in the Share Buy-back Resolution the Shares up to a maximum of 10% of the total number of Shares in issue at the date of the Share Buy-back Resolution
“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)
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies Registrar”	Registrar of Companies in Hong Kong
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any shares of the Company bought back under the Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

## DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing the resolution at the AGM
“Latest Practicable Date”	24 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, except where the context requires otherwise and only for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“Registrar”	Tricor Tengis Limited, the share registrar and transfer office of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Buy-back Rules”	the relevant rules set out in the Listing Rules to regulate the buy-back by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Share Buy-back Resolution”	the ordinary resolution referred to in number 6 of the notice of the AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended from time to time

## DEFINITIONS

“Vered Holdings” Vered Holdings Corporation\* (薔薇控股股份有限公司), a company established in the PRC with limited liability

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“%” per cent

\* *for identification purpose only*

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. LI Feng (*Chief Executive Officer*)

Mr. XIE Fang (*Chief Risk Officer*)

*Non-executive Directors:*

Mr. NG Kian Guan (*Chairman*)

Mr. HUANG Yan

*Independent Non-executive Directors:*

Mr. CHENG Tai Sheung

Mr. KO Ming Tung, Edward

Mr. SUN Junchen

Mr. WONG Ka Wai

*Registered office:*

22/F, China Taiping Tower

8 Sunning Road

Causeway Bay

Hong Kong

29 May 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GRANTING OF  
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR,  
RE-APPOINTMENT OF AUDITOR, AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders at the AGM in respect of, among other matters, (i) the Issue Mandate; (ii) the Buy-back Mandate; (iii) the Extension Mandate; (iv) the re-election of retiring Directors, (v) the proposed appointment of executive Director and (vi) the re-appointment of auditor. In compliance with the Listing Rules, this circular contains an explanatory statement which provides all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolution approving the Buy-back Mandate and other relevant information.

## **LETTER FROM THE BOARD**

### **GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 16 June 2023, an ordinary resolution was passed by the then Shareholders granting the existing Issue Mandate to the Directors, which is due to expire at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Issue Mandate i.e. a general and unconditional mandate to allot, issue and deal with additional Shares with an aggregate number of Shares not exceeding 20% of the total number of Shares in issue at the date of the passing of such resolution.

On the basis of a total of 34,714,459,250 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or bought back prior to the AGM, the maximum number of Shares which may fall to be issued under this proposed Issue Mandate will be 6,942,891,850 Shares.

The fresh Issue Mandate will remain in effect until the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by any applicable laws of Hong Kong or the Articles; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### **GENERAL MANDATE TO BUY BACK SHARES**

At the annual general meeting of the Company held on 16 June 2023, an ordinary resolution was passed by the Shareholders granting the existing Buy-back Mandate to the Directors, which is due to expire at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Buy-back Mandate i.e. a general and unconditional mandate to buy back Shares subject to the maximum number of Shares of up to 10% of the total number of Shares in issue at the date of passing of such resolution. The fresh Buy-back Mandate will remain in effect until the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by any applicable laws of Hong Kong or the Articles; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Under the Listing Rules, the Company is required to give to the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Buy-back Mandate. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

## **LETTER FROM THE BOARD**

### **GENERAL EXTENSION MANDATE TO ISSUE SHARES**

An ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of a number of Shares representing the total number of Shares bought back by the Company pursuant to the Buy-back Mandate provided that such extended number shall not exceed 10% of the total number of Shares in issue on the date of passing the resolution approving the Issue Mandate.

### **RE-ELECTION OF RETIRING DIRECTORS**

In relation to the ordinary resolution number 2 set out in the notice of the AGM regarding the re-election of retiring Directors, Mr. Li Feng shall retire as Director by rotation and, being eligible, offer himself for re-election at the AGM pursuant to article 116 of the Articles, and Mr. Xie Fang, Mr. Ng Kian Guan, Mr. Huang Yan, Mr. Cheng Tai Sheung, Mr. Ko Ming Tung, Edward, Mr. Sun Junchen and Mr. Wong Ka Wai shall retire as Directors and, being eligible, offer themselves for re-election at the AGM pursuant to articles 99 and 117 of the Articles.

Each of Mr. Cheng Tai Sheung, Mr. Ko Ming Tung, Edward, Mr. Sun Junchen and Mr. Wong Ka Wai, being an independent non-executive Director eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Cheng Tai Sheung, Mr. Ko Ming Tung, Edward, Mr. Sun Junchen and Mr. Wong Ka Wai are independent in accordance with the independence guidelines. Further, in view of their integrity, extensive knowledge and experience, the Company recommends Mr. Cheng Tai Sheung, Mr. Ko Ming Tung, Edward, Mr. Sun Junchen and Mr. Wong Ka Wai to be re-elected.

Details of the abovementioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR**

The Company has received from CMI Financial Holding Corporation and CMI Financial Holding Company Limited, the shareholders of the Company holding an aggregate of over 5% of the issued share capital of the Company, a proposal in relation to the nomination of Mr. Huang Dongfeng as an executive Director.

The Board has resolved to submit the proposal as an ordinary resolution at the AGM (under the ordinary resolution number 3 of the notice of AGM) for the Shareholders to approve the aforesaid nomination.

Details of the Mr. Huang Dongfeng are set out in Appendix II to this circular.



## **LETTER FROM THE BOARD**

### **RE-APPOINTMENT OF AUDITOR**

The financial statements of the Group for the year ended 31 December 2023 were audited by Mazars CPA Limited whose term of office will expire upon the conclusion of the Annual General Meeting.

Following the recommendation of the Audit Committee, the Board proposed to re-appoint Mazars CPA Limited 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 authorised 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 and to authorise the Board to fix their remuneration for the year ending 31 December 2024.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, 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 Monday, 24 June 2024 in order to qualify for attending and voting at the AGM.

### **ANNUAL GENERAL MEETING**

The notice of the AGM is set out on pages 24 to 27 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate to the Directors, the re-election of retiring Directors, the proposed appointment of executive Director and the re-appointment of auditor.

A form of proxy for use at the AGM is enclosed herewith. If you are unable to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's share 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 AGM (i.e. not later than 11:00 a.m. on Wednesday, 26 June 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy shall be deemed to be revoked.

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 AGM will be taken by way of poll. An announcement on the poll vote results will be made by the Company after the 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 the resolutions in relation to the Issue Mandate, the Buy-back Mandate, the Extension Mandate, the re-election of retiring Directors, and the re-appointment of the auditor to be proposed at the 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 such resolutions at the 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

Your attention is drawn to the additional information set out in the appendices to this circular.

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 AGM.

Yours faithfully,  
For and on behalf of the Board  
**China Vered Financial Holding Corporation Limited**  
**Ng Kian Guan**  
*Chairman*

*This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Buy-back Mandate.*

## **(1) SHARE BUY-BACK RULES**

The Share Buy-back Rules permit companies whose primary listing are on the Stock Exchange to buy back their issued shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

### **(a) Source of Funds**

Buy-backs must be made out of funds which are legally available for the purpose and in accordance with the Company's memorandum and articles of association and the applicable laws of Hong Kong.

### **(b) Maximum number of Shares to be bought back**

A maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution may be bought back.

## **(2) EXERCISE OF THE BUY-BACK MANDATE**

Exercise in full of the Buy-back Mandate, on the basis of 34,714,459,250 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued or bought back prior to the AGM, could accordingly result in up to 3,471,445,925 Shares being bought back by the Company during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of Hong Kong or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

**(3) REASONS FOR BUY-BACKS**

The Directors believe that the ability to buy back Shares is in the interests of the Company and its Shareholders. Buy-backs may, depending on the circumstances, result in an increase in net assets and/or earnings per share. The Directors are seeking the grant of a general mandate to buy back Shares to give the Company the flexibility to do so if and when appropriate. The timing and the number(s), the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

**(4) FUNDING OF BUY-BACKS**

It is envisaged that the funds required for any buy-back would be derived from the distributable profits of the Company being funds legally available for such buy-back in accordance with the Articles and the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a share buy-back may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the buy-back to such extent allowable under the Companies Ordinance.

There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position at 31 December 2023 disclosed in its most recent published audited financial statements for the year ended 31 December 2023) in the event that the proposed share buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**(5) SHARE PRICES**

The highest and lowest prices at which shares of the Company have traded on the Stock Exchange in each of the previous twelve months immediately preceding the Latest Practicable Date are as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	Suspended	
May	0.079	0.033
June	0.076	0.044
July	0.045	0.026
August	0.030	0.015
September	0.025	0.016
October	0.023	0.012
November	0.052	0.011
December	0.059	0.037
<b>2024</b>		
January	0.078	0.040
February	0.075	0.046
March	0.066	0.031
April	0.079	0.042
May (up to and including the Latest Practicable Date)	0.078	0.053

**(6) UNDERTAKING**

The Directors will exercise the power of the Company to make purchases pursuant to the Buy-back Mandate in accordance with the Listing Rules and the Laws of Hong Kong and in accordance with the regulations set out in the Articles.

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

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares held by them to the Company, or have undertaken not to do so, in the event that the Company is authorised to make buy-backs of its Shares.

The Company has confirmed that neither the explanatory statement nor the proposed share buy-back has any unusual features.

**(7) TAKEOVERS CODE**

If as a result of the buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, 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 interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Vered Holdings held through Vered Holdings Group Ltd ("**Vered Caymans**") a total of 10,049,310,000 Shares, representing approximately 28.95% of the total number of Shares in issue. In addition, the Company received a written notice dated 19 March 2024 (the "**Written Notice**") from Vered Holdings which provided that, among other matters, the voting rights attached to the Shares held by Vered Caymans had been transferred to Dahengqin (Hong Kong) Investment Corporation Limited (the "**Purchaser**") with effect from the signing of a preliminary agreement for the sale and purchase of the all Shares held by Vered Caymans. In the event that the Directors exercise the proposed Buy-back Mandate in full, then (if the present shareholdings otherwise remained the same) the shareholding of Vered Holdings in the Company (or the voting rights held by the Purchaser) would be increased to approximately 32.16% of the total number of Shares in issue. In the opinion of the Directors such increase in shareholding may give rise to an obligation to make a mandatory offer under the Takeovers Code.

Save as disclosed, the Directors are not aware of any other Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to buy back Shares pursuant to the Buy-back Mandate.

The Directors have no present intention to exercise the Buy-back Mandate to such extent as to result in takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

**(8) CAPITAL**

No buy-backs of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

*The followings are the details of Mr. Li Feng, who will retire by rotation, and being eligible, offer himself for re-election at the AGM pursuant to article 116 of the Articles.*

**Mr. Li Feng** (“**Mr. Li**”), aged 45, was appointed as an executive Director and the deputy chief executive officer of the Company on 15 March 2022, and was appointed as the chief executive officer of the Company on 30 September 2022. Mr. Li currently has directorship in a number of subsidiaries of the Company. Prior to joining the Group, Mr. Li was employed by Vered Holdings from 2017 to March 2024. Before joining Vered Holdings, Mr. Li was employed by China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司) and held various positions from January 2003 to February 2016, including the account manager of the corporate business department of the Dalian branch, the product manager assistance of the corporate banking management department of the Dalian branch, general manager assistant of the Dalian branch of the trade finance department and the general manager of the corporate finance department of the Hong Kong branch.

Mr. Li graduated from Dongbei University of Finance and Economics (東北財經大學) in June 2011 with a master degree in business administration.

Mr. Li entered into a service contract with the Company for an initial term of three years with effect from 15 March 2022, provided that either party may terminate such service contract at any time by giving at least three months’ notice in writing. Mr. Li is entitled to a Director’s fee of HK\$250,000 per annum. Mr. Li had entered into a separate employment contract with the Company which provides Mr. Li with an annual remuneration of HK\$3,000,000 on top of his remuneration as an executive Director. The remuneration package of Mr. Li was determined by reference to his duties, responsibilities as well as the Company’s remuneration policy and the market benchmark and will be reviewed by the Board and the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Li was the beneficial owner of 289,280,000 Shares (representing approximately 0.83% of the issued share capital of the Company).

Save as disclosed above, Mr. Li does not hold any other positions in the Company or any of its subsidiaries and is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Li did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date. Save as disclosed above, Mr. Li does not have any interests or deemed interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters about Mr. Li which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.

*The followings are the details of Mr. Xie Fang, Mr. Ng Kian Guan, Mr. Huang Yan, Mr. Cheng Tai Sheung, Mr. Ko Ming Tung, Edward, Mr. Sun Junchen and Mr. Wong Ka Wai, who will retire, and being eligible, offer themselves for re-election at the AGM pursuant to articles 99 and 117 of the Articles.*

**Mr. Xie Fang** (“**Mr. Xie**”), aged 37, joined the Company as the head of risk management department in May 2021. He has been appointed as the Chief Risk Officer of the Company since 30 September 2022 and has been appointed as an executive Director since 22 March 2024. Mr. Xie also has directorship in a number of subsidiaries of the Company. Prior to joining the Group, Mr. Xie served as a senior manager, vice president and senior vice president of the risk management department of CITIC Securities Company Limited from July 2010 to February 2021.

Mr. Xie obtained his master’s degree in computer science and technology from the Tsinghua University (清華大學) in 2010. Mr. Xie was certified as a qualified Financial Risk Manager by the Global Association of Risk Professionals in December 2017.

Mr. Xie entered into a separate service agreement with the Company for his role as an executive Director for a term of 3 years with effect from 22 March 2024, provided that either party may terminate such service contract at any time by giving at least 3 months’ notice in writing. Mr. Xie is entitled to a Director’s fee of HK\$250,000 per annum. Mr. Xie had entered into a separate employment contract with the Company which provides Mr. Xie with an annual remuneration of HK\$2,300,000 on top of his remuneration as an executive Director. The remuneration package of Mr. Xie was determined by reference to his duties, responsibilities as well as the Company’s remuneration policy and the market benchmark and will be reviewed by the Board and the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Xie was the beneficial owner of 288,030,000 Shares (representing approximately 0.82% of the issued share capital of the Company).

Save as disclosed above, Mr. Xie does not hold any other positions in the Company or any of its subsidiaries and is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Xie did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date. Save as disclosed above, Mr. Xie does not have any interests or deemed interests in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters about Mr. Xie which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.



**Mr. Ng Kian Guan** (“**Mr. Ng**”), aged 67, has been appointed as a non-executive Director, the chairman of the Board and the chairman of the nomination committee of the Company since 8 April 2024. He has over 30 years of experience in banking and finance with strong expertise in credit and marketing. He has been appointed as an Independent Non-executive Director of Hong Lai Huat Group Limited, a Company Listed on the Singapore Exchange (“**SGX**”), since May 2024 and has been appointed as an Independent Director of International Cement Group, a listed company listed on **SGX**, since June 2021. He was Senior Banker of Shanghai Pudong Development Bank from October 2021 to September 2022. He was the Deputy Chief Executive Officer of Maybank Singapore from August 2014 to June 2021, while serving simultaneously as the Head of Corporate Office from September 2011 to December 2018. Prior to this, he led and oversaw various portfolios at the bank including Corporate Banking, Risk Management, Remedial Management, and Group Credit Management.

Mr. Ng holds a Bachelor of Business Administration from the National University of Singapore. He also holds an Executive Diploma in Directorship from the Singapore Management University and Singapore Institute of Directors (“**SID**”) and is an accredited director under the **SID** Accreditation Framework.

Mr. Ng entered into a service agreement with the Company for his role as a non-executive Director for a term of 3 years with effect from 8 April 2024, provided that either party may terminate such service contract at any time by giving at least 3 months’ notice in writing. Mr. Ng is entitled to receive an annual remuneration of HK\$600,000. The remuneration package of Mr. Ng was determined by reference to his duties, responsibilities, as well as the Company’s remuneration policy and the market benchmark and will be reviewed by the Board and the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Ng had no interest in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ng does not hold any other positions in the Company or any of its subsidiaries and is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Ng did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date.

Save as disclosed above, there are no other matters about Mr. Ng which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.

**Mr. Huang Yan** (“**Mr. Huang**”), aged 47, has been appointed as a non-executive Director since 19 April 2024. Mr. Huang has over 15 years of working experience in various corporations with roles in audit and supervision. From August 2022 to October 2022 and since August 2023, Mr. Huang was and is the director of the audit and supervision center of 中國民生投資股份有限公司 (China Minsheng Investment Co., Ltd\*) (“**CMI**”), and the general manager of the audit and supervision center of CMI from November 2021 to August 2022. From July 2020 to November 2021, Mr. Huang worked at 月星集團有限公司 (Yuexing Group Co., Ltd\*) as the chief risk officer.

Mr. Huang obtained a bachelor’s degree in accountancy from Yang En University.

Mr. Huang entered into a service agreement with the Company for his role as non-executive Director for a term of 3 years with effect from 19 April 2024, provided that either party may terminate such service contract at any time by giving at least 3 months’ notice in writing. Mr. Huang is entitled to an annual remuneration of HK\$250,000. The remuneration package of Mr. Huang was determined by reference to his duties, responsibilities, as well as the Company’s remuneration policy and the market benchmark and will be reviewed by the Board and the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Huang had no interest in any shares of the Company within the meaning of Part XV of SFO.

As at the Latest Practicable Date, CMI is interested in 3,502,618,610 shares of the Company, representing approximately 10.09% of the issued share capital of the Company.

Save as disclosed above, Mr. Huang does not hold any other positions in the Company or any of its subsidiaries and is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Huang did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date. Save as disclosed above, Mr. Huang does not have any interests or deemed interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters about Mr. Huang which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.

\* For identification purposes only

**Mr. Cheng Tai Sheung** (“**Mr. Cheng**”), aged 48, has been appointed as an independent non-executive Director and a member of the Audit Committee, the Nomination Committee and the Remuneration Committee since 8 March 2024. He was then appointed as the chairman of the Remuneration Committee on 22 March 2024. Mr. Cheng has been serving as managing director of the corporate finance department of Opus Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activities under the SFO and managing director of Opus Securities Limited, a licensed corporation to carry out Type 1 (dealing in securities) regulated activities under the SFO since February 2023. Prior to that, he worked as managing director and head of investment banking at Ever-Long Securities Company Limited from 2019 to 2021. From 2014 to 2019, Mr. Cheng worked at RHB Capital Hong Kong Limited, with his last position held as managing director and head of investment banking. Mr. Cheng possesses over 20 years of experience in the fields of auditing, finance, investment banking and capital markets. He has been a licensed person for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO since 2005.

Mr. Cheng obtained his Bachelor of Business Administration degree from the Chinese University of Hong Kong. He is also a Chartered Financial Analyst, a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Accountants.

Mr. Cheng entered into an appointment letter with the Company for a term of 3 years with effect from 8 March 2024, provided that either party may terminate such appointment letter at any time by giving at least 3 months’ notice in writing. The appointment letter provides Mr. Cheng with an annual remuneration of HK\$250,000. The remuneration package of Mr. Cheng is determined by reference to his duties, responsibilities, as well as the Company’s remuneration policy and the market benchmark, and will be reviewed by the Board and the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Cheng had no interest in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Cheng does not hold any other positions in the Company or any of its subsidiaries and is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Cheng did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date.

Mr. Cheng has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there are no other matters about Mr. Cheng which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.

**Mr. Ko Ming Tung, Edward** (“**Mr. Ko**”), aged 63, has been appointed as an independent non-executive Director and a member of the Audit Committee, Nomination Committee and Remuneration Committee since 22 March 2024. Mr. Ko has more than 32 years of experience in the legal profession. Mr. Ko is the principal of Messrs. Edward Ko & Company. Mr. Ko has also been serving as an independent non-executive director of Sinofert Holdings Limited (stock code: 297) since April 2000, EverChina Int’l Holdings Company Limited (stock code: 202) since April 2009 and Chia Tai Enterprises International Limited (stock code: 3839) since September 2014, which are companies listed on the Stock Exchange. Previously, Mr. Ko also served as an independent non-executive director of Sterling Group Holdings Limited, a company listed on the Stock Exchange (stock code: 1825) from September 2018 to November 2021.

Mr. Ko obtained his external bachelor’s degree in laws from the University of London in the United Kingdom in August 1986. He was admitted as a solicitor of Hong Kong in March 1991.

Mr. Ko entered into an appointment letter with the Company for a term of 3 years with effect from 22 March 2024, provided that either party may terminate such appointment letter at any time by giving at least 3 months’ notice in writing. The appointment letter provides Mr. Ko with an annual remuneration of HK\$250,000. The remuneration package of Mr. Ko was determined by reference to his duties, responsibilities, as well as the Company’s remuneration policy and the market benchmark and will be reviewed by the Board and the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Ko had no interest in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ko does not hold any other positions in the Company or any of its subsidiaries and is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Ko did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date.

Mr. Ko has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there are no other matters about Mr. Ko which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.

**Mr. Sun Junchen** (“**Mr. Sun**”), aged 36, has been appointed as an independent non-executive Director and a member of the Audit Committee, Nomination Committee and Remuneration Committee since 22 March 2024. He has been serving as the vice president of investment development of Newborn Town Inc., a company listed on the Stock Exchange (stock code: 9911), since April 2023, and is primarily responsible for its innovative business. Prior to this, Mr. Sun worked at PricewaterhouseCoopers Zhong Tian LLP Tianjin Branch (普華永道中天會計師事務所(特殊普通合夥)天津分所) from October 2011 to May 2015, with his last position held as a senior associate. From May 2015 to October 2015, he worked at Shenwan Hongyuan Securities Co., Ltd. Beijing Branch (申萬宏源證券有限公司北京分公司), with his last position held as a senior manager. From October 2015 to February 2017, he worked at MicroMedia Holdings Limited\* (北京簡網世紀科技有限公司), with his last position held as the finance director. From February 2017 to April 2023, he worked at Beijing BlueCity Information & Technology Co., Ltd.\* (北京藍城兄弟信息技術有限公司), with his last position held as the chief financial officer.

Mr. Sun obtained his bachelor’s degree in accountancy in June 2011 from the Tianjin University of Finance and Economics (天津財經大學). He obtained his master’s degree in business administration from the Peking University (北京大學) in July 2018. He was also accredited as a Certified Public Accountant by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) in April 2015.

Mr. Sun entered into an appointment letter with the Company for a term of 3 years with effect from 22 March 2024, provided that either party may terminate such appointment letter at any time by giving at least 3 months’ notice in writing. The appointment letter provides Mr. Sun with an annual remuneration of HK\$250,000. The remuneration package of Mr. Sun was determined by reference to his duties, responsibilities, as well as the Company’s remuneration policy and the market benchmark and will be reviewed by the Board and the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Sun had no interest in any shares of the Company within the meaning of Part XV of the SFO.

\* For identification purposes only

Save as disclosed above, Mr. Sun does not hold any other positions in the Company or any of its subsidiaries and is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Sun did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date.

Mr. Sun has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there are no other matters about Mr. Sun which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.

**Mr. Wong Ka Wai (“Mr. Wong”)**, aged 44, has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee since 22 March 2024. Mr. Wong has been serving as an independent non-executive director of Wenling Zhejiang Measuring and Cutting Tools Trading Centre Co., Ltd. (stock code: 1379) since May 2022 and Jujiang Construction Group Co., Ltd. (stock code: 1459) since August 2015, which are companies listed on the Stock Exchange. Mr. Wong served as the chief financial officer and company secretary of Ruifeng Power Group Company Limited, a company listed on the Stock Exchange (stock code: 2025), from May 2017 to June 2023. From February 2017 to June 2017, he served as an independent non-executive director of Green International Holdings Limited, a company listed on the Stock Exchange (stock code: 2700). From January 2013 to March 2017, he served as the Chairman of Jai Dam Distribution (Hong Kong) Co. Ltd., and was responsible for the business development and management of the French Brand “Jai Dam” in the region of Greater China and managing the sub-distributors of Jai Dam Distribution (Hong Kong) Co. Ltd. in Beijing and Shanghai. From November 2011 to December 2012, he worked at PricewaterhouseCoopers Singapore branch, with his last position held as a manager of the individual tax business unit. From November 2010 to September 2011, he worked at BASF East Asia Regional Headquarters Limited, with his last position held as a manager. From January 2008 to May 2010, he worked at the Shanghai office of Ernst & Young, with his last position held as manager in the tax human capital-PRC department. From July 2006 to January 2008, he worked at Ernst and Young, with his last position held as a senior accountant in the tax department. From September 2001 to May 2004, he worked at KPMG, with his last position held as a tax consultant.

Mr. Wong obtained his bachelor’s degree in accountancy in November 2001 from the City University of Hong Kong. He obtained his bachelor’s degree in laws from the University of London in the United Kingdom in August 2007. He was also admitted as a member of the Association of Chartered Certified Accountants (ACCA) in October 2009.

Mr. Wong entered into an appointment letter with the Company for a term of 3 years with effect from 22 March 2024, provided that either party may terminate such appointment letter at any time by giving at least 3 months' notice in writing. The appointment letter provides Mr. Wong with an annual remuneration of HK\$250,000. The remuneration package of Mr. Wong was determined by reference to his duties, responsibilities, as well as the Company's remuneration policy and the market benchmark and will be reviewed by the Board and the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Wong had no interest in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wong does not hold any other positions in the Company or any of its subsidiaries and is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Wong did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date.

Mr. Wong has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there are no other matters about Mr. Wong which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.

*The following are the details of Mr. Huang Dongfeng who has been nominated by the shareholders of the Company holding an aggregate of over 5% of the issued share capital of the Company.*

**Mr. Huang Dongfeng** (“**Mr. Huang**”), aged 64, possesses nearly 32 years of experience in investment, finance, wealth management, and asset management.

Mr. Huang obtained a bachelor’s degree in Engineering from Nanjing Institute of Technology (南京工學院, now known as Southeast University (東南大學)) in July 1982. Mr. Huang completed the Graduate Level Executive Development Program from the College of Behavioral and Social Sciences of the University of Maryland in November 1997. Mr. Huang obtained a master’s degree in Business Administration from Hong Kong Baptist University in November 2007. Mr. Huang obtained the professional qualification of senior economist from 江蘇省人事廳 (Jiangsu Provincial Personnel Department\*) in November 2006.

Since July 2022, Mr. Huang is elected as the standing member of the executive committee of 江蘇省工商業聯合會 (Jiangsu Federation of Industry and Commerce\*) and since June 2020, Mr. Huang is the director of the board of 中國民生投資股份有限公司 (China Minsheng Investment Co., Ltd\*) (“**CMI**”). Since June 2016, Mr. Huang is the chairman of the board of directors and the chairman of the investment committee of 江蘇民營投資控股有限公司 (Sumin Investment Holdings Co., Ltd\*).

From January 2015 to May 2016, Mr. Huang worked at 紫金財產保險股份有限公司 (Zking Property Insurance Co., Ltd.\*) as the chairman of the board of directors.

From April 1992 to December 2014, Mr. Huang worked at 江蘇省國信集團有限公司 (Jiangsu Guoxin Investment Group Limited\*) (“**Jiangsu Guoxin Group**”) (a wholly state-owned enterprise) and its subsidiaries as:

- (i) the deputy general manager of Jiangsu Guoxin Group from January 2002 to December 2014;
- (ii) the chairman of the board of directors of 江蘇省國際信託有限責任公司 (Jiangsu International Trust Corporation Limited\*), a company holding a financial permit approved by 國家金融監督管理總局 (National Financial Regulatory Administration\*), from June 2002 to December 2014;
- (iii) the general manager and a director of Broadsino Investment Company Limited (“博騰國際投資貿易有限公司”) in Hong Kong from October 1998 to January 2002; and
- (iv) a manager of the General Planning Department of Jiangsu Guoxin Group from April 1992 to October 1998.

Prior to that, Mr. Huang worked at 江蘇省計劃經濟委員會 (Jiangsu Provincial Commission of Economic Planning\*), now known as 江蘇省發展和改革委員會 (Jiangsu Development & Reform Commission\*) for more than 7 years with last position as 科長 (section chief\*).



As at the Latest Practicable Date, Mr. Huang had no interest in any shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, CMI is interested in 3,502,618,610 shares of the Company, representing approximately 10.09% of the issued share capital of the Company.

Save as disclosed above, Mr. Huang does not hold any other positions in the Company or any of its subsidiaries and is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Huang did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date.

Upon approval of Mr. Huang's appointment by the Shareholders, Mr. Huang is expected to enter into a service agreement with the Company for a term of 3 years commencing from the date of appointment. In accordance with the Company's articles of association, Mr. Huang's appointment as executive Director is subject to retirement by rotation and re-election at the Company's general meetings. The remuneration package of Mr. Huang will be determined by the Board and the Remuneration Committee in due course by reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark and will be reviewed by the Board and the Remuneration Committee from time to time.

Save as disclosed above, there are no other matters about Mr. Huang which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.

\* *For identification purpose only*

## NOTICE OF 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 annual general meeting (the “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 Friday, 28 June 2024, at 11:00 a.m., to consider and, if thought fit, transact the following ordinary business:

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 2023.
2. Each as a separate resolution, to re-elect the retiring directors and to authorise the board of directors to fix the remuneration of respective director.
3. To appoint Mr. Huang Dongfeng as an executive director of the Company, and to authorise the board of directors to fix the director remuneration of Mr. Huang.
4. To re-appoint 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.

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

### **ORDINARY RESOLUTIONS**

5. “**THAT:**
  - (a) subject to paragraph (c) below and in substitution for all previous authorities, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
  - (i) a Rights Issue (as hereinafter defined); or
  - (ii) the issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares of the Company; or
  - (iii) any scrip dividend or similar arrangement providing for the allotment of shares 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
  - (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, rights to subscribe or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or
  - (v) a specified authority granted by the shareholders of the Company in general meeting;

shall not exceed 20 per cent. of the total number of Shares in issue at the date of passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws to be held; or
- (iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

## NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the Company on the registers of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject in all cases to such exclusions or other arrangements as the directors of the Company 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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong Special Administrative Region of the People’s Republic of China).”

6. “**THAT**:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back its own shares on The Stock Exchange of Hong Kong Limited, subject to and in accordance with applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares to be bought back by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the total number of Shares in issue at the date of passing of this Resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws to be held; or
- (iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon the ordinary resolutions Nos. 5 and 6 above being passed, the general mandate granted to the directors of the Company to allot, issue and deal with additional Shares pursuant to ordinary resolution No. 5 be and is hereby extended by the addition thereto of a number of Shares representing the total number of Shares bought back by the Company under the authority granted pursuant to ordinary resolution No. 6 provided that such number of Shares shall not exceed 10% of the total number of the Shares in issue as at the date of passing the said resolution.”

By order of the Board  
**China Vered Financial Holding Corporation Limited**  
**Ng Kian Guan**  
*Chairman*

Hong Kong, 29 May 2024

## NOTICE OF ANNUAL GENERAL MEETING

*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 AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, 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 Monday, 24 June 2024 in order to qualify for attending and voting at the AGM.
2. A member entitled to attend and vote at the 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 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 share 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 (i.e. not later than 11:00 a.m. on Wednesday, 26 June 2024) 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 annual general meeting or any adjournment thereof, should he so wish, and in such case, the form of proxy shall be deemed to be revoked.
4. 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.
5. 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 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](http://www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.