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If you have sold or transferred all your shares in Arta TechFin Corporation Limited, you should at once hand this circular with 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 transferee.

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ARTA TECHFIN CORPORATION LIMITED

裕承科金有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

**PROPOSALS FOR REFRESHMENT OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Arta TechFin Corporation Limited to be held at Meeting Room S428, 4/F (Phase 1), Hong Kong Convention and Exhibition Centre (Harbour Road Entrance), 1 Expo Drive, Wanchai, Hong Kong on Monday, 23 September 2024 at 4:00 p.m. (the "AGM") is set out on pages 12 to 16 of this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of a form of proxy will not preclude you from attending and voting at the AGM or any adjourned meetings in person if you so wish.

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Meeting Room S428, 4/F (Phase 1), Hong Kong Convention and Exhibition Centre (Harbour Road Entrance), 1 Expo Drive, Wanchai, Hong Kong on Monday, 23 September 2024 at 4:00 p.m., the notice of which is set out on pages 12 to 16 of this circular
“Articles”	the Articles of Association of the Company
“Auditor”	at any time means the auditor of the Company
“Board”	the board of Directors
“close associate(s)”	the meaning ascribed thereto under the Listing Rules
“Company”	Arta TechFin Corporation Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 279)
“core connected person(s)”	the meaning ascribed thereto under the Listing Rules
“Directors”	the directors of the Company
“Extension Mandate”	the extension of Issue Mandate by a separate resolution to include the Shares repurchased under the Repurchase Mandate up to 10% of the total number of the issued Shares of the Company as at the date of the AGM
“General Mandates”	the Issue Mandate and the Extension Mandate
“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 People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares in the manner as set out herein

DEFINITIONS

“Latest Practicable Date”	27 August 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out herein
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%” or “per cent.”	percentage or per centum



ARTA TECHFIN CORPORATION LIMITED

裕承科金有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

Executive Directors:

Mr. Xu Hao (*Chief Executive Officer*)

Ms. Li Chuchu, Tracy (*Chief Financial Officer*)

Non-executive Directors:

Dr. Cheng Chi-Kong, Adrian SBS, JP (*Chairman*)

Mr. Han Kam Leung, Michael

Independent Non-executive Directors:

Ms. Ling Kit Sum Imma

Dr. Tam Lai Fan Gloria

Mr. Zhang Guangying

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Place of Business

in Hong Kong:

Units 1-2, level 9

K11 ATELIER King's Road

728 King's Road

Quarry Bay, Hong Kong

30 August 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR REFRESHMENT OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM, which include, *inter alia*, the grant of the Issuance Mandate and Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors, and to send you the notice of the AGM.

LETTER FROM THE BOARD

REFRESHMENT OF GENERAL MANDATES AND REPURCHASE MANDATE

The existing general mandates to issue and repurchase Shares will expire at the conclusion of the forthcoming AGM. The Directors intend to put forward to the Shareholders ordinary resolutions at the AGM to renew the general mandates so as to give Directors general authority:

- (i) to allot, issue and otherwise deal with new Shares with not exceeding 20% of the total number of the issued shares of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares not exceeding 10% of the total number of the issued shares of the Company as at the date of passing the proposed resolution at the AGM.

As at the Latest Practicable Date, the total number of issued Shares was 19,143,179,880. Assuming that no further Shares are repurchased or issued between the Latest Practicable Date and the date of the AGM, subject to the approval of the Issue Mandate by the Shareholders, the Company would be allowed to issue a maximum of 3,828,635,976 Shares under the proposed Issue Mandate.

A separate ordinary resolution will also be proposed at the AGM to add those Shares repurchased by the Company pursuant to the Repurchase Mandate to the Issue Mandate.

An explanatory statement as required under the Listing Rules to provide the requisite information in relation to the Repurchase Mandate is set out in Appendix I of this circular.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were two Executive Directors, namely Mr. Xu Hao (“**Mr. Xu**”) and Ms. Li Chuchu, Tracy (“**Ms. Li**”); two Non-executive Directors, namely Dr. Cheng Chi-Kong, Adrian *SBS, JP* (“**Dr. Cheng**”) and Mr. Han Kam Leung, Michael (“**Mr. Han**”); and three Independent Non-executive Directors, namely Ms. Ling Kit Sum Imma (“**Ms. Ling**”), Dr. Tam Lai Fan Gloria (“**Dr. Tam**”) and Mr. Zhang Guangying (“**Mr. Zhang**”).

Reference is made to the announcements dated 2 January 2024 and 28 May 2024 in relation to the appointments of Mr. Xu as Executive Director and Mr. Zhang as Independent Non-executive Director. All these newly appointed Directors will be subject to re-election by the Shareholders at the AGM pursuant to Article 95 of the Articles.

Pursuant to Article 112 of the Articles, Ms. Ling and Dr. Tam will retire from office. Among them, Ms. Ling offers herself for re-election at the AGM while Dr. Tam will not seek for re-election at the AGM and will retire as an Independent Non-executive Director after the conclusion of the AGM (the “**Retirement**”). The Company is in the course of finding a suitable candidate, and is having preliminary discussions with a potential candidate, to fill the vacancy occasioned by the Retirement. The Company will use its best endeavours to ensure that suitable candidate is appointed as soon as practicable to ensure compliance with the Listing Rules, and will comply with the relevant announcement and disclosure requirements where appropriate.

Details of the Directors proposed for re-election at the AGM are set out in Appendix II of this circular.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

Notice of AGM is set out on pages 12 to 16 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM in person, you should complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, should you so wish.

As at the Latest Practicable Date and insofar as the Directors are aware and having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by way of poll except where the chairman of the AGM, 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, and the Company will announce the results of the poll in the manner set out in Rule 13.39(5) of the Listing Rules.

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.

RECOMMENDATION

The Directors are of the opinion that the proposals for refreshment of General Mandates to issue and repurchase shares and re-election of retiring directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of all the resolutions to be proposed at the AGM.

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

By Order of the Board
Arta TechFin Corporation Limited
Xu Hao
Chief Executive Officer

This section includes an explanatory statement required by the Listing Rules to be presented to Shareholders concerning the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 19,143,179,880 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,914,317,988 Shares representing not more than 10% of the issued Shares of the Company at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

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 Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands, including profits of the Company or out of the proceeds of a fresh issue of the Shares made for the purpose of the repurchase.

In the event that the Repurchase Mandate was to be exercised in full at any time during the proposed period within which the Repurchase Mandate may be exercised, there might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position of the Company as disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2024. However, 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 and/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 the Shares were traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date are as follows:

	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
August 2023	0.092	0.072
September 2023	0.080	0.055
October 2023	0.064	0.027
November 2023	0.051	0.023
December 2023	0.046	0.031
January 2024	0.047	0.029
February 2024	0.037	0.029
March 2024	0.035	0.023
April 2024	0.036	0.022
May 2024	0.034	0.027
June 2024	0.032	0.023
July 2024	0.030	0.022
August 2024 (up to the Latest Practicable Date)	0.024	0.020

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Articles.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company has notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. EFFECT OF THE TAKEOVERS CODE

Repurchase of Shares may result in an increase in the proportionate interests of a Shareholder in the voting rights of the Company and such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Dr. Cheng Chi-Kong, Adrian *SBS, JP* ("**Dr. Cheng**") is the ultimate beneficial owner of Radiant Alliance Limited which holds 8,842,658,937 Shares, representing approximately 46.19% of the total issued share of the Company. Additionally, Dr. Cheng has a majority interest in Perfect Path Global Limited, which holds 5,168,658,567 Shares, representing approximately 27.00% of the total issued Shares. In the event the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate which is to be approved by the Shareholders, then (if the present shareholding remains the same) the deemed interest of Dr. Cheng would be increased to approximately 81.32% of the total issued Shares of the Company. The Directors are not aware of such an increase would give rise to an obligation to make a mandatory offer under the Takeovers Code if the Repurchase Mandate was to be exercised in full.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of Share repurchase, the exercise of the Repurchase Mandate whether in whole or in part will result in less than 25% of the total number of Shares in issue being held by the public as required by Rule 8.08 of the Listing Rules. The Directors, however, have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

The followings are the particulars of the Directors proposed for re-election at the Annual General Meeting.

EXECUTIVE DIRECTOR

Mr. Xu Hao (“**Mr. Xu**”), aged 40, is an Executive Director and a member of the Remuneration Committee of the Company. He was appointed as the Chief Executive Officer of the Company in January 2024. He has over 17 years of experience in the financial, investment, business management and capital market industry and related activities. Mr. Xu is currently the chief executive officer of Avantua Group Limited (“**Avantua Group**”), which is principally engaged in capital management and investment and operates an integrated investment platform that encompasses private equity, public equity, and private credit. He is also a director of certain private limited companies in which Dr. Cheng and his associates have majority beneficial interests. Prior to his appointment as the chief executive officer of Avantua Group, Mr. Xu served as the vice president of Kaisa Group Holdings Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 1638), and the president of Kaisa Group (International) Holdings Ltd., overseeing Kaisa Group’s overall offshore businesses from 2015 to 2020. From December 2016 to March 2020, Mr. Xu initially served as a non-executive director of, and subsequently an executive director of, Kaisa Health Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 876). He also served as a non-executive director of Nam Tai Property Inc., a company listed on the New York Stock Exchange (NYSE Symbol: NTP) from August 2018 to June 2020. Prior to this, Mr. Xu worked at The Royal Bank of Scotland Group PLC, 廣州方圓地產有限公司 (Guangzhou Finland Real Estate Group Holdings Ltd.) and other real estate and private investment firms.

Mr. Xu holds a Bachelor of Science degree in Accounting and Finance from the London School of Economics and Political Science and a Master of Philosophy degree in Real Estate Finance from the University of Cambridge. He is a Fellow Chartered Management Accountant of The American Institute of Certified Public Accountants (AICPA) & Chartered Institute of Management Accountants (CIMA), and a Certified Environmental Social and Governance Analyst of The European Federation of Financial Analysts Societies (EFFAS).

Mr. Xu has entered into a letter of appointment with the Company in relation to his appointment as an Executive Director for a term of three years commencing on 2 January 2024 which is terminable by a three months’ notice in writing served by either party on the other without payment of compensation. In addition, Mr. Xu has entered into an employment contract for his appointment as the Chief Executive Officer, pursuant to which Mr. Xu is entitled to a monthly basic salary of HK\$50,000 and a discretionary annual bonus, determined on the basis of his individual performance, the operating results of the Group and prevailing market factors.

Save as disclosed above, Mr. Xu did not hold directorship in any other listed public companies in the last three years. Save as disclosed, Mr. Xu does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Xu does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules relating to the re-election of Mr. Xu and there is no other matter that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Ling Kit Sum Imma (“**Ms. Ling**”), aged 69, is an Independent Non-executive Director and the chairlady of the Audit Committee and Nomination Committee of the Company. She is a Certified Public Accountant (Practising) and is a retired assurance partner of PricewaterhouseCoopers. She is an independent non-executive director of Raymond Industrial Limited (stock code: 229), EVA Precision Industrial Holdings Limited (stock code: 838), Melbourne Enterprises Limited (stock code: 158) and ENM Holdings Limited (stock code: 128), and was also an independent non-executive director of Digital Hollywood Interactive Limited (stock code: 2022) from November 2017 to June 2021 and Wise Ally International Holdings Limited (stock code: 9918) from December 2019 to June 2023, all being companies listed on the Main Board of the Stock Exchange.

Ms. Ling is a council member and the treasurer of The Education University of Hong Kong. She is a member of the Advisory Board of Hong Kong Institute of Information Technology of Vocational Training Council. Ms. Ling was a board member of Estate Agents Authority from November 2015 to October 2021, and a board member of Employees Compensation Assistance Fund Board from July 2006 to June 2012. She also served as a member of Hospital Governing Committee of Hospital Authority from April 2015 to March 2022 and a member of Appeal Board Panel (Town Planning) from October 2016 to September 2022. She is a council member of The Hong Kong Federation of Youth Groups, an executive committee member of Hong Kong Youth Hostels Association and an independent manager of the incorporated management committee of Ng Yuk Secondary School, an aided school.

Ms. Ling graduated from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with Diploma in Accountancy and holds a Master of Science in Corporate Governance and Directorship (Distinction) from the Hong Kong Baptist University. She is a member of Hong Kong Institute of Certified Public Accountants, Association of Chartered Certified Accountants, Chartered Professional Accountants of Canada and Chartered Institute of Management Accountants. She is an accredited general mediator.

Ms. Ling has entered into a letter of appointment with the Company for a term of one year commencing on 29 October 2023 which is terminable by a two months’ notice in writing served by either party on the other without payment of compensation. Pursuant to the service agreement, Ms. Ling is entitled to an annual emolument of HK\$200,000 for her appointment as an Independent Non-executive Director, as determined by the Board with reference to her experience, duties and responsibilities of her positions and the prevailing market conditions.

Save as disclosed, Ms. Ling did not hold directorship in any other listed public companies in the last three years. Ms. Ling is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Ms. Ling does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules relating to the re-election of Ms. Ling and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Zhang Guangying (“**Mr. Zhang**”), aged 61, is an Independent Non-executive Director, and a member of the Remuneration Committee of the Company. Mr. Zhang has over 30 years of experience in the international banking industry and extensive experience in banking operation and management. Mr. Zhang was the Deputy Chief Executive of Nanyang Commercial Bank from November 2017 to May 2023. Prior to that, Mr. Zhang held key positions at the headquarter and various overseas branches of China Construction Bank, including General Manager of the Paris Branch and Deputy General Manager of the New York Branch. During his long-term operation and management position in the banking industry, Mr. Zhang has gained extensive experience in various fields and business lines, including the formulation and implementation of development strategies and business strategies of commercial banks and their overseas branches, corporate banking, investment banking, financial market, financial institution business, asset and liability management, compliance and risk management. Since January 2024, he has been an executive director of Acme International Holdings Limited (stock code: 1870), which is a company listed on the Main Board of the Stock Exchange.

Mr. Zhang holds a bachelor’s degree in economics from Jilin University of Finance and Economics and a master’s degree in business administration from Middlesex University in the United Kingdom. Mr. Zhang is also a senior economist.

Mr. Zhang has entered into a letter of appointment with the Company for a term of one year commencing on 28 May 2024 which is terminable by a two months’ notice in writing served by either party on the other without payment of compensation. Pursuant to the service agreement, Mr. Zhang is entitled to an annual emolument of HK\$200,000 for his appointment as an Independent Non-executive Director, as determined by the Board with reference to his experience, duties and responsibilities of his positions and the prevailing market conditions.

Save as disclosed, Mr. Zhang did not hold directorship in any other listed public companies in the last three years. Mr. Zhang is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Zhang does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules relating to the re-election of Mr. Zhang and there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



ARTA TECHFIN CORPORATION LIMITED

裕承科金有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Arta TechFin Corporation Limited (the “**Company**”) will be held at Meeting Room S428, 4/F (Phase 1), Hong Kong Convention and Exhibition Centre (Harbour Road Entrance), 1 Expo Drive, Wanchai, Hong Kong on Monday, 23 September 2024 at 4:00 p.m. (the “**AGM**”) for the following purposes:

AS ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statements and the Reports of the Directors and the Independent Auditor of the Company for the year ended 31 March 2024.
2. To re-elect Directors and authorise the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix their remuneration, including:
 - (a) To re-elect Mr. Xu Hao as an executive Director.
 - (b) To re-elect Ms. Ling Kit Sum Imma as an independent non-executive Director.
 - (c) To re-elect Mr. Zhang Guangying as an independent non-executive Director.
 - (d) To authorise the Board to fix the Directors’ remuneration.
3. To re-appoint Crowe (HK) CPA Limited as the auditor of the Company and to authorise the Board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

4. **“THAT:**

- (i) subject to paragraph (iii) below pursuant to the Listing Rules, 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 capital of the Company and to make or grant offers, agreements and options, including bonds, warrants and debentures convertible into shares of the Company, which would or might require the exercise of such powers to issue shares of the Company be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors of the Company during the Relevant Period to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options, including bonds, warrants and debentures convertible into shares of the Company which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Company pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); (b) the exercise of any conversion rights attaching to any securities which are convertible into shares of the Company; (c) the exercise of the rights under any option scheme or similar arrangement for the time being adopted for the grantor issue to Directors and/ or employees of the Company and/or any of its subsidiaries and/or eligible participants as defined under such option scheme of options to subscribe for, or rights to acquire, shares of the Company; or (d) any issue of shares as scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the applicable law or the Articles of Association of the Company from time to time, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued pursuant to the approval in paragraph (i) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly, and the approval granted in paragraph (i) shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purposes 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 by the applicable law or the Articles of Association of the Company to be held; and
- (c) the revocation or variation of the authority given under the resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject 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 applicable to the Company).”

5. **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares or any other rights to subscribe shares in the capital of the Company in each case on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors of the Company on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors of the Company;

NOTICE OF ANNUAL GENERAL MEETING

(iii) the total number of shares which may be repurchased by the Company pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased pursuant to the approval in paragraph (i) of this resolution as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly, and the authority granted pursuant to paragraph (i) of this resolution shall be limited accordingly; and

(iv) for the purposes 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 by any applicable law or the Articles of Association of the Company to be held; and
- (c) the revocation or variation of the authority given under the resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional on the passing of the Resolutions numbered 4 and 5 set out in the notice of the annual general meeting at which this Resolution is considered, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with new shares pursuant to the Resolution numbered 4 set out in the said notice be and is hereby extended by the addition to the total number of the shares of the Company, which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the total number of the shares of the Company repurchased by the Company under the authority granted pursuant to the said Resolution numbered 5.”

By Order of the Board
Arta TechFin Corporation Limited
Xu Hao
Chief Executive Officer

Hong Kong, 30 August 2024

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Notes:

1. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the meeting or the adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. The register of members of the Company will be closed from Tuesday, 17 September 2024 to Monday, 23 September 2024, both days inclusive, in order to determine the eligibility of shareholders of the Company to attend and vote the above meeting, during which period no share transfers will be registered. To be eligible to attend and vote at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 16 September 2024.
5. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
6. A form of proxy for use at the AGM is enclosed herewith.
7. If a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at any time between 1:00 p.m. to 4:00 p.m. on Monday, 23 September 2024, the AGM will not be held on that day but will be automatically postponed. The Company will publish an announcement on its website and on the website of the Stock Exchange to notify members of the Company of the date, time and location of the rescheduled meeting.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
9. As at the date of this notice, the Board of the Company comprises Dr. Cheng Chi-Kong, Adrian *SBS, JP* (Chairman) and Mr. Han Kam Leung, Michael as Non-executive Directors, Mr. Xu Hao (Chief Executive Officer) and Ms. Li Chuchu, Tracy (Chief Financial Officer) as Executive Directors, and Ms. Ling Kit Sum Imma, Dr. Tam Lai Fan Gloria and Mr. Zhang Guangying as Independent Non-executive Directors.