
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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser immediately.

If you have sold or transferred all your securities in Da Yu Financial Holdings Limited, you should at once hand this circular, together with the accompanying form of proxy and the 2019 Annual Report, to the purchaser or other 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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DA YU FINANCIAL HOLDINGS LIMITED 大禹金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1073)

PROPOSALS FOR (1) RE-ELECTION OF RETIRING DIRECTORS (2) GENERAL MANDATES TO ISSUE SECURITIES AND TO BUY BACK SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Da Yu Financial Holdings Limited (the “Company”) to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 29 May 2020 at 11:00 a.m. is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting if you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this document for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the annual general meeting (the “AGM” or “Meeting”), including:

- **compulsory temperature checks**
- **compulsory wearing of surgical face masks**
- **no provision of refreshment and no distribution of physical corporate souvenirs/gifts**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the AGM venue. The Company also encourages the Shareholders to consider appointing the chairman of the Meeting as his/her proxy to vote on the relevant resolutions at the AGM as an alternative to attending the Meeting in person.

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM.

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue and be asked to leave the AGM venue.
- (ii) Shareholders that (a) have travelled, and have been in close contact with any person who has travelled, outside of Hong Kong (as per guidelines issued by the Hong Kong Government at www.chp.gov.hk/en/features/102742.html) at any time in the preceding 14 days; (b) are, and have been, in close contact with any person who is, subject to any Hong Kong Government prescribed compulsory quarantine (including home quarantine); (c) are, and have been, in close contact with anyone who has contracted COVID-19, has been tested preliminarily positive of COVID-19 or is suspected of contracting COVID-19; or (d) have any flu-like symptoms, may be denied entry into the AGM venue and be asked to leave the AGM venue.
- (iii) All Shareholders, proxies and other attendees are required to wear surgical face masks inside the AGM venue at all times. Any person who does not comply with this requirement may be denied entry into the AGM venue and be asked to leave the AGM venue. A safe distance between seats are also recommended.
- (iv) No refreshment will be served, and there will be no corporate souvenirs/gifts.

To the extent permitted under the laws of Hong Kong, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative to attending the Meeting in person, Shareholders are encouraged to consider appointing the Chairman of the Meeting as their proxy to vote on the relevant resolutions at the AGM by submitting form of proxy with voting instructions inserted.

The form of proxy can be downloaded from the Company's website at <http://www.irasia.com/listco/hk/chinaagrotech> or the designated website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk>. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

DEFINITIONS

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

“AGM” or “Meeting”	the annual general meeting of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 29 May 2020 at 11:00 a.m. or any adjournment thereof;
“AGM Notice”	the notice convening the AGM as set out in Appendix III to this circular;
“Articles of Association”	the amended and restated memorandum and articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Buy-Back Mandate”	as defined in paragraph 3(b) of the Letter from the Board in this circular;
“Company”	Da Yu Financial Holdings 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: 1073);
“Director(s)”	the director(s) of the Company;
“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;
“Issuance Mandate”	as defined in paragraph 3(a) of the Letter from the Board in this circular;
“Latest Practicable Date”	20 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information included herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFC”	the Securities and Futures Commission

DEFINITIONS

“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 HK\$0.10 each in the share capital of the Company;
“Share Buy-backs Code”	the Code on Share Buy-backs;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers;
“2019 Annual Report”	annual report of the Company for the six-month period from 1 July 2019 to 31 December 2019; and
“%”	per cent.

LETTER FROM THE BOARD



DA YU FINANCIAL HOLDINGS LIMITED
大禹金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1073)

Executive Directors:

Mr. Lee Wa Lun, Warren (*Managing Director*)
Mr. Lam Chi Shing
Ms. Li Ming

Non-Executive Directors:

Mr. Li Chi Kong (*Chairman*)
Mr. Kuo Jen-Hao

Independent Non-Executive Directors:

Mr. Chan Sze Chung
Mr. Suen Chi Wai
Mr. Sum Wai Kei, Wilfred

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and

principal place of business:
Room 1801, 18th Floor
Allied Kajima Building
138 Gloucester Road
Wanchai, Hong Kong

24 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS
(2) GENERAL MANDATES TO ISSUE SECURITIES
AND TO BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the information regarding resolutions to be proposed at the AGM relating to, among other things, (i) the re-election of retiring Directors, namely Mr. Lee Wa Lun, Warren, Mr. Kuo Jen-Hao, Mr. Suen Chi Wai and Mr. Sum Wai Kei, Wilfred; and (ii) the granting to the Directors of the Issuance Mandate and Buy-Back Mandate.

2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 108 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by

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rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Pursuant to Article 112 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

Pursuant to Article 108 of the Articles of Association, Mr. Lee Wa Lun, Warren, Mr. Suen Chi Wai and Mr. Sum Wai Kei, Wilfred shall retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

Pursuant to Article 112 of the Articles of Association, Mr. Kuo Jen-Hao, who was appointed by the Board as non-executive Director with effect from 23 December 2019, shall hold office until the next annual general meeting and, being eligible, offers himself for re-election at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. A brief biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. GENERAL MANDATES TO ISSUE SECURITIES AND TO BUY BACK SHARES

The Directors consider that the proposals for Issuance Mandate and the Buy-Back Mandate will increase the flexibility in dealing with the Company's affairs and are in the interests of both the Company and the Shareholders as a whole, and that the same shall be adopted by the Company.

It will therefore be proposed at the forthcoming AGM to approve the granting of general mandates to the Directors to exercise the powers of the Company:

- (a) to allot, issue or otherwise deal with additional securities of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares and other rights of subscription for or conversion into Shares, up to 20% of the total number of Shares in issue as at the date of passing of such resolution (the "Issuance Mandate"); and

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- (b) to buy back Shares on the Stock Exchange up to 10% of the total number of Shares in issue as at the date of passing of such resolution (the “Buy-Back Mandate”).

Subject to the passing of the proposed resolution in respect of the granting of the Issuance Mandate and on the basis that no further Shares are issued or bought back prior to the AGM, a maximum of 227,866,038 new Shares, representing 20% of the total number of Shares in issue as at the Latest Practicable Date, shall be allotted, issued or otherwise dealt with under the Issuance Mandate.

The Issuance Mandate and Buy-Back Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in ordinary resolutions 4 and 5 set out in the AGM Notice. A resolution authorising the extension of the Issuance Mandate to include the total number of such Shares bought back (if any) under the Buy-Back Mandate will be proposed as ordinary resolution 6 set out in the AGM Notice. With reference to the Issuance Mandate and the Buy-Back Mandate, the Directors wish to state that they have no immediate plan to issue any securities of the Company or to buy back any Shares pursuant thereto.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Buy-Back Mandate is set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING

The AGM Notice is set out in Appendix III to this circular. A copy of the 2019 Annual Report is despatched to the Shareholders together with this circular. At the AGM, ordinary resolutions will be proposed to approve, *inter alia*, the re-election of retiring Directors; and the granting of the Issuance Mandate and the Buy-Back Mandate.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, 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. Accordingly, all resolutions to be proposed at the AGM as set out in the AGM Notice shall be voted by poll. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. 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 if you so wish.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the re-election of the retiring Directors, which include Mr. Lee Wa Lun, Warren, Mr. Kuo Jen-Hao, Mr. Suen Chi Wai and Mr. Sum Wai Kei, Wilfred, the grant of the Issuance Mandate and the Buy-Back Mandate, and the extension of the Issuance Mandate to include the total number of such Shares bought back (if any) under the Buy-Back Mandate are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

6. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
By Order of the Board
Da Yu Financial Holdings Limited
Lee Wa Lun, Warren
Managing Director

The biographical details of the retiring Directors proposed to be re-elected at the AGM are set out below:

Mr. Lee Wa Lun, Warren (“Mr. Lee”) – Executive Director

Mr. Lee, aged 56, was appointed as an executive Director on 25 July 2019 and acts as the Managing Director of the Company. He was one of the founding directors of Yu Ming Investment Management Limited (“Yu Ming”), the wholly-owned subsidiary of the Company, in August 1996 and has worked in Yu Ming ever since. Mr. Lee is responsible for overseeing business development of Yu Ming, maintaining client relationship, monitoring industry developments and supervising corporate finance advisory and asset management teams on the provision of services to clients.

Mr. Lee is appointed as an independent non-executive director of Wise Ally International Holdings Limited in December 2019, a company listed on the Main Board of the Stock Exchange (the “Main Board”) (stock code: 9918). Mr. Lee is currently the chairman of the board of directors and an executive director of SHK Hong Kong Industries Limited (“SHK”), a company listed on the Main Board (stock code: 666). He was appointed as SHK’s director in September 2004.

From December 2008 to November 2013, Mr. Lee was a director of First Natural Foods Holdings Limited (now known as Imperial Pacific International Holdings Limited), a company listed on the Main Board (stock code: 1076). From June 2010 to June 2013, Mr. Lee was an executive director of Viva China Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8032).

From December 2006 to May 2007, Mr. Lee was the chief executive officer of Nam Tai Electronics, Inc. (now known as Nam Tai Property Inc.), an electronics manufacturing services provider listed on the New York Stock Exchange. Between March 2004 and February 2006, he was an independent non-executive director of Nam Tai Electronic & Electrical Products Limited (“NTEEP”), a company formerly listed on the Main Board (former stock code: 2633) which was privatised on 13 November 2009. Between February 2006 and April 2007, he was re-designated as a non-executive director of NTEEP. Between January 2007 and April 2007, he was also a non-executive director of J.I.C. Technology Company Limited (now known as China Renewable Energy Investment Limited), a company listed on the Main Board (stock code: 987).

Mr. Lee graduated with a Bachelor of Science degree from The University of East Anglia in England in 1986 and obtained a Master of Science degree from The City University Business School, London in 1988.

Mr. Lee is licensed by the SFC to act as a responsible officer to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO.

Mr. Lee is the spouse of Ms. Cheung Kit Shan, Susanna, a substantial Shareholder under the meaning of Part XV of the SFO.

Save as disclosed above, at the Latest Practicable Date, Mr. Lee did not hold any other directorship in listed public companies whether in Hong Kong or overseas during the past three years, nor has any other relationship with any other Director, senior management of the Company or substantial or controlling Shareholder. As at the Latest Practicable Date, he had personal interest in 227,250,000 Shares within the meaning of Part XV of the SFO.

Mr. Lee had entered into service agreement with the Company on 25 July 2019 for an initial term of five years commencing on 25 July 2019 and shall continue thereafter until terminated by not less than three (3) months' notice in writing served by either party on the other. Mr. Lee is entitled to a director's fee of HK\$60,000 per annum with the discretionary bonus (if any) payable by the Group.

Mr. Kuo Jen-Hao (“Mr. Kuo”) – Non-Executive Director

Mr. Kuo, aged 43, was appointed as a non-executive Director on 23 December 2019. He is also a member of audit committee and remuneration committee of the Company. Mr. Kuo is the chairman and the general manager of First Steamship Co. Limited (“First Steamship”), a substantial Shareholder. He is also a director and the chairman of Grand Ocean Retail Group Limited, a subsidiary of First Steamship. Both companies are listed on the Taiwan Stock Exchange Corporation. In addition, Mr. Kuo is a director of Taiwan Environment Scientific Co., Ltd., a company listed on the Taipei Exchange, and a non-executive director of Sandmartin International Holdings Limited (“Sandmartin”), a company incorporated in Bermuda with limited liability with its shares listed on the Main Board (stock Code: 482). He was a non-executive director and chairman of the board of Summit Ascent Holdings Limited, a company listed on the Main Board (stock code: 102), for a period from December 2017 to April 2019. He was also a director of IRC Properties Inc., a company listed on the Philippine Stock Exchange, for the period from July 2017 to May 2018.

A winding up petition dated 5 July 2017 was filed by a petitioner against Sandmartin (the “Petition”), which was prior to the appointment of Mr. Kuo as a non-executive director of Sandmartin, and the Petition was dismissed by an order granted by the High Court of Hong Kong on 7 January 2019.

Mr. Kuo has several years of work experience in investment advisory, financial advisory and corporate finance at PricewaterhouseCoopers, Bank of America Merrill Lynch and Private Equity Management Group and held various key roles at several private and listed companies engaging in (i) the administrative and corporate business; (ii) corporate finance; and (iii) general management in real estate development business, shipping business, retailing business and logistics business. Mr. Kuo has a wealth of experience in business strategy development and innovation management.

Mr. Kuo graduated with a bachelor's degree in Business Administration from Aletheia University in Taiwan and holds a master degree of business administration from Pace University in 2003 in the United States. Mr. Kuo is an inactive certified public accountant of the New Jersey State Board of Accountancy.

Save as disclosed above, at the Latest Practicable Date, Mr. Kuo did not hold any other directorship in listed public companies whether in Hong Kong or overseas during the past three years, nor has any other relationship with any other Director, senior management of the Company or substantial or controlling Shareholder. As at the Latest Practicable Date, he did not have any interest in Shares within the meaning of Part XV of the SFO.

Mr. Kuo had entered into a letter of appointment with the Company on 23 December 2019 for an initial term of three years commencing on 23 December 2019 subject to termination in certain circumstances as stipulated in the letter of appointment. The director's fee payable by the Company to Mr. Kuo is HK\$60,000 per annum with discretionary bonus (if any).

Mr. Suen Chi Wai (“Mr. Suen”) – Independent Non-Executive Director

Mr. Suen, aged 55, was appointed as an independent non-executive Director on 26 July 2019. He is also a member of audit committee, nomination committee and remuneration committee of the Company. He is a practising solicitor in Hong Kong and a partner of Withers. Mr. Suen has approximately 20 years of experience in corporate finance and with area of practice principally in initial public offerings on the Stock Exchange, mergers and acquisitions, corporate reorganizations and Listing Rules compliance, and he has advised clients from various industries such as clean energy, pharmaceutical, medical, retails, manufacturing, entertainment and biological.

Mr. Suen has served as an independent non-executive director of Xin Yuan Enterprises Group Limited, a company listed on the Main Board (stock code: 1748) since September 2018, and Venus Medtech (Hangzhou) Inc., a company listed on the Main Board (stock code: 2500) since July 2019.

Before joining Withers, Mr. Suen was an associate and later a partner of DLA Piper Hong Kong from June 2007 to May 2012 and May 2012 to February 2018, respectively, and served as a manager in the investment products department of the SFC from October 2005 to July 2006, responsible for reviewing applications of collective investment schemes and monitoring continuing compliance of authorized schemes. Mr. Suen was an assistant solicitor at Woo Kwan Lee & Lo from September 2000 to March 2005.

Mr. Suen received a bachelor of science degree from the University of East Anglia in the United Kingdom in July 1987 and a postgraduate certificate in laws from the University of Hong Kong in June 1998. Mr. Suen was admitted as a solicitor in Hong Kong in October 2000 and in England and Wales in December 2003. Mr. Suen has also been a fellow member of the Association of Chartered Certified Accountants since May 1998 and a certified public accountant of the Hong Kong Institute of Certified Public Accountants since April 1993.

Save as disclosed above, at the Latest Practicable Date, Mr. Suen did not hold any other directorship in listed public companies whether in Hong Kong or overseas during the past three years, nor has any other relationship with any other Director, senior management of the Company or substantial or controlling Shareholder. As at the Latest Practicable Date, he did not have any interest in Shares within the meaning of Part XV of the SFO.

In considering Mr. Suen's re-election, the Board, with the assistance and recommendation from the nomination committee of the Company, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, nationality, length of service, and the professional experience, skills and expertise that Mr. Suen can provide. The Board is of the view that during his tenure as an Independent Non-Executive Director, Mr. Suen has made positive contributions to the Company's strategy, policies and performance with his independent advice, comments and judgment from the perspective of corporate finance background coupled with his general understanding of the business of the Group. He also contributes to the diversity of the Board particularly because of his knowledge in legal field. Holding directorships of not more than seven listed company, he is able to devote sufficient time and attention to perform the duties as an Independent Non-Executive Director. In view of the above, Mr. Suen's re-election is considered to be of benefit to the Company.

Mr. Suen had entered into a letter of appointment with the Company on 26 July 2019 for an initial term of three years commencing on 26 July 2019, subject to termination in certain circumstances as stipulated in the letter of appointment. The director's fee payable by the Company to Mr. Suen is HK\$60,000 per annum with discretionary bonus (if any).

Mr. Sum Wai Kei, Wilfred ("Mr. Sum") – Independent Non-Executive Director

Mr. Sum, aged 55, was appointed as an independent non-executive Director on 26 July 2019. He is also the chairman and member of remuneration committee and a member of audit committee and nomination committee of the Company. He is the Head of Corporate Finance, Equity Capital Markets and Debt Capital Markets Department of BOCOM International Holdings Company Limited ("BOCOM"). He had been with BOCOM from September 2008 to September 2016 and re-joined in March 2017. Between 2002 and 2008, Mr. Sum had been with Taiwan Securities (Hong Kong) Company Limited (now known as KGI Capital (Hong Kong) Limited). After leaving BOCOM in September 2016 and before re-joining in March 2017, he worked in CEB International Capital Corporation Limited and Celestial Capital Limited.

Mr. Sum was admitted as Certified Practising Accountant of the Australian Society of Certified Practising Accountants in 1997 until 2008. Mr. Sum obtained a Bachelor of Science degree from The University of East Anglia in England in 1986 and a Master of Commerce degree from The University of New South Wales in Australia in 1992.

Save as disclosed above, at the Latest Practicable Date, Mr. Sum did not hold any other directorship in listed public companies whether in Hong Kong or overseas during the past three years, nor has any other relationship with any other Director, senior management of the Company or substantial or controlling Shareholder. As at the Latest Practicable Date, he did not have any interest in Shares within the meaning of Part XV of the SFO.

In considering Mr. Sum's re-election, the Board, with the assistance and recommendation from the nomination committee of the Company, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, nationality, length of service, and the professional experience, skills and expertise that Mr. Sum can provide. The Board is of the view that during his tenure as

an Independent Non-Executive Director, Mr. Sum has made positive contributions to the Company's strategy, policies and performance with his independent advice, comments and judgment from the perspective of corporate finance background coupled with his general understanding of the business of the Group. He also contributes to the diversity of the Board particularly because of his knowledge and expertise. Holding directorships of not more than seven listed company, he is able to devote sufficient time and attention to perform the duties as an Independent Non-Executive Director. In view of the above, Mr. Sum's re-election is considered to be of benefit to the Company.

Mr. Sum had entered into a letter of appointment with the Company on 26 July 2019 for an initial term of three years commencing on 26 July 2019, subject to termination in certain circumstances as stipulated in the letter of appointment. The director's fee payable by the Company to Mr. Sum is HK\$60,000 per annum with discretionary bonus (if any).

General

The director's fee excludes payment pursuant to any existing employment contract, discretionary benefits or bonus or other fringe benefits. Each of the above retiring Directors is entitled to reimbursement of all necessary and reasonable out-of-pocket expenses properly incurred in relation to all business and affairs carried out by the Group from time to time or in discharge of his duties to the Group under his service agreement or letter of appointment.

Each of the above remunerations is determined by the Board subject to review by the remuneration committee of the Company with reference to duties and level of responsibilities of each retiring Director, the remuneration policy of the Company and the prevailing market conditions. The appointments of the above retiring Directors, are subject to the provisions of retirement and re-election of directors under the Articles of Association.

Save as disclosed above, there are no other matters in respect of each of the above retiring Directors that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other material matters relating to the above retiring Directors that need to be brought to the attention of the Shareholders.

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 decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Buy-Back Mandate.

LISTING RULES FOR BUY-BACK OF SECURITIES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their securities (which shall include, where the context permits, shares of all classes and securities which carry a right to subscribe or purchase shares) on the Stock Exchange subject to certain restrictions amongst which the Listing Rules provided that the shares proposed to be bought back by a company must be fully-paid up and all buy-backs of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders either by way of general mandate to the Directors to make such buy-backs or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue is 1,139,330,190 Shares. Subject to the passing of the proposed resolution in respect of the granting of the Buy-Back Mandate and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be permitted under the Buy-Back Mandate to buy back a maximum of 113,933,019 Shares, representing 10% of the total number of Shares in issue as at the date of granting of the Buy-Back Mandate, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR BUY-BACKS

The Directors believe that an authority to buy back Shares is in the best interests of the Company and the Shareholders as a whole.

Buy-backs may, depending on the market conditions and funding arrangement of the Company at the time, result in an increase in earnings per share. The Directors are seeking the Buy-Back Mandate so as to give the Company additional flexibility to do so if and when appropriate. The number of Shares to be bought back on occasion and 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.

While it is not possible to anticipate any specific circumstances in which the Directors might think it appropriate to buy back Shares, Shareholders can be assured that the Directors would only make buy-backs in circumstances where they consider it to be in the best interests of the Company and the Shareholders as a whole.

FUNDING OF BUY-BACKS

Buy-backs of Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and all 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 buy-back.

In the event that the Buy-Back Mandate was to be carried out in full at any time during the proposed buy-back period, 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 for the six-month period from 1 July 2019 to 31 December 2019 contained in the 2019 Annual Report. However, the Directors do not propose to exercise the Buy-Back Mandate to such an 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.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the Buy-Back Mandate to make buy-backs in accordance with the Listing Rules and all applicable laws of the Cayman Islands and in accordance with the memorandum of association of the Company and the Articles of Association.

DIRECTORS AND CONNECTED PERSONS

None of the Directors nor (to the best of the knowledge and belief of the Directors and having made all reasonable enquiries) any close associates (as defined in the Listing Rules) of the Directors have any present intention, in the event that the grant to the Directors of the Buy-Back Mandate is approved by the Shareholders, of selling any Shares to the Company.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company, nor have they undertaken not to sell any Shares held by them to the Company in the event that the Company is authorised to make buy-backs of Shares.

HONG KONG CODE ON TAKEOVERS AND MERGERS

If, on the exercise of the power to buy back the Shares pursuant to the Buy-Back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for the securities of the Company under Rules 26 and 32 of the Takeovers Code.

Name of Shareholders	Number of Shares interested	Approximate % of the issued share capital of the Company	Approximate % of the issued share capital of the Company should the Buy-Back Mandate be exercised in full
First Steamship Company Limited	331,055,000	29.05%	32.28%

As at the Latest Practicable Date, according to the register kept by the Company pursuant to Section 336(1) of the SFO and to the best of the knowledge and belief of the Directors: First Steamship Company Limited, a substantial shareholder together with parties in concert with it (the chairman of which, Mr. Kuo Jen-Hao, is the non-executive director of the Company) holds 331,055,000 Shares, representing approximately 29.05% of the issued share capital of the Company.

On the basis of 1,139,330,190 Shares in issue as at the Latest Practicable Date and assuming no further issue or buy-back of Shares prior to the AGM, if the Buy-Back Mandate were exercised in full, the shareholding percentage (if the present shareholding remains the same) of First Steamship Company Limited, together with all its concerted parties would increase to approximately 32.28%. To the best of the knowledge and belief of the Directors, such increase in the interests of First Steamship Company Limited together with parties acting in concert with it will give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of the exercise of the power in full under the Buy-Back Mandate.

The Directors have no present intention to exercise the Buy-Back Mandate to an extent that it will trigger the obligations under the Takeovers Code to make a mandatory general offer or will result in the total number of Shares held by the public being reduced to less than 25% of the total number of Shares in issue.

SHARE PRICES

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest traded prices for the Shares on the Stock Exchange were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2019		
April*	–	–
May*	–	–
June*	–	–
July*	0.560	0.410
August	0.475	0.260
September	0.550	0.370
October	0.590	0.445
November	0.550	0.420
December	0.520	0.430
2020		
January	0.470	0.340
February	0.540	0.330
March	0.425	0.300
April (up to the Latest Practicable Date)	0.330	0.280

* Trading in the shares on the Stock Exchange had been suspended since 1:00 p.m. on 18 September 2014 and trading in the Shares on the Stock Exchange has been resumed with effect from 9:00 a.m. on Friday, 26 July 2019.

SHARE BUY-BACK MADE BY THE COMPANY

During the six months immediately preceding the Latest Practicable Date, no Shares were bought back by the Company.



DA YU FINANCIAL HOLDINGS LIMITED
大禹金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1073)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of Da Yu Financial Holdings Limited (the “Company”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 29 May 2020 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “Director(s)”) and the auditor of the Company for the six-month period from 1 July 2019 to 31 December 2019.
2. (a) To re-elect the following persons:
 - i. Mr. Lee Wa Lun, Warren as a Director.
 - ii. Mr. Kuo Jen-Hao as a Director.
 - iii. Mr. Suen Chi Wai as a Director.
 - iv. Mr. Sum Wai Kei, Wilfred as a Director.
- (b) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.
3. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix its remuneration.

ORDINARY RESOLUTIONS

The following resolutions 4 to 6 will be proposed to be considered as special business and, if thought fit, passed with or without amendments, as ordinary resolutions of the Company:

4. **“THAT:**
 - (a) subject to the provisions of paragraphs (b) and (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company (“Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares,

and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval given in provisions of paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted, issued (whether pursuant to an option or otherwise) and dealt with by the Directors pursuant to the approval given in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion under the terms of warrants of the Company or any securities which are convertible into Shares; (iii) any scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time; (iv) the exercise of any options granted under any share option scheme or similar arrangement of the Company and/or any of its subsidiaries; or (v) a specific mandate granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of Shares in issue at the date of passing of this resolution, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (d) for the purpose 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 expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Laws of the Cayman Islands (as amended from time to time) or any applicable law to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting.

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of issued 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 may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction 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:**

- (a) subject to the provisions of paragraphs (b) and (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back the shares of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or listing rules of any other stock exchange as amended from time to time and the articles of association of the Company, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares hereby authorised to be bought back by the Company pursuant to the approval given in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be bought back pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (c) for the purpose 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 expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Laws of the Cayman Islands (as amended from time to time) or any applicable law to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting.”

6. “**THAT** conditional on the passing of resolutions 4 and 5 in the notice convening this meeting, the general mandate granted to the Directors and for the time being in force to exercise all the powers of the Company pursuant to paragraph (a) of resolution 4 above be and is hereby extended by the addition thereto a number representing the total number of shares of the Company (“Shares”) bought back by the Company under the authority granted pursuant to paragraph (a) of resolution 5 above, provided that such extended amount shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of consolidation or subdivision of Shares).”

By Order of the Board
Da Yu Financial Holdings Limited
Lee Wa Lun, Warren
Managing Director

Hong Kong, 24 April 2020

Notes:

1. Any member entitled to attend and vote at the Meeting will be entitled to appoint a proxy or, if such member is a holder of two or more shares, proxies to attend and vote in such member’s stead. A proxy need not be a member of the Company but must attend the Meeting in person to represent the appointing member.
2. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjournment thereof (as the case may be) and in such event the instrument appointing the proxy shall be deemed to be revoked.
4. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. To ascertain shareholders’ eligibility to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 26 May 2020 to Friday, 29 May 2020, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the Meeting, all transfers of share ownership, accompanied by the relevant share certificates, must be lodged with the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 25 May 2020.
6. In order to facilitate the prevention and control of the spread of the Novel Coronavirus (COVID-19) epidemic and to safeguard the health and safety of the shareholders of the Company, the Company encourages the shareholders of the Company to consider appointing the chairman of the Meeting as his/her/ its proxy to vote on the relevant resolutions at the Meeting as an alternative to attending the Meeting in person.

As at the date of this notice, the Directors of the Company are:

Executive Directors:

Mr. Lee Wa Lun, Warren (*Managing Director*)

Mr. Lam Chi Shing

Ms. Li Ming

Non-Executive Directors:

Mr. Li Chi Kong (*Chairman*)

Mr. Kuo Jen-Hao

Independent Non-Executive Directors:

Mr. Chan Sze Chung

Mr. Suen Chi Wai

Mr. Sum Wai Kei, Wilfred