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Yunfeng Financial Group Limited

雲鋒金融集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 376)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Yunfeng Financial Group Limited (the “**Company**”) will be held at Suites 3206-3208, One Exchange Square, 8 Connaught Place, Central, Hong Kong on Friday, 9 October 2020 at 10:30 a.m., or in the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 8:30 a.m. or any time after 8:30 a.m. on that day, at the same time and place on the first Business Day (as defined in note (i) below) after 9 October 2020, to consider and, if thought fit, pass with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the subscription agreement dated 7 September 2020 entered into between the Company and Jade Passion Limited (“**Jade Passion**”) (the “**Jade Passion Subscription Agreement**”) (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the subscription agreement dated 7 September 2020 entered into between the Company and MassMutual International LLC (“**MassMutual**”) (the “**MassMutual Subscription Agreement**”) (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (c) the board of directors of the Company (the “**Directors**”) be and is hereby authorized and granted a specific mandate (the “**Specific Mandate**”) to allot and issue to Jade Passion 484,665,279 new shares of the Company, and to allot and issue to MassMutual 160,000,000 new shares of the Company, in each case at the subscription price of HK\$3.17 per share in accordance with the terms and conditions of the Jade Passion Subscription Agreement and the MassMutual Subscription Agreement; and
- (d) any one or more of the Directors be and are hereby authorized to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary, desirable or expedient to give effect to and/or to implement the Jade Passion Subscription Agreement, the MassMutual Subscription Agreement, the Specific Mandate and the transactions contemplated thereunder.”

By Order of the Board
Yunfeng Financial Group Limited
Hai Olivia Ou
Executive Director and Interim Chief Executive Officer

Hong Kong, 21 September 2020

Notes:

- (i) “Business Day” means any day (excluding a Saturday) on which no black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 8:30 a.m. on that day and on which banks in Hong Kong are generally open for business. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at 8:30 a.m. or any time after 8:30 a.m. on 9 October 2020, the EGM will not be held on that day but will be held at the same time and place on the first Business Day after 9 October 2020 instead.
- (ii) A member of the Company entitled to attend and vote at the above meeting shall be entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him, provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy form. A proxy need not be a member of the Company but must attend in person to represent you.
- (iii) In the case of joint holders of a share 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 in respect of the joint holding.
- (iv) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the above meeting or any adjournment thereof.

- (v) This notice is also available for viewing on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.yff.com from 21 September 2020.
- (vi) As at the date of this notice, the Board is comprised of 8 Directors, of which Mr. Yu Feng is Chairman and non-executive Director, Ms. Hai Olivia Ou and Mr. Huang Xin are executive Directors, Mr. Adnan Omar Ahmed and Mr. Michael James O'Connor are non-executive Directors and Mr. Qi Daqing, Mr. Chu Chung Yue, Howard and Mr. Xiao Feng are independent non-executive Directors.