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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)**

### **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 Rooms S426-S427 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Monday, 8 August 2022 at 5:00 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 2022.
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. Lau Fu Wing, Eddie as an executive Director.
  - (b) To re-elect Ms. Li Chuchu, Tracy as an executive Director.
  - (c) To re-elect Ms. Yeung Shuet Fan Pamela as an executive Director.
  - (d) To re-elect Dr. Cheng Chi-Kong, Adrian *JP* as a non-executive Director.
  - (e) To re-elect Mr. Han Kam Leung, Michael as a non-executive Director.
  - (f) To re-elect Ms. Ling Kit Sum Imma as an independent non-executive Director.
  - (g) To re-elect Mr. Lo Chun Yu Toby as an independent non-executive Director.
  - (h) To re-elect Dr. Tam Lai Fan Gloria as an independent non-executive Director.
  - (i) 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.

### **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

(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 on 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;

(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.”

7. **“THAT**

- (a) the share option scheme adopted by the Company on 31 August 2012 (the “Old Share Option Scheme”) be and is hereby terminated;

- (b) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in, the shares of the Company which fall to be allotted and issued pursuant to the exercise of options granted under the proposed share option scheme of the Company (the “**New Share Option Scheme**”) (a copy of which has been tabled before this meeting and initialled by the chairman of the meeting for the purpose of identification), the terms of the New Share Option Scheme (of which summary is stated in the Company’s circular for the AGM) be and are hereby approved and the directors of the Company be authorised to grant options and allot and issue shares of the Company pursuant to the New Share Option Scheme; and
- (c) the directors of the Company be and are hereby authorised to do all such acts as may be necessary and expedient in order to give effect to the New Share Option Scheme and the termination of the Old Share Option Scheme.”

To consider and, if thought fit, pass the following resolution as special resolution:

8. “**THAT**

- (a) the proposed amendments to the existing memorandum and articles of association of the Company (the “**Proposed Amendments**”), details of which are set out in Appendix IV to the circular of the Company for the AGM, be and are hereby approved; and
- (b) a new set of the amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles**”), which contains all the Proposed Amendments and a copy of which has been tabled before the meeting and initialled by the chairman of the meeting for the purposes of identification be and is hereby approved and adopted as the memorandum and articles of association in substitution for and to the exclusion of, the existing memorandum and articles of association of the Company and that the directors or the company secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles.”

By Order of the Board  
**Arta TechFin Corporation Limited**  
**Lau Fu Wing, Eddie**  
*Chief Executive Officer*

Hong Kong, 16 July 2022

*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, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, 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 Wednesday, 3 August 2022 to Monday, 8 August 2022, 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, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 2 August 2022.
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 5:00 p.m. on Monday, 8 August 2022, the Annual General Meeting 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 announcement is for reference only. In case of any inconsistency, the English version shall prevail.
9. As at the date of this announcement, the Board of the Company comprises Dr. Cheng Chi-Kong, Adrian *JP* (Chairman) and Mr. Han Kam Leung, Michael as Non-executive Directors, Mr. Lau Fu Wing, Eddie (Chief Executive Officer), Ms. Li Chuchu, Tracy and Ms. Yeung Shuet Fan Pamela as Executive Directors, and Ms. Ling Kit Sum Imma, Mr. Lo Chun Yu Toby and Dr. Tam Lai Fan Gloria as Independent Non-executive Directors.

## PRECAUTIONARY MEASURES FOR THE AGM

In view of the outbreak of the COVID-19 pandemic, mass gatherings pose a significant risk of spreading the virus. For the safety of the Shareholders, Directors, staff and other participants, the Company encourages Shareholders to appoint the chairman of the AGM as their proxy to vote according to their indicated voting instructions in lieu of attending the AGM in person.

Shareholders and other participants attending the AGM should note that the Company will implement precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the AGM, including but not limited to:

- (a) Compulsory body temperature check will be conducted on every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the AGM venue;
- (b) All attendees are requested to wear surgical face masks throughout the meeting. Any person not wearing a surgical face mask will not be permitted access to the AGM venue;
- (c) All attendees are requested to either use the “LeaveHomeSafe” mobile app or register their contact details at the entrance of the AGM venue. Contact details collected will be destroyed 31 days after the AGM;
- (d) Attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the AGM; (ii) he/she is subject to any compulsory quarantine prescribed by the Hong Kong Government; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds affirmatively to any of these questions will be denied entry into the AGM venue;
- (e) Appropriate distance and space will be maintained between attendees at the AGM venue and as such, the Company may limit the number of attendees at the AGM as appropriate; and
- (f) The Company will not distribute corporate gifts and provide refreshments.

Depending on the development of the COVID-19 pandemic, the Company may implement further precautionary measures and may make relevant adjustments and arrangements for the AGM and will issue further announcement as appropriate.

*As at the date of this announcement, the Board comprises the following Directors:–*

*Executive Directors:*

Mr. Lau Fu Wing, Eddie (*Chief Executive Officer*)  
Ms. Li Chuchu, Tracy  
Ms. Yeung Shuet Fan Pamela

*Non-executive Directors:*

Dr. Cheng Chi-Kong, Adrian *JP* (*Chairman*)  
Mr. Han Kam Leung, Michael

*Independent Non-executive Directors:*

Ms. Ling Kit Sum Imma  
Mr. Lo Chun Yu Toby  
Dr. Tam Lai Fan Gloria