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If you have sold or transferred all your shares in the Company, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



中國山東高速金融集團有限公司
CHINA SHANDONG HI-SPEED FINANCIAL GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 412)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used on this cover page have the same meanings as defined in this circular.

A notice convening the AGM to be held at Plaza 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 14 June 2019 at 10:00 a.m. or any adjournment thereof is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is also enclosed herewith. Whether or not you intend to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services 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 holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

30 April 2019

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Plaza 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 14 June 2019 at 10:00 a.m. or any adjournment thereof
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“China” or “PRC”	the People’s Republic of China
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	China Shandong Hi-Speed Financial Group Limited (中國山東高速金融集團有限公司), a company incorporated in Bermuda with limited liability and the Shares in the capital of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	the unconditional general mandate to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares and other securities up to a maximum of (a) 20% of the aggregate number of Shares in issue on the date of the resolution approving such mandate, plus (b) (if the Directors are so authorised by a separate resolution of the Shareholders) the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate
“Latest Practicable Date”	24 April 2019, 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”	the unconditional general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s), currently of par value HK\$0.00025 each, in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs

DEFINITIONS

“%” per cent.

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

In the event of any inconsistency, the English text of this circular and the accompanying form of proxy shall prevail over the Chinese text.

LETTER FROM THE BOARD



中國山東高速金融集團有限公司

CHINA SHANDONG HI-SPEED FINANCIAL GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 412)

Non-Executive Director and Chairman:

Mr. Li Hang

Non-executive Director and Vice Chairman

Dr. Lam Lee G.

Executive Directors:

Mr. Ji Kecheng (*Chief Executive Officer*)

Mr. Wang Zhenjiang (*Vice President*)

Mr. Yau Wai Lung

Mr. Li Zhen Yu

Non-executive Directors:

Mr. Qiu Jianyang

Mr. Lo Man Tuen

Independent Non-executive Directors:

Mr. To Shing Chuen

Mr. Cheung Wing Ping

Mr. Wang Huixuan

Mr. Guan Huanfei

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Head Office and Principal Place of

Business in Hong Kong:

Rooms 1405-1410, 14/F.,

China Resources Building,

26 Harbour Road, Wanchai,

Hong Kong

30 April 2019

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

(A) GENERAL MANDATE TO ISSUE SHARES

Ordinary resolutions will be proposed at the AGM to grant an unconditional general mandate to the Directors to allot, issue and deal with new Shares and other securities up to a maximum of 20% of the aggregate number of the issued Shares as at the date of the AGM and adding to the Issue Mandate any Shares repurchased by the Company pursuant to the Repurchase Mandate mentioned below (up to a maximum number equivalent to 10% of the aggregate number of issued Shares as at the date of passing of the resolutions approving the Repurchase Mandate).

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were in issue an aggregate of 24,452,450,002 Shares. Assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, such 20% will represent 4,890,490,000 Shares.

The Issue Mandate shall remain in force until 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 Bye-laws or any applicable laws of Bermuda to be held; and (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution in general meeting.

(B) GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant an unconditional general mandate to the Directors to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate number of the issued Shares as at the date of the AGM. An explanatory statement as required under the Listing Rules is set out in Appendix I hereto.

As at the Latest Practicable Date, there were in issue an aggregate of 24,452,450,002 Shares. Assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, such 10% will represent 2,445,245,000 Shares.

The Repurchase Mandate shall remain in force until 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 Bye-laws or any applicable laws of Bermuda to be held; and (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution in general meeting.

(C) RETIREMENT AND RE-ELECTION OF DIRECTORS

Bye-law 99(B) of the Bye-laws provides that one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. A Director retiring at a meeting shall retain office until the close of the meeting. In accordance with Bye-law 99(B) of the Bye-laws, Mr. Wang Zhenjiang, Mr. Yau Wai Lung, Mr. Li Hang and Mr. Cheung Wing Ping, being Directors who have been longest in office since their last (re-)election, shall retire from office by rotation at the AGM.

LETTER FROM THE BOARD

Each of the retiring Directors, being eligible, has offered himself for re-election and the Board recommends each of the retiring Directors for re-election at the AGM. The biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II hereto.

(D) ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Plaza 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 14 June 2019 at 10:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is also enclosed herewith. Whether or not you intend to attend the AGM, you are urged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding 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 at any adjourned meeting should you so wish.

The register of members will be closed from Tuesday, 11 June 2019 to Friday, 14 June 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the AGM, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 10 June 2019.

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. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

As far as the Board is aware, there is no Shareholder who is required to be abstained from voting under the Listing Rules.

LETTER FROM THE BOARD

(E) RECOMMENDATION

The Directors consider that the proposals described in this circular relating to the grant of the general mandates to repurchase and issue Shares and the re-election of the retiring Directors are in the interest of the Company and the Shareholders as a whole. The Directors therefore recommend you to vote in favour of the resolutions at the AGM.

(F) 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.

By order of the Board

China Shandong Hi-Speed Financial Group Limited

Li Hang

Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to be included in this circular concerning the Repurchase Mandate.

(A) SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 24,452,450,002 Shares.

Subject to the passing of the relevant ordinary resolution granting the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 2,445,245,000 Shares, representing not more than 10% of the issued share capital of the Company as at the date of the AGM.

(B) REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but believe that it is in the best interest of the Company and its Shareholders as a whole that they should be granted the Repurchase Mandate, thus enabling the Company to repurchase Shares in the market at any appropriate time. Such repurchases may, depending on market conditions and funding arrangements at the material time, lead to an enhancement of the net asset value and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

(C) FUNDING OF REPURCHASES

The Directors propose that repurchases of Shares will be funded entirely from the Company's available cash flow or working capital, which will be funds legally available for the repurchases in accordance with the Bye-laws, the Listing Rules and the applicable laws of Hong Kong and Bermuda.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited financial statements for the nine months ended 31 December 2018) in the event that the Repurchase Mandate is exercised in full. 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 requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(D) SHARE REPURCHASE MADE BY THE COMPANY

As at the Latest Practicable Date, no repurchases of Shares have been made by the Company during the preceding six (6) months (whether on the Stock Exchange or otherwise).

(E) GENERAL

None of the Directors, or to the best of their knowledge, having made all reasonable enquiries, their close associates, has any present intention to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders. None of the core connected persons of the Company has notified the Company that they have a present intention to sell Shares held by them to the Company, or has undertaken not to do so in the event that the Company is authorised to make repurchases of Shares.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong and Bermuda.

(F) EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, could be deemed to have thereby obtained or consolidated 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, to the best of the knowledge and belief of the Company, Shandong Hi-Speed Group Co., Ltd.* (山東高速集團有限公司) ("Shandong Hi-Speed Group"), Shandong Hi-Speed (BVI) Capital Management Limited, Shandong Hi-Speed (Hong Kong) International Capital Limited, Shandong Province Rural Economic Development Investment Company* (山東省農村經濟開發投資公司) and Shandong International (Hong Kong) Limited, acting in concert, held 10,459,648,350 Shares representing approximately 42.78% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, and assuming that there is no change in the shareholdings since the Latest Practicable Date, the shareholding of Shandong Hi-Speed Group and parties acting in concert with it, in the Company would be increased to approximately 47.53% of the issued share capital of the Company and such an increase would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Save as aforesaid, the Board is not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

In any event, the Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would result in the number of Shares being held by the public falling below the relevant minimum prescribed percentage of 25% of the entire issued share capital of the Company.

(G) SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during the twelve (12) months preceding the Latest Practicable Date:

	Highest Traded Price <i>HK\$</i>	Lowest Traded Price <i>HK\$</i>
2018		
April	0.320	0.280
May	0.295	0.239
June	0.295	0.244
July	0.280	0.227
August	0.305	0.140
September	0.305	0.246
October	0.260	0.236
November	0.260	0.225
December	0.315	0.228
2019		
January	0.370	0.240
February	0.300	0.240
March	0.305	0.250
April (up to the Latest Practicable Date)	0.350	0.255

* *For identification purpose only*

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

Mr. Wang Zhenjiang, aged 42, was appointed as an executive Director and the vice president of the Company on 18 October 2016 and a member of each of the remuneration committee and the executive committee of the Company on 19 October 2016. He is the administrative director and deputy director of the investment development division of Shandong Hi-Speed Group Co., Ltd. Mr. Wang has extensive experience in accounting, banking and investment and served in a number of management positions in Weihai City Commercial Bank Co., Ltd. Mr. Wang holds a Master's degree in Business Administration from Shandong University of Finance and Economics (formerly known as the Shandong University of Finance) and is a Certified Public Accountant in China.

Mr. Wang has entered into a formal service contract with the Company for a term of three years commencing from 18 October 2016 and he is subject to retirement from the Board by rotation and re-election in accordance with the Bye-laws of the Company. The annual emolument of Mr. Wang was HK\$1,500,000 per year, and since December 2017, a total of HK\$2,400,000 per year, which is determined with reference to his duties and responsibilities of the Company, his qualifications, experience and the prevailing market conditions. In addition, Mr. Wang may be entitled to a bonus as determined at the discretion of the Board with reference to his performance. For the nine months ended 31 December 2018, Mr. Wang has waived his emoluments of HK\$1,800,000.

Save as disclosed above, Mr. Wang (i) has not held any other directorships in any public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) does not hold other positions in the Company or any of its subsidiaries; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (iv) does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO; and (v) there is no information relating to Mr. Wang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company in relation to his re-election.

Mr. Yau Wai Lung, aged 46, was appointed as an executive Director of the Company on 19 August 2014 and a member of the remuneration committee of the Company on 19 October 2016. Mr. Yau stepped down as the chairman of the nomination committee and executive committee of the Company on 19 October 2016 and 10 November 2017 respectively and remains as the member of the two committees. He is also a director of certain subsidiaries of the Company. He has extensive experience in project investment and management in Hong Kong and China. Mr. Yau held a number of senior business development positions in major corporations and, during his tenure with these corporations, Mr. Yau was involved in a number of cross-border business projects and was responsible for the investment and management of these projects.

As at the Latest Practicable Date, Mr. Yau has an interest in share options of the Company to subscribe for 169,400,000 Shares within the meaning of the SFO.

Mr. Yau has entered into a formal service contract with the Company for a term of three years commencing from 19 August 2017 and he is subject to retirement from the Board by rotation and re-election in accordance with the Bye-laws of the Company. Mr. Yau is entitled to an annual emolument HK\$2,600,000 per year, which is determined with reference to his duties and responsibilities of the Company, his qualifications, experience and the prevailing market conditions. In addition, Mr. Yau may be entitled under the said service contract to a bonus as determined at the discretion of the Board with reference to his performance.

Save as disclosed above, Mr. Yau (i) has not held any other directorships in any public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) does not hold other positions in the Company or any of its subsidiaries; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (iv) does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO; and (v) there is no information relating to Mr. Yau that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company in relation to his re-election.

Mr. Li Hang, aged 49, was appointed as a non-executive Director and the chairman of the board of Directors of the Company on 18 October 2016 and chairman of the nomination committee of the Company on 19 October 2016. He is a member of the Party Committee and a director of Shandong Hi-Speed Group Co., Ltd., the secretary of the Party Committee and chairman of Shandong Bohai Bay Port Group Co., Ltd.* (山東渤海灣港口集團有限公司), the chairman of Shandong Hi-Speed Everbright Industrial Fund Management Co., Ltd.* (山東高速光控產業投資基金管理有限公司) and a director of Shandong Hi-Speed Company Limited* (山東高速股份有限公司), Weihai City Commercial Bank Co., Ltd.* (威海市商業銀行股份有限公司) and Shandong Railway Construction Investment Co., Ltd.* (山東鐵路建設投資有限公司). From 1994 to 2005, Mr. Li served a number of key positions in local and overseas offices of China Qingqi Group Co., Ltd.* (中國輕騎集團有限公司), and subsequently joined Shandong Hi-Speed Group Co., Ltd. in 2005. Mr. Li has over 20 years of experience in corporate management and finance sectors. Mr. Li holds a Doctorate degree in Management from Tongji University. He is a Certified Public Accountant and Senior Accountant in China, a member of American Institute of Certified Public Accountants (AICPA), a member of Chartered Institute of Management Accountants (CIMA), a Certified Assets Manager and a Certified Risks Manager in China.

Mr. Li has entered into a formal letter of appointment with the Company for a term of three years commencing from 18 October 2016 and he is subject to retirement from the Board by rotation and re-election in accordance with the Bye-laws of the Company. The annual emolument of Mr. Li is HK\$500,000 per year, which is determined with reference to his duties and responsibilities of the Company, his qualifications, experience and the prevailing market conditions. In addition, Mr. Li may be entitled to a bonus as determined at the discretion of the Board with reference to his performance.

Save as disclosed above, Mr. Li (i) has not held any other directorships in any public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) does not hold other positions in the Company or any of its subsidiaries; (iii) does not have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company; (iv) does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO; and (v) there is no information relating to Mr. Li that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Cheung Wing Ping, aged 52, was appointed as an independent non-executive Director and a member of each of the audit committee, nomination committee and remuneration committee of the Company on 17 April 2015, and was appointed as the chairman of remuneration committee of the Company on 26 June 2015 and the chairman of the audit committee of the Company on 10 November 2017. Mr. Cheung is currently an independent non-executive director of Freeman FinTech Corporation Limited (stock code: 279), Enerchina Holdings Limited (stock code: 622) and China Touyun Tech Group Limited (stock code: 1332), all of which are listed companies on the Main Board of the Stock Exchange. Mr. Cheung was formerly an executive director of Eagle Ride Investment Holdings Limited (stock code: 901) from June 2011 to November 2013; and an executive director and an independent non-executive director of Mason Group Holdings Limited (stock code: 273) from July 2013 to September 2016 and October 2009 to June 2013, respectively, all of which are listed companies on the Main Board of the Stock Exchange. He has over 20 years of experience in auditing and accounting fields. He holds a Bachelor's degree in Accountancy with honors from City University of Hong Kong and is a fellow of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.

Mr. Cheung has entered into a formal letter of appointment with the Company for a term of three years commencing from 21 June 2018 and he is subject to retirement from the Board by rotation and re-election in accordance with the Bye-laws of the Company. The annual emolument of Mr. Cheung is HK\$180,000 per year as recommended by the remuneration committee and approved by the Board, with reference to his qualification, experience, duties and responsibilities in the Company.

Save as disclosed above, Mr. Cheung (i) has not held any other directorships in any public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) does not hold other positions in the Company or any of its subsidiaries; (iii) does not have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company; (iv) does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO; and (v) there is no information relating to Mr. Cheung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



中國山東高速金融集團有限公司
CHINA SHANDONG HI-SPEED FINANCIAL GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 412)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Shandong Hi-Speed Financial Group Limited (the “**Company**”) will be held at Plaza 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 14 June 2019 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditor of the Company for the nine months ended 31 December 2018.
2. To re-elect the following persons as directors of the Company, each as a separate resolution:
 - (i) To re-elect Mr. Wang Zhenjiang as an executive director of the Company.
 - (ii) To re-elect Mr. Yau Wai Lung as an executive director of the Company.
 - (iii) To re-elect Mr. Li Hang as a non-executive director of the Company.
 - (iv) To re-elect Mr. Cheung Wing Ping as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company to fix the directors’ remunerations.
4. To re-appoint HLB Hodgson Impey Cheng Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass (with or without modification) the following resolutions:

ORDINARY RESOLUTIONS

5. **“THAT:**
- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) 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 which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as defined below) or the exercise of subscription rights under any share option scheme or an issue of shares upon the exercise of the subscription rights attached to any existing warrants, bonds, debentures, notes, deeds or other securities which are convertible into shares in the capital of the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate number of the issued shares in the capital of the Company as at the date of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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 bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares in the capital of the Company or issue of options, warrants or other securities giving the right to subscribe for shares in the capital of the Company 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 (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares in the capital of the Company or, where appropriate, such other securities (subject to such exclusion 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).”

6. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares in the capital of the Company may be listed and 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 the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as may be amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors 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;
- (c) the aggregate number of shares in the capital of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of the issued shares in the capital of the Company as at the time of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the time of 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 bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon the passing of the ordinary resolutions numbered 5 and 6 set out in the notice of meeting of which this resolution forms part, the aggregate number of the issued shares in the capital of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution numbered 6 shall be added to the aggregate number of the issued shares in the capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with ordinary resolution numbered 5.”

By order of the Board

China Shandong Hi-Speed Financial Group Limited

Li Hang

Chairman

Hong Kong, 30 April 2019

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, no less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof.
- (2) In case of joint holders of a share in the capital of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he was solely entitled thereto. However, if more than one of such joint holders are present at the meeting personally or by proxy, that one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
- (3) Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should you so wish, and in such an event, the form of proxy shall be deemed to be revoked.
- (4) The register of members will be closed from Tuesday, 11 June 2019 to Friday, 14 June 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the AGM, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 10 June 2019.
- (5) Save for resolutions approving the procedural and administrative matters, any voting of the meeting shall be taken by poll.
- (6) If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 7:30 a.m. on the date of the meeting, then the meeting will be postponed. The Company will post an announcement on the website of the Company at (www.csfg.com.hk) and HKExnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

- (7) As at the date of this notice, the Company has four executive directors, namely Mr. Ji Kecheng, Mr. Wang Zhenjiang, Mr. Yau Wai Lung and Mr. Li Zhen Yu, four non-executive directors, namely Mr. Li Hang, Dr. Lam Lee G., Mr. Qiu Jianyang and Mr. Lo Man Tuen, and four independent non-executive directors, namely Mr. To Shing Chuen, Mr. Cheung Wing Ping, Mr. Wang Huixuan and Mr. Guan Huanfei.