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If you have sold or transferred all your shares in Hong Kong Finance Group Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Hong Kong Finance Group Limited

香港信貸集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1273)

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

A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at Room One & Two, 1/F, Pacific Club, Harbour City, Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, on Tuesday, 3 September 2019 at 4:00 p.m. is appended to this circular.

Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, 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 should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Hong Kong, 25 July 2019

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DEFINITIONS

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

| | |
|------------------------------|---|
| “AGM” | the annual general meeting of the Company to be held on Tuesday, 3 September 2019 at 4:00 p.m., a notice of which is set out in this circular |
| “Articles of Association” | the articles of association of the Company as amended, supplemented or otherwise modified from time to time |
| “Board” | the board of Directors |
| “Companies Law” | the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time |
| “Company” | Hong Kong Finance Group 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 |
| “Controlling Shareholder(s)” | has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise |
| “Director(s)” | the director(s) of the Company |
| “Extension Mandate” | a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Issue Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares in the manner as set out in the notice of the AGM and up to a maximum of 20% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM |

DEFINITIONS

| | |
|---------------------------|--|
| “Latest Practicable Date” | 17 July 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” | a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM and in the manner as set out in the notice of the AGM |
| “Retiring Directors” | the Directors retiring at the AGM and, who being eligible, offering themselves for re-election at the AGM in accordance with the Articles of Association |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | the holder(s) of Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time |
| “%” | per cent. |



Hong Kong Finance Group Limited
香港信貸集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1273)

Executive Directors:

Mr. Chan Koung Nam
Mr. Chan Kwong Yin William (*Chairman*)
Mr. Tse Pui To (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Chan Siu Wing Raymond
Mr. Chu Yat Pang Terry
Mr. Cheung Kok Cheong

Registered office:

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

*Headquarters and principal place
of business:*

Unit 3410, 34th Floor
Tower II, Lippo Centre
89 Queensway
Admiralty
Hong Kong

25 July 2019

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The Company will propose resolutions at the AGM to, inter alia, (a) grant to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors since the conclusion of the last annual general meeting of the Company held on 12 September 2018 (“**Last AGM**”); and (b) re-elect the Retiring Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the AGM for granting the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of the Retiring Directors, and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions passed at the Last AGM, the Directors were granted the following mandates until the conclusion of the AGM: (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the total number of the issued Shares existing as at the Last AGM date; (b) a general and unconditional mandate to repurchase Shares with an aggregate number not exceeding 10% of the total number of issued Shares on the Last AGM date; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following ordinary resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the total number of issued Shares on the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the total number of issued Shares on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of the above resolutions are set out in the notice of the AGM contained in pages 13 to 17 of this circular.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I “Explanatory Statement on the Repurchase Mandate” to this circular.

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the Company comprises three executive Directors, namely Mr. Chan Koung Nam, Mr. Chan Kwong Yin William (Chairman) and Mr. Tse Pui To (Chief Executive Officer); and three independent non-executive Directors, namely Mr. Chan Siu Wing Raymond, Mr. Chu Yat Pang Terry and Mr. Cheung Kok Cheong.

Pursuant to Article 84 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 a multiple of three, 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 an annual general meeting at least once every three years. A retiring director shall be eligible for re-election at such meeting. Accordingly, Mr. Tse Pui To (Executive Director and Chief Executive Officer) and Mr. Chan Siu Wing Raymond (independent non-executive Director) will retire at the AGM and, being eligible, offer themselves for re-election.

The nomination committee of the Company has reviewed and also recommended to the Board that the above-mentioned Retiring Directors are eligible for reappointment. Insofar as to the extent that they shall be disclosed in accordance with the Listing Rules, particulars of each of the Retiring Directors proposed to be re-elected at the AGM are set out in Appendix II “Particulars of the Retiring Directors Proposed for Re-election at the AGM” to this circular.

AGM

A notice of the AGM is set out on pages 13 to 17 of this circular and the form of proxy (enclosed) is also published on the websites of the Company (www.hkfinance.hk) and of the Stock Exchange (www.hkexnews.hk), respectively.

To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and be deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority at the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, 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 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 should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

For good corporate governance and as requested by Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, the chairman of the AGM will demand a poll on each of the resolutions set out in the notice of the AGM, except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative manner (as defined under the Listing Rules) to be voted on by a show of hands. During the poll, every Shareholder present in person or by proxy, or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he is the holder.

The poll results conducted at the AGM will be published by an announcement to be made by the Company in accordance with the Listing Rules, following the conclusion of the AGM at the websites of the Company and of the Stock Exchange, respectively.

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 misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the AGM including (a) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (b) the re-election of the Retiring Directors, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors, together with their associates, intend to vote in favour of all the resolutions in respect of their respective shareholdings in the Company and recommend Shareholders to vote in favour of all the resolutions to be proposed at the AGM (or any adjournment thereof).

GENERAL

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

LETTER FROM THE BOARD

MISCELLANEOUS

If there is any inconsistency or ambiguity between the English text and the Chinese text, the English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
Hong Kong Finance Group Limited
Chan Kwong Yin William
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 415,000,000 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares up to a maximum of 10% of the aggregate amount of the Shares in issue on the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 41,500,000 Shares.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company.

FUNDING OF REPURCHASE

The Directors propose that the repurchases of Shares will be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. Such repurchase(s) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase(s) will benefit the Company and the Shareholders as a whole.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the Company's annual report for the year ended 31 March 2019, being the most recently published audited accounts, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements and/or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) currently intend to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to sell any of the Shares held by them to the Company if the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchase of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a repurchase of Shares, 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 Rule 32 of the Takeovers Code.

Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code. As at the Latest Practicable Date and insofar as the Directors are aware of, Controlling Shareholders owned 305,704,000 Shares, representing approximately 73.66% of the issued Shares. In the event that the Repurchase Mandate was exercised in full, the interest of the Controlling Shareholders in the Company will be increased to approximately 81.85%. Assuming that there is no change in the number of the issued Shares prior to the AGM, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

In any event, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares being held by the public falling below the prescribed minimum percentage of 25% in the Listing Rules.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the year ended 31 March 2019 and up to and including the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months and up to and including the Latest Practicable Date were as follows:

| | Share prices | |
|--|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2018 | | |
| July | 0.700 | 0.630 |
| August | 0.680 | 0.630 |
| September | 0.640 | 0.560 |
| October | 0.580 | 0.500 |
| November | 0.650 | 0.520 |
| December | 0.590 | 0.500 |
| 2019 | | |
| January | 0.580 | 0.500 |
| February | 0.590 | 0.520 |
| March | 0.620 | 0.560 |
| April | 0.590 | 0.540 |
| May | 0.590 | 0.510 |
| June | 0.730 | 0.660 |
| July (up to and including the Latest Practicable Date) | 0.590 | 0.485 |

The following are the particulars, as required to be disclosed by the Listing Rules, of the Retiring Directors proposed for re-election at the AGM:

(1) Mr. Tse Pui To (謝培道) (Executive Director and Chief Executive Officer)

Mr. Tse Pui To (“**Mr. Tse**”), aged 53, was appointed to the Board on 4 September 2013. Mr. Tse joined our Group in 2002 and is responsible for managing the Group’s business operation with focus on our mortgage loan sales, aftersales activities and other administrative functions. Prior to joining the Group, he worked as and held senior positions in various financial institutions. Mr. Tse possesses extensive experience in corporate finance activities and business promotions.

Mr. Tse entered into a service contract with the Company for a term of three years and is renewable automatically for successive terms of three years. Pursuant to the terms of the contract, he will be entitled to an annual salary of HK\$1,296,000, a guaranteed bonus equivalent to one month’s salary, and a discretionary bonus (which is determined with reference to the Group’s operating results and the performance of the specific Director). For the year ended 31 March 2019, Mr. Tse received remuneration of HK\$1,362,000 and a discretionary bonus of HK\$312,000. The amount of remuneration of the executive Directors is determined by the remuneration committee of the Company after considering the relevant executive Director’s experience, responsibility, workload and the time devoted to the Group and is subject to the review of the remuneration committee from time to time.

As at the Latest Practicable Date, Mr. Tse directly held indirect interests in 2,600,000 Shares, representing approximately 0.63% of the issued Shares. Save as disclosed herein, Mr. Tse was not interested nor deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tse does not hold, and has not held any other position in the Group nor any directorship in other listed public companies in the last three years. In addition, Mr. Tse is not connected with any Directors, senior management, substantial Shareholders or Controlling Shareholders of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. He has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(2) Mr. Chan Siu Wing Raymond (陳兆榮) (*Independent Non-executive Director*)

Mr. Chan Siu Wing Raymond (“**Mr. Chan**”), aged 54, was appointed to the Board on 4 September 2013. Currently Mr. Chan is an independent non-executive directors of each of Nature Home Holding Company Limited (stock code: 2083) and Quali-Smart Holdings Limited (stock code: 1348), the shares of these two companies are listed on the Main Board of the Stock Exchange. He is also an independent non-executive director of Phoenitron Holdings Limited (stock code: 8066), the shares of which are listed on GEM of the Stock Exchange.

Mr. Chan resigned as an independent non-executive director of National Agricultural Holdings Limited (stock code: 1236), the shares of which are listed on the Main Board of the Stock Exchange, with effect from 31 March 2016.

Mr. Chan possesses over 25 years of experience in the profession of accounting, taxation, finance and trust. He obtained a bachelor of economics degree from the University of Sydney. Mr. Chan is a members of both Hong Kong Institute of Certified Public Accounts and the Macau Society of Certified Practising Accountants.

Mr. Chan entered into a service contract with the Company for a term of two years and thereafter it may be extended for such period as he and the Company may agree in writing. Pursuant to the terms of the contract, he is entitled to an annual fee of HK\$138,000. The amount of fee of the independent non-executive Directors is determined by the remuneration committee of the Company after considering the relevant independent non-executive director’s experience, responsibility, workload and the time devoted to the Group and is subject to the review of the remuneration committee from time to time.

As at the Latest Practicable Date, Mr. Chan was not interested nor deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chan does not hold, and has not held any other position in the Group nor any directorship in other listed public companies in the last three years. In addition, Mr. Chan is not connected with any Directors, senior management, substantial Shareholders or Controlling Shareholders of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. He has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.



Hong Kong Finance Group Limited
香港信貸集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1273)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Hong Kong Finance Group Limited (the “**Company**”) will be held at Room One & Two, 1/F, Pacific Club, Harbour City, Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, on Tuesday, 3 September 2019 at 4:00 p.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements together with the directors’ report and the independent auditor’s report of the Company for the year ended 31 March 2019.
2. To declare a final dividend of HK1.3 cents per share for the year ended 31 March 2019.
3. To re-elect the following retiring directors of the Company:
 - (a) Mr. Tse Pui To; and
 - (b) Mr. Chan Siu Wing Raymond.
4. To authorise the board of directors of the Company to fix the directors’ remuneration.
5. To re-appoint PricewaterhouseCoopers as auditors of the Company from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company, and to authorise the board of directors of the Company to fix their remuneration.

NOTICE OF AGM

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

6. **“THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and otherwise deal with any unissued shares of the Company and to make, issue or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which will or might require the exercise of such power, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which will or might require the shares of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (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 (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF AGM

(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 or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

“**Rights Issue**” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company 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 (or, where appropriate, such other securities) (subject in all cases 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

7. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on Stock Exchange or on any other stock exchange on which the shares 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 Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and

NOTICE OF AGM

- (c) for the purposes 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; or
 - (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 or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution.”
8. “**THAT** conditional upon the ordinary resolutions numbered 6 and 7 set out in the notice of meeting of which this resolution forms part, the general mandate granted to the directors of the Company to allot, issue and otherwise deal with any unissued shares pursuant to the ordinary resolution numbered 6 be and is hereby extended by the addition to the aggregate 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 aggregate number of the shares of the Company to be repurchased by the Company under to the authority as granted under the ordinary resolution numbered 7, provided that such extended number shall not exceed 10% of the total number of issued shares of the Company in issue at the date of the passing of this resolution.”

By order of the Board
Hong Kong Finance Group Limited
Chan Kwong Yin William
Chairman

Hong Kong, 25 July 2019

Notes:

1. A member of the Company entitled to attend and vote at the meeting (the “**Member**”) is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her/its behalf. A proxy need not be a Member.
2. In order to be valid, a form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited (the “**Branch Share Registrar**”), at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

NOTICE OF AGM

3. The register of members of the Company will be closed during the following periods, and no transfers of shares of the Company will be effected during such periods:
 - (i) from Thursday, 29 August 2019 to Tuesday, 3 September 2019, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the annual general meeting (the "AGM"). In order to be entitled to attend and vote at the AGM, all transfers of ordinary shares of the Company, duly accompanied by the relevant share certificates, must be lodged with Branch Share Registrar at the address set out above for registration no later than 4:00 p.m. on Wednesday, 28 August 2019; and
 - (ii) on Wednesday, 11 September 2019 and Thursday, 12 September 2019, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfers of ordinary shares of the Company, duly accompanied by the relevant share certificates, must be lodged with the Branch Share Registrar at the address set out above for registration no later than 4:00 p.m. on Tuesday, 10 September 2019.
4. According to Rule 13.39(4) of the Listing Rules and Article 66(1) of the articles of association of the Company, any vote of shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the meeting 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.
5. With regard to ordinary resolutions numbered 6 to 8 of this notice, the directors of the Company have no immediate plan to repurchase any existing shares in the Company or to issue any new shares in the Company. A circular giving details of the re-election of directors of the Company regarding ordinary resolution numbered 3 and general mandates to issue and to repurchase shares will be despatched to shareholders of the Company. The biographical details of the retiring directors who are subject to re-election at the annual general meeting and an explanatory statement on the repurchase of shares are set out in Appendix II and Appendix I to the circular, respectively.
6. As at the date of this notice, the Company comprises Mr. Chan Koungh Nam, Mr. Chan Kwong Yin William (Chairman) and Mr. Tse Pui To (Chief Executive Officer) being the executive directors; and Mr. Chan Siu Wing Raymond, Mr. Chu Yat Pang Terry and Mr. Cheung Kok Cheong being the independent non-executive directors.
7. If Typhoon Signal No. 8 or above is hoisted, or a "Black" Rainstorm Warning Signal is in force at or at any time after 1:00 p.m. on the date of the AGM, the meeting will be postponed. The Company will publish an announcement on the websites of the Company at www.hkfinance.hk and of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.