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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Bison Finance Group Limited**, you should at once hand this circular, together with the enclosed proxy form, 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.

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BISON FINANCE GROUP LIMITED

貝森金融集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 888)

**GENERAL MANDATES TO ISSUE SHARES AND
TO BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED AMENDMENTS TO THE BYE-LAWS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 11 of this circular.

A notice convening the annual general meeting of Bison Finance Group Limited (the “**Company**”) to be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 18 June 2019 at 10:30 a.m. (the “**Annual General Meeting**”) is set out on pages 18 to 24 of this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong share registrar, 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 the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so desire.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 18 June 2019 at 10:30 a.m., the notice of which is set out on pages 18 to 24 of this circular
“associate(s)”	has the meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“close associate(s)”	has the meaning as ascribed to it under the Listing Rules
“Company”	Bison Finance Group Limited (貝森金融集團有限公司), a company incorporated in Bermuda with limited liability, whose shares are listed on the Main Board of the Stock Exchange (Stock code: 888)
“connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“corporate communications”	<p>any document issued or to be issued by the Company for the information or action of holders of any of its securities or the investing public, including but not limited to:</p> <ul style="list-style-type: none">(a) the directors’ report, its annual accounts together with a copy of the auditors’ report and, where applicable, its summary financial report;(b) the interim report and, where applicable, its summary interim report;(c) a notice of meeting;(d) a listing document;(e) a circular;(f) a proxy form;(g) an Application Proof; and

DEFINITIONS

	(h) a Post Hearing Information Pack or PHIP
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	24 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to buy back Shares during the period as set out in the Resolution no. 4(B) of the notice of Annual General Meeting up to a maximum of 10% of the total number of issued Shares as at the date of the passing of the resolution approving the Share Buy-back Mandate
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the period as set out in the Resolution no. 4(A) of the notice of Annual General Meeting up to a maximum of 20% of the total number of issued Shares as at the date of the passing of the resolution approving the Share Issue Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



BISON FINANCE GROUP LIMITED

貝森金融集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 888)

Board of Directors:

Dr. MA Weihua⁺⁺

Mr. XU Peixin⁺

Mr. SUN Lei⁺

Mr. ZHU Dong⁺

Dr. QI Daqing[#]

Mr. CHEN Yigong[#]

Mr. FENG Zhonghua[#]

⁺ *Executive Director*

⁺⁺ *Non-executive Director*

[#] *Independent Non-executive Director*

Registered Office:

2 Church Street

Clarendon House

Hamilton HM 11

Bermuda

Principal Place of Business:

Rooms 4105-06, 41/F

Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

30 April 2019

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND
TO BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED AMENDMENTS TO THE BYE-LAWS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting relating to (i) granting the Directors the Share Issue Mandate; (ii) granting the Directors the Share Buy-back Mandate; (iii) the re-election of the retiring Directors; and (iv) the proposed amendments to the Bye-laws; and to give you notice of the Annual General Meeting at which ordinary resolutions will be proposed to approve, inter alia, the Share Issue Mandate, the Share Buy-back Mandate, the re-election of the retiring Directors and a special resolution will be proposed to approve the proposed amendments to the Bye-laws.

LETTER FROM THE BOARD

2. SHARE ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares. The Shares which may be allotted and issued pursuant to the Share Issue Mandate shall not exceed 20% of the total number of issued Shares as at the date of passing of the resolution approving the Share Issue Mandate. As at the Latest Practicable Date, the total number of issued Shares comprised 1,184,865,332 Shares. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate will be 236,973,066 Shares.

The Share Issue Mandate shall expire upon whichever is the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-laws of the Company or the laws of Bermuda; and (iii) the date upon which such authority given under the Share Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders. Details of the Share Issue Mandate are set out in Resolution no. 4(A) of the notice of Annual General Meeting on pages 18 to 24 of this circular.

In addition, subject to the passing of the ordinary resolution approving the Share Buy-back Mandate, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the total number of Shares bought back pursuant to the Share Buy-back Mandate, if granted. Details of the extension of the Share Issue Mandate are set out in Resolution no. 4(C) of the notice of Annual General Meeting on pages 18 to 24 of this circular.

3. SHARE BUY-BACK MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to the Directors to exercise all powers of the Company to buy back issued and fully paid Shares in the capital of the Company. Under the Share Buy-back Mandate, the number of Shares that the Company may buy back shall not exceed 10% of the total number of issued Shares as at the date of passing of the resolution approving the Share Buy-back Mandate. The Company's authority is restricted to buy back made on the Stock Exchange.

As at the Latest Practicable Date, the total number of issued Shares comprised 1,184,865,332 Shares. Exercise in full of the Share Buy-back Mandate, on the basis that no further Shares are issued or bought back between the period from the Latest Practicable Date to the date of the Annual General Meeting, the number of Shares that could be bought back under the Share Buy-back Mandate shall be up to 118,486,533 Shares.

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An explanatory statement as required under the Listing Rules, giving certain information regarding the Share Buy-back Mandate together with the details of the buy-backs of the Shares made by the Company during the six months preceding the Latest Practicable Date (if any), are set out in Appendix I to this circular. The Share Buyback Mandate allows the Company to make buy-backs only during the period ending on the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-laws of the Company or the laws of Bermuda; and (iii) the date upon which such authority given under the Share Buy-back Mandate is revoked or varied by an ordinary resolution of the Shareholders. Details of the Share Buy-back Mandate are set out in Resolution no. 4(B) of the notice of Annual General Meeting on pages 18 to 24 of this circular.

If the Company conducts a share consolidation or subdivision after the Share Issue Mandate and/or Share Buy-back Mandate are granted, the maximum number of Shares that may be (i) issued under the Share Issue Mandate and/or (ii) repurchased under the Share Buy-back Mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Company's Bye-law 86(2), Mr. SUN Lei, who was appointed as a Director with effect from 24 December 2018, will hold office only until the Annual General Meeting and being eligible, has offered himself for re-election.

In accordance with the Company's Bye-law 87 and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, Mr. CHEN Yigong and Mr. FENG Zhonghua will retire as Directors by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election.

Biographies of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

5. PROPOSED AMENDMENTS TO THE BYE-LAWS

The Board proposes to seek the approval of the Shareholders by way of special resolutions for the amendments to the existing Bye-laws at the Annual General Meeting to (i) enable the Company to send, mail, dispatch, issue, publish or otherwise make available any corporate communication to Shareholders, to the extent permitted under all applicable laws and regulations and the Bye-laws, be satisfied by the Company sending or otherwise making available the corporate communication to the Shareholders using electronic means or placing on the website of the Company or the Stock Exchange and any requirement in the Listing Rules that a corporate communication of the Company must be in printed form may be satisfied by the corporate communication being in electronic format; and (ii) enable the Directors to fill the vacancy and fix the remuneration of the auditors so appointed if the office of the auditors become vacant.

LETTER FROM THE BOARD

The major effects of the proposed amendments to the existing Bye-laws are summarised as follows:

1. to allow the Company to send, mail, dispatch, issue, publish or otherwise make available any corporate communication to Shareholders using electronic means or placing on the website of the Company or the Stock Exchange if the Shareholders agree, or are deemed to have so agreed under the Listing Rules and applicable laws. The proposed changes would not restrict a Shareholder's right to receive, free of charge, hard copies of such notices, documents or any other information, if and when they so wish. However, the changes would enable the Company to reduce its use of paper and contribute towards costs savings, efficiency and environmental protection;
2. to allow summarised financial statements to be delivered to the Shareholders instead of annual financial statements of the Company to the extent permitted by and subject to due compliance with all applicable laws and the Listing Rules;
3. to enhance the flexibility of the Directors to appoint auditors to fill the vacancy should the office of the auditors become vacant before the annual general meeting of the Company.

Details of the amendments to the Bye-laws are set out below.

1. Bye-law 153

The existing Bye-law 153 of the Company is as follows:

"Subject to Section 88 of the Act, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled to receive notices of general meetings of the Company in accordance with the provisions of the Act and these Bye-laws at least twenty-one (21) days before the date of the general meeting and laid before the Company in general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures."

The proposed amendment to Bye-law 153 is as follows:

"By deleting the existing Bye-law 153 in its entirety and substituting therefor the following:

"Subject to Section 88 of the Act and Bye-law 153A, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled to receive notices of general meetings of the Company in accordance with the provisions of the Act and these Bye-laws at least twenty-one (21) days before the date of the general meeting and laid before the Company in general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures. The requirement to send to a person the documents referred to in this Bye-law shall be

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deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in this Bye-law on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.””

2. Bye-law 153A

A new Bye-law 153A be added to the Bye-laws as follows:

“153A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtain all necessary consents, if any, required thereunder, the requirements of Bye-law 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.”

3. Bye-law 157

The existing Bye-law 157 of the Company is as follows:

“If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall as soon as practicable convene a special general meeting to fill the vacancy.”

The proposed amendment to Bye-law 157 is as follows:

“By deleting the existing Bye-law 157 in its entirety and substituting therefor the following:

“If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.””

4. Bye-law 160

The existing Bye-law 160 of the Company is as follows:

“Any Notice or document, whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it

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through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or the Newspapers and in accordance with the requirements of the Designated Stock Exchange. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”

The proposed amendment to Bye-law 160 is as follows:

“By deleting the existing Bye-law 160 in its entirety and substituting therefor the following:

“Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or the Newspapers and in accordance with the requirements of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.””

5. Bye-law 161

The existing Bye-law 161 of the Company is as follows:

“Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the

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notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (b) if served or delivered in any other manner contemplated by these Bye-laws other than by advertisement in appointed newspapers or Newspapers, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and
- (c) if served by advertisement in appointed newspapers or Newspapers, shall be deemed to have been served on the day on which the notice is first published.”

The proposed amendment to Bye-law 161 is as follows:

“By deleting the existing Bye-law 161 in its entirety and substituting therefor the following:

“Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- (c) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and
- (d) may be given to a Member either in English language or the Chinese language, subject to due compliance with applicable Statutes, rules and regulations.””

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The legal advisers of the Company have confirmed to the Company that the amendments to the Bye-laws comply with the requirements of the Listing Rules and the laws of Bermuda. In addition, the Company has also confirmed to the Stock Exchange that there is nothing unusual about the amended Bye-laws.

6. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 18 June 2019 at 10:30 a.m. is set out on pages 18 to 24 of this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve, inter alia, the Share Issue Mandate, the Share Buy-back Mandate, the re-election of the retiring Directors and a special resolution will be proposed to approve the proposed amendments to the Bye-laws.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the Annual General Meeting must be taken by poll.

A proxy form for use at the Annual General Meeting is enclosed herein. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, 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 the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so desire.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 13 June 2019 to 18 June 2019, both dates inclusive, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 12 June 2019.

8. 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 enquires, 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.

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9. RECOMMENDATION

The Directors consider that the grant of the Share Issue Mandate, the Share Buy-back Mandate, the extension of the Share Issue Mandate by adding to it the total number of Shares bought back pursuant to the Share Buy-back Mandate, the re-election of the retiring Directors and the proposed amendments to the Bye-laws to be proposed at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

By Order of the Board
Bison Finance Group Limited
ZHU Dong
Executive Director

The following is the Explanatory Statement required to be sent to the Shareholders under the Listing Rules in connection with the Share Buy-back Mandate.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their fully-paid up shares traded on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose subject to certain restrictions.

2. SHARE CAPITAL OF THE COMPANY

As at the Latest Practicable Date, the total number of issued Shares comprised 1,184,865,332 Shares. Subject to the passing of the ordinary resolution approving the Share Buy-back Mandate and on the basis that no further Shares will be issued or bought back prior to the date of the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 118,486,533 Shares.

3. REASONS FOR BUY-BACK OF SHARES

The Directors consider that the Share Buy-back Mandate is in the interest of the Company and the Shareholders as a whole and will provide the Company the flexibility to make buy-backs of Shares when appropriate and beneficial to the Company. Such buy-backs may, depending on the circumstances, enhance the net asset value of the Company and/or earnings per Share.

The Directors intend that buy-backs will only be made when they believe that a buy-back of Shares will benefit the Company and the Shareholders.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND OTHER CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any close associates of any of the Directors has any present intention, in the event that the Share Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company. No other core connected persons of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make buy-back of Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the Share Buy-back Mandate and in accordance with the Listing Rules, the laws of Hong Kong and all applicable laws of Bermuda, and in accordance with the regulations set out in the Memorandum of Association and the Bye-laws.

6. EFFECT OF THE TAKEOVERS CODE

A buy-back of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Bliss Chance Global Limited held or beneficially owned approximately 57.43% of the issued share capital of the Company. In the event that the Directors should exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Share Buy-back Mandate, Bliss Chance Global Limited would hold approximately 63.81% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

7. SOURCE OF FUNDS

The Company is empowered by its Memorandum of Association and Bye-laws and the laws of Bermuda to buy back its Shares. Buy-backs will be funded entirely from the funds legally available for that purpose. The laws of Bermuda provide that the amount of capital repaid in connection with a share buy-back may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for distribution by way of dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. It is envisaged that the funds required for any buy-back would be derived from the distributable profits of the Company.

As compared with the financial position of the Company as at 31 December 2018, the Directors consider that there may be a material adverse impact on the working capital and the gearing position of the Company in the event that the proposed share buy-backs were to be carried out in full during the proposed buy-back period. However, the Directors propose that no buy-back would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

8. SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company on the Stock Exchange or otherwise in the six months prior to the Latest Practicable Date.

9. SHARE PRICES

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

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2018	1.84	1.51
May 2018	1.80	1.59
June 2018	1.59	1.22
July 2018	1.33	1.19
August 2018	1.25	1.10
September 2018	1.31	1.13
October 2018	1.30	1.14
November 2018	1.22	1.15
December 2018	1.26	1.10
January 2019	1.31	1.10
February 2019	1.17	1.08
March 2019	1.18	1.11
April 2019 (up to the Latest Practicable Date)	1.18	1.11

The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting.

Mr. SUN Lei (“Mr. Sun”)

Mr. Sun, aged 49, was appointed as an executive Director and the Chief Executive Officer of the Company on 24 December 2018. Mr. Sun is also an executive director and responsible officer of Target Capital Management Limited (“TCM”), a licensed corporation under the Securities and Futures Ordinance to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities. TCM has become a wholly-owned subsidiary of the Company with effect from 14 December 2018.

Prior to joining TCM, Mr. Sun had worked at Huatai Financial Holdings (Hong Kong) Limited as executive director in corporate coverage from March 2014 to September 2015 and BOCI Securities Limited as a director from March 2011 to February 2014. With experience for over 15 years in the financial industry, he has extensive experience in various aspects such as corporate finance, fixed income and bond issuing. Prior to stepping into the financial industry, Mr. Sun had been working on environmental engineering, overseas corporate financing, futures and project budgeting. Mr. Sun obtained a bachelor of engineering from China University of Mining and Technology in July 1990. Save as disclosed above, Mr. Sun does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Sun has entered into a service contract with the Company for an initial term of three years from 24 December 2018 to 23 December 2021 (both dates inclusive). He is entitled to receive an annual director’s fee of HK\$200,000, which has been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Mr. Sun is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. Sun holds a personal interest in 8,340,000 Shares. Save as disclosed above, Mr. Sun does not have any interest in the Shares within the meaning of Part XV of the SFO. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning Mr. Sun that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. CHEN Yigong (“Mr. Chen”)

Mr. Chen, aged 48, was appointed as an independent non-executive Director on 21 November 2017. He is the chairman of the nomination committee of the Company and a member of the Company’s audit committee and remuneration committee. He is currently a partner in PacGate Law Group, a law firm in the PRC. Mr. Chen obtained a bachelor degree in biochemistry in the Peking University, the PRC in 1992, and he obtained a degree of jurisdoctor in the University of Iowa, the United States of America in 1998.

Mr. Chen is currently an independent director of Ambow Education Holding Ltd. (a company listed on New York Stock Exchange (American depositary shares) (Symbol: AMBO)) since March 2013. He was previously an independent director, a director and president of Link Motion Inc. (a company listed on New York Stock Exchange (American depositary shares) (Symbol: LKM)). Save as disclosed above, Mr. Chen does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Chen has entered into a letter of appointment with the Company for an initial term of three years from 21 November 2017 to 20 November 2020 (both dates inclusive). He is entitled to receive an annual director’s fee of HK\$150,000 which has been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Mr. Chen is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. Chen does not have any interest in the Shares within the meaning of Part XV of the SFO. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

In relation to the re-election of Mr. Chen, the Board previously identified Mr. Chen as a candidate as an independent non-executive Director in 2017. Given his background as a director in other listed companies and his qualifications in law, the Board considered that the background of Mr. Chen and his experience in other listed companies would provide guidance to the Group on its future development, strategy as well as on corporate governance and regulatory compliance. Mr. Chen also contributed to the diversity of the Board by his legal background. The Board also assessed the independence of Mr. Chen with reference to Rule 3.13 of the Listing Rules and considered him being independent from the Group and its controlling Shareholder (after considering the interest of his spouse, his or his spouse’s child or step-child, natural or adopted, under the age of 18 years).

Save as disclosed above, there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. FENG Zhonghua (“Mr. Feng”)

Mr. Feng, aged 48, was appointed as an independent non-executive Director on 21 November 2017. He is the chairman of the remuneration committee of the Company and a member of the Company’s audit committee and nomination committee. He was previously a director of AirMedia Group Inc. from May 2011 to December 2016, and served as chief operating officer with respect to certain affiliated entities of AirMedia Group Inc. from October 2005 to December 2016. Mr. Feng received an executive master of business association degree from Peking University, the PRC in 2009. Save as disclosed above, Mr. Feng does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Feng has entered into a letter of appointment with the Company for an initial term of three years from 21 November 2017 to 20 November 2020 (both dates inclusive). He is entitled to receive an annual director’s fee of HK\$150,000 which has been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Mr. Feng is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. Feng does not have any interest in the Shares within the meaning of Part XV of the SFO. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

In relation to the re-election of Mr. Feng, the Board previously identified Mr. Feng as a candidate as an independent non-executive Director in 2017 through the business acquaintance between Mr. Xu Peixin, a Director and Mr. Feng. Given his experience in companies engaging in media business, the Board considered that Mr. Feng would be able to provide independent viewpoint on its future development and strategy in relation to its media business. Mr. Feng also contributed to the diversity of the Board by introducing a Director possessing the experience in the media business engaged by the Group. The Board also assessed the independence of Mr. Feng with reference to Rule 3.13 of the Listing Rules and considered him being independent from the Group and its controlling Shareholder (after considering the interest of his spouse, his or his spouse’s child or step-child, natural or adopted, under the age of 18 years).

Save as disclosed above, there are no other matters concerning Mr. Feng that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



BISON FINANCE GROUP LIMITED

貝森金融集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 888)

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Annual General Meeting**”) of Bison Finance Group Limited (the “**Company**”) will be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 18 June 2019 at 10:30 a.m. for the following purposes:

1. to receive and adopt the Audited Financial Statements, the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2018.
2. (A) each as a separate resolution, to re-elect the following retiring directors of the Company (“**Directors**”):
 - (i) Mr. SUN Lei;
 - (ii) Mr. CHEN Yigong; and
 - (iii) Mr. FENG Zhonghua;

(B) to authorise the Board of Directors to fix the remuneration of Directors.
3. to re-appoint KPMG as the auditors of the Company and to authorise the Board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTIONS

4. (A) “**THAT:**

- (i) subject to paragraphs (iii) and (iv) of this Resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional (i) shares in the capital of the Company (the “**Shares**”); (ii) securities convertible into Shares; or (iii) options, warrants or similar rights to subscribe for any Shares or such convertible securities, and to make or grant offers, agreements and options which might require such securities to be issued, allotted or disposed of, in exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers to allot, issue or dispose of such securities as referred to in paragraph (i) of this Resolution after the expiry of the Relevant Period and to make such allotment, issue and disposal under such offers, agreements and options;
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this Resolution, otherwise than pursuant to:
 - (a) a Rights Issue (as hereinafter defined); or
 - (b) an issue of Shares upon the exercise of the subscription rights or conversion rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire Shares or any securities of the Company which are convertible into Shares; or
 - (c) any scrip dividend scheme or similar arrangement providing for issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the Bye-laws of the Company;

shall not exceed 20 per cent of the total number of issued Shares as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (iv) if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (i) of this Resolution as may be extended by Resolution no. 4(C) set out in the notice convening the Annual General Meeting is so passed, as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same, and such maximum number of Shares, and powers granted under such approval, shall be adjusted to such extent accordingly;
- (v) 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 Bye-laws of the Company or the laws of Bermuda or any applicable laws to be held; and
- (c) the time when such mandate is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof 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 exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems 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).”

(B) **“THAT:**

- (i) subject to paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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- (ii) the aggregate number of Shares which the Company is authorised to buy back pursuant to the approval in paragraph (i) of this Resolution during the Relevant Period shall not exceed 10 per cent of the total number of issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (i) of this Resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be bought back pursuant to the approval in paragraph (i) of this Resolution as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same, and such maximum number of Shares, and power granted under such approval shall be adjusted to such extent accordingly; and

- (iii) 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 Bye-laws of the Company or the laws of Bermuda or any applicable laws to be held; and
- (c) the time when such mandate is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting.”

- (C) “**THAT** conditional upon the passing of Resolutions nos. 4(A) and 4(B) set out in the notice of the Annual General Meeting of which this resolution forms part, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with or agree to allot, issue and deal with additional Shares and other securities of the Company pursuant to Resolution no. 4(A) be and is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of the total number of Shares bought back by the Company pursuant to the general mandate to buy back Shares referred in Resolution no. 4(B) provided that such extended number of Shares shall not exceed 10 per cent of the total number of issued Shares as at the date of the passing of this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

5. “**THAT** the existing Bye-laws of the Company (the “**Bye-laws**”) be and are hereby amended as follows:

(A) Bye-law 153

By deleting the existing Bye-law 153 in its entirety and substituting therefor the following:

“Subject to Section 88 of the Act and Bye-law 153A, a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled to receive notices of general meetings of the Company in accordance with the provisions of the Act and these Bye-laws at least twenty-one (21) days before the date of the general meeting and laid before the Company in general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures. The requirement to send to a person the documents referred to in this Bye-law shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in this Bye-law on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”

(B) Bye-law 153A

A new Bye-law 153A be added to the Bye-laws as follows:

“153A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtain all necessary consents, if any, required thereunder, the requirements of Bye-law 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.”

NOTICE OF ANNUAL GENERAL MEETING

(C) Bye-law 157

By deleting the existing Bye-law 157 in its entirety and substituting therefor the following:

“If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.”

(D) Bye-law 160

By deleting the existing Bye-law 160 in its entirety and substituting therefor the following:

“Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or the Newspapers and in accordance with the requirements of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”

(E) Bye-law 161

By deleting the existing Bye-law 161 in its entirety and substituting therefor the following:

“Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

NOTICE OF ANNUAL GENERAL MEETING

- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- (c) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and
- (d) may be given to a Member either in English language or the Chinese language, subject to due compliance with applicable Statutes, rules and regulations.””

By Order of the Board
Bison Finance Group Limited
Christine MAK Lai Hung
Company Secretary

Hong Kong, 30 April 2019

Notes:

- (1) Any member of the Company entitled to attend and vote at the Annual General Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- (2) 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 of attorney or authority must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited (“**Hong Kong Share Registrar**”) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof and if such event, the authority of the proxy shall be deemed to be revoked.
- (3) The register of members of the Company will be closed from 13 June 2019 to 18 June 2019, both dates inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Hong Kong Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 12 June 2019.
- (4) Regarding Resolution no. 2(A) above, Mr. SUN Lei, Mr. CHEN Yigong and Mr. FENG Zhonghua will retire and, being eligible, have offered themselves for re-election at the Annual General Meeting. Biographies of these Directors are set out in Appendix II to the circular dated 30 April 2019.
- (5) Regarding Resolutions nos. 4(A), 4(B) and 4(C) above, the Directors wish to state that they have no immediate plans to buy back any existing shares of the Company or issue any new shares pursuant to the relevant mandate.
- (6) Voting at the Annual General Meeting will be taken by poll.