
THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Oi Wah Pawnshop Credit Holdings 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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Oi Wah Pawnshop Credit Holdings Limited

靄華押業信貸控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1319)

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

The notice convening the annual general meeting of the Company (the “AGM”) to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong, on Monday, 29 July 2019 at 10:30 a.m. is set out on pages 14 to 18 of this circular.

If you are unable 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 share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, 2103B, 21/F, 148 Electric 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.

Hong Kong, 28 June 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 convened and held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong, on Monday, 29 July 2019 at 10:30 a.m., a notice of which is set out on pages 14 to 18 of 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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Chan’s Family”	Mr. Edward Chan, Mr. Chan Chart Man, Ms. Chan Ying Yu, Ms. Chan Nga Yu, Ms. Chan Kit Yu, Ms. Chan Mei Fong and Ms. Mui
“Chan’s Family Trust”	a discretionary trust whose trustee, TMF (Cayman) Limited, indirectly owns the entire issued share capital of Kwan Lik Holding Limited, a company which is a controlling shareholder (as defined in the Listing Rules) of the Company. Ms. Chan Nga Yu, Ms. Chan Kit Yu, Ms. Mui, Mr. Edward Chan, Mr. Chan Chart Man, Ms. Chan Mei Fong, Ms. Chan Ying Yu and Mr. Mackson Chan are the beneficiaries of the trust
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Oi Wah Pawnshop Credit Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability with its Shares listed on the Stock Exchange
“Director(s)”	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
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

“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 up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	20 June 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 as amended, supplemented or otherwise modified from time to time
“Mr. Chan Chart Man”	Mr. Chan Chart Man (陳策文), an executive Director, a beneficiary of the Chan’s Family Trust and the spouse of Ms. Mui
“Ms. Chan Kit Yu”	Ms. Chan Kit Yu (陳潔瑜), a beneficiary of the Chan’s Family Trust
“Ms. Chan Mei Fong”	Ms. Chan Mei Fong (陳美芳), an executive Director and a beneficiary of the Chan’s Family Trust
“Ms. Chan Nga Yu”	Ms. Chan Nga Yu (陳雅瑜), a beneficiary of the Chan’s Family Trust
“Ms. Chan Ying Yu”	Ms. Chan Ying Yu (陳英瑜), an executive Director and a beneficiary of the Chan’s Family Trust
“Mr. Edward Chan”	Mr. Chan Kai Ho Edward (陳啟豪), an executive Director and a beneficiary of the Chan’s Family Trust
“Mr. Macksion Chan”	Mr. Chan Kai Kow Macksion (陳啟球), a non-executive Director and a beneficiary of the Chan’s Family Trust
“Ms. Mui”	Ms. Mui Hang Sin (梅杏仙), a beneficiary of the Chan’s Family Trust and the spouse of Mr. Chan Chart Man

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Retiring Directors”	the Directors retiring at the AGM and, who being eligible, are 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) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the 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
“HK\$” or “HK cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“%”	per centum of percentage

LETTER FROM THE BOARD



Oi Wah Pawnshop Credit Holdings Limited

靄華押業信貸控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1319)

Executive Directors:

Mr. Chan Kai Ho Edward
(Chairman and Chief Executive Officer)
Mr. Chan Chart Man
Ms. Chan Mei Fong
Ms. Chan Ying Yu

Registered office:

Clifton House, 75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Non-executive Director:

Mr. Chan Kai Kow Macksion

Head office and principal place of business:

Rooms 2302–2303
Kwan Chart Tower
No. 6 Tonnochy Road
Wanchai, Hong Kong

Independent Non-executive Directors:

Mr. Lam On Tai
Dr. Leung Shiu Ki Albert
Dr. Yip Ngai

28 June 2019

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the AGM to approve, inter alia, (a) the grant to the Directors of 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 by resolutions of the then Shareholders passed on 31 July 2018; (b) the re-election of the Retiring Directors; and (c) the declaration of a final dividend, and to give you notice of the AGM at which the resolutions will be proposed for the Shareholders to consider and, if thought fit, approve such matters.

LETTER FROM THE BOARD

PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the resolutions passed by the Shareholders at the annual general meeting of the Company held on 31 July 2018, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with the Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase the Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following 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 aggregate nominal amount of the share capital of the Company in issue 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 aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of the 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 above resolutions are set out in resolutions numbered 5 to 7 as set out in the notice of the AGM contained in pages 14 to 18 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.

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 to this circular.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Edward Chan, Mr. Chan Chart Man, Ms. Chan Ying Yu and Ms. Chan Mei Fong; the non-executive Director is Mr. Mackston Chan; and the independent non-executive Directors are Mr. Lam On Tai, Dr. Leung Shiu Ki Albert and Dr. Yip Ngai.

Pursuant to Article 108 of the Articles of Association, Mr. Edward Chan, Mr. Mackston Chan and Mr. Lam On Tai shall retire from office by rotation at the AGM and shall be eligible for re-election.

Particulars of each of the Retiring Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

PROPOSED DECLARATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

Proposed final dividend

As mentioned in the annual results announcement of the Company dated 28 May 2019, the Board recommended the payment of a final dividend of HK0.73 cents per Share for the year ended 28 February 2019, which is subject to the approval of the Shareholders at the AGM.

The final dividend, if approved by the Shareholders at the AGM, will be paid on Thursday, 22 August 2019 to the Shareholders whose names appear on the register of members of the Company at the close of business on Friday, 9 August 2019.

Closure of register of members

In order to determine the identity of the Shareholders who are entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with our Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, no later than 4:30 p.m. on Tuesday, 23 July 2019. The register of members of our Company will be closed from Wednesday, 24 July 2019 to Monday, 29 July 2019, both days inclusive, during which period no transfer of shares will be registered.

In order to establish the identity of the Shareholders who are entitled to the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with our Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, no later than 4:30 p.m. on Tuesday, 6 August 2019. The register of members of our Company will be closed from Wednesday, 7 August 2019 to Friday, 9 August 2019, both days inclusive, during which no transfer of shares will be registered.

AGM

A notice of the AGM is set out on pages 14 to 18 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed herewith. If you are unable 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, Boardroom Share Registrars (HK) Limited, 2103B, 21/F, 148 Electric 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.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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; (b) the re-election of the Retiring Directors; and (c) the declaration of the final dividend, 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 the relevant resolutions in respect of their respective shareholdings in the Company and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

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

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board of
Oi Wah Pawnshop Credit Holdings Limited
Chan Kai Ho Edward
Chairman, Chief Executive Officer and Executive Director

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 1,938,468,406 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company 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 193,846,840 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

Repurchases must 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 interests of the Company and the Shareholders as a whole. Such repurchases 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 repurchases will benefit the Company and the Shareholders as a whole.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 most recent 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 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 intends to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so 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 to make repurchase 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 the Directors are aware of, Chan's Family had interests in 1,349,300,588 Shares, of which 1,295,823,024 Shares were held by Kwan Lik Holding Limited (whose entire issued share capital is indirectly owned by TMF (Cayman) Limited, the trustee of the Chan's Family Trust) and 53,477,564 Shares were held by Mr. Edward Chan, representing 69.61% of the issued share capital of the Company. In the event that the Repurchase Mandate was exercised in full, the interest of Chan's Family in the Company will be increased to approximately 77.34%. On the basis of the aforesaid increase of shareholding, the Directors are not presently aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

	Share price per Share	
	Highest (HK\$)	Lowest (HK\$)
2018		
June	0.330	0.315
July	0.330	0.310
August	0.335	0.290
September	0.335	0.320
October	0.330	0.315
November	0.335	0.310
December	0.310	0.295
2019		
January	0.305	0.290
February	0.300	0.280
March	0.290	0.280
April	0.295	0.280
May	0.295	0.280
June (up to and including the Latest Practicable Date)	0.290	0.270

Source: Stock Exchange

The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:

MR. CHAN KAI HO EDWARD

Mr. Edward Chan (陳啟豪), aged 47, is our chairman, executive Director and chief executive officer. He is also a director of all the subsidiaries within the Group and the authorised representative of the Company. Mr. Edward Chan joined our Group in 2000 and is responsible for our Group's overall management, strategic planning and business development. He has over 18 years of experience in business management and pawn loan business. Mr. Edward Chan is currently the chairman of The Hong Kong and Kowloon Pawnbrokers' Association Limited (港九押業商會有限公司) and honorary chairman of Macau General Chamber of Pawnbrokers (澳門當舖業總商會). Mr. Edward Chan has been the vice-president of Hong Kong Property Finance Association Limited since March 2014. Mr. Edward Chan obtained a degree of Bachelor of Engineering in Civil Engineering from the City University, London, United Kingdom in July 1994. Mr. Edward Chan is the son of Mr. Chan Chart Man and the brother of Ms. Chan Mei Fong, Ms. Chan Ying Yu and Mr. Macksion Chan, all of whom are our Directors.

As at the Latest Practicable Date, Mr. Edward Chan was deemed to have interest in 1,349,300,588 Shares, of which 1,295,823,024 Shares were held by Kwan Lik Holding Limited^(Note) and 53,477,564 Shares were held by Mr. Edward Chan, representing 69.61% of the issued share capital of the Company, by virtue of the SFO.

Mr. Edward Chan has entered into a service agreement with the Company with a term of three years and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. He is entitled to HK\$1,722,000 as annual salary. The remuneration committee of the Company will review and determine the remuneration and compensation package with reference to his responsibilities, workload, time devoted to the Group and the performance of the Group. The principal elements of his remuneration package include salary and allowance, but exclude discretionary bonus.

Note:

The entire issued share capital of Kwan Lik Holding Limited is owned by Kwan Lik (BVI) Limited, a wholly-owned subsidiary of TMF (Cayman) Limited which is the trustee of the Chan's Family Trust whose beneficiaries include the Chan's Family and Mr. Macksion Chan.

MR. CHAN KAI KOW MACKSION

Mr. MackSION Chan (陳啟球), aged 63, was appointed as our non-executive Director on 19 February 2013. Mr. Chan is a lawyer with 33 years of experience in general practice. He has passed solicitor qualifying examinations in Hong Kong and was admitted as a Solicitor of the High Court of Hong Kong in March 1984 and has been a partner in Chow C.L. & MackSION Chan since 2001. Mr. Chan obtained a Bachelor of Arts Degree in Pure Mathematics from The University of Calgary, Canada in June 1978. Mr. Chan is the son of Mr. Chan Chart Man and the brother of Mr. Chan Kai Ho Edward, Ms. Chan Mei Fong and Ms. Chan Ying Yu, all of whom are our Directors.

As at the Latest Practicable Date, Mr. MackSION Chan was deemed to have interest in 1,349,300,588 Shares, of which 1,295,823,024 Shares were held by Kwan Lik Holding Limited^(Note) and 53,477,564 Shares were held by Mr. Edward Chan, representing 69.61% of the issued share capital of the Company, by virtue of the SFO.

Mr. MackSION Chan has entered into a service agreement with the Company with a term of three years and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. He is entitled to HK\$180,000 as annual salary. The remuneration committee of the Company will review and determine the remuneration and compensation package with reference to his responsibilities, workload, time devoted to the Group and the performance of the Group. The principal elements of his remuneration package include salary and allowance, but exclude discretionary bonus.

Note:

The entire issued share capital of Kwan Lik Holding Limited is owned by Kwan Lik (BVI) Limited, a wholly-owned subsidiary of TMF (Cayman) Limited which is the trustee of the Chan's Family Trust whose beneficiaries include the Chan's Family and Mr. MackSION Chan.

MR. LAM ON TAI

Mr. Lam On Tai (林安泰), aged 47, was appointed as our independent non-executive Director on 1 April 2017. He has more than 21 years of experience in banking and securities industry, in which over 18 years of experience was accumulated in advising on corporate finance relating to various listing and restructuring transactions. Mr. Lam currently serves as the managing director of Red Solar Capital Limited (綽耀資本有限公司). Mr Lam received his diploma in general business management from the Lingnan College (嶺南學院) (now known as the Lingnan University (嶺南大學) in Hong Kong in November 1994, and his master's degree in business administration from the University of Sheffield in the United Kingdom in December 1996. He also obtained his bachelor's degree in laws from the University of Wolverhampton in the United Kingdom in July 1998 through a distance learning course. Mr. Lam served as a non-executive director of Jiyi Household International Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1495) from June 2015 to November 2018.

Mr. Lam On Tai has entered into a service agreement with the Company with a term of three years and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. He is entitled to HK\$180,000 as annual salary. The remuneration committee of the Company will review and determine the remuneration and compensation package with reference to his responsibilities, workload, time devoted to the Group and the performance of the Group. The principal elements of his remuneration package include salary and allowance, but exclude discretionary bonus.

Save as disclosed above, each of the Directors who are subject to re-election at the AGM (i) did not hold other positions in the Company or other members of the Group as at the Latest Practicable Date; (ii) had no other relationships with any Directors, senior management or substantial shareholders of the Company as at the Latest Practicable Date; (iii) did not hold any other directorships in public listed companies in the three years prior to the Latest Practicable Date; and (iv) confirmed that there is no information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NOTICE OF AGM



Oi Wah Pawnshop Credit Holdings Limited
靄華押業信貸控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1319)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Oi Wah Pawnshop Credit Holdings Limited (the “**Company**”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 29 July 2019 at 10:30 a.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 28 February 2019.
2. (a) To re-elect the following retiring directors of the Company:
 - (i) Mr. Chan Kai Ho Edward
 - (ii) Mr. Chan Kai Kow Macksion
 - (iii) Mr. Lam On Tai
- (b) To authorise the board of directors of the Company to fix the directors’ remuneration.
3. To declare a final dividend of HK0.73 cents per share of the Company for the year ended 28 February 2019.
4. To re-appoint KPMG as auditors 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:

5. **“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 **“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 deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which 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 might require the shares in the capital of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal value of the share capital 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 nominal value of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

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- (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 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “**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 The Stock Exchange of Hong Kong Limited (the “**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 nominal value 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 nominal value of the share capital of the Company in issue as at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and

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- (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.”
7. “**THAT** conditional upon the ordinary resolutions set out in paragraphs 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the directors of the Company to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital 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 nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 6 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution.”

By Order of the Board of
Oi Wah Pawnshop Credit Holdings Limited
Chan Kai Ho Edward
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 28 June 2019

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Notes:

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his/her/its proxy to attend and, on a poll, vote on his/her/its behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and, on a poll, vote on his/her/its behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited, 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Wednesday, 24 July 2019 to Monday, 29 July 2019, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited, 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Tuesday, 23 July 2019.
4. According to Rule 13.39(4) of the Listing Rules, 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. In order to establish the identity of the shareholders of our Company who are entitled to the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with our Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, no later than 4:30 p.m. on Tuesday, 6 August 2019. The register of members of our Company will be closed from Wednesday, 7 August 2019 to Friday, 9 August 2019, both days inclusive, during which no transfer of shares will be registered.
6. With regard to ordinary resolutions set out in paragraphs 2, 3 and 5 to 7 of this notice, a circular giving details of the re-election of directors of the Company, the general mandates to issue and to repurchase shares and the declaration of a final dividend will be despatched to shareholders. The biographical details of the retiring directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
7. As at the date of this notice, the executive directors of the Company are Mr. Chan Kai Ho Edward, Mr. Chan Chart Man, Ms. Chan Ying Yu and Ms. Chan Mei Fong; the non-executive director of the Company is Mr. Chan Kai Kow Mackson; and the independent non-executive directors of the Company are Mr. Lam On Tai, Dr. Leung Shiu Ki Albert and Dr. Yip Ngai.