
IMPORTANT

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 registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Financial Services Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE NEW SHARES AND PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

MEASURES TAKEN IN LIGHT OF CORONAVIRUS DISEASE 2019 (“COVID-19”)

Please see page 3 of this document for measures being taken to try to prevent and control the spread of the COVID-19 at the Annual General Meeting, including:

- compulsory temperature check and health declaration
- prohibit attendance at the Annual General Meeting if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance
- prohibit attendance at the Annual General Meeting if the attendee has been to the countries in the 14-day period prior to the Annual General Meeting as stated in page 3 of this circular and/or such other countries or time periods as may be required or recommended by any government agencies from time to time
- no food served at the Annual General Meeting

Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue. The Company encourages attendees who feel unwell (even without flu-like symptoms) to wear surgical masks and reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attend the Annual General Meeting in person.

The notice convening the Annual General Meeting of China Financial Services Holdings Limited to be held at Suite 5606, 56/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 29 May 2020 at 11:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return the same to the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 27 May 2020). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.cfs.com.hk>).

27 April 2020

References to time and dates in this circular are to Hong Kong time and dates.

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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 Suite 5606, 56/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 29 May 2020 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 24 of this circular, or any adjournment thereof;
“Article”	an article of the Articles of Association;
“Articles of Association”	existing articles of association of the Company adopted on 19 March 1993 and amended on 10 September 1996, 7 June 2004, 23 May 2006 and 30 May 2012;
“Associates”	has the meaning as ascribed thereto in the Listing Rules;
“Board”	the board of Directors;
“Buy-back Mandate”	as defined in paragraph (a) under the heading “BUY-BACK AND ISSUANCE MANDATES” of the Letter from the Board;
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Company”	China Financial Services Holdings Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Connected Persons”	has the same meaning as ascribed in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	as defined in paragraph (b) under the heading “BUY-BACK AND ISSUANCE MANDATES” of the Letter from the Board;
“Latest Practicable Date”	20 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
“PRC”	the People’s Republic of China which, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	share(s) in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the Coronavirus Disease 2019 (“COVID-19”) situation, the Company will be taking the following precautionary measures at the Annual General Meeting:

- All attendees will be required to undergo a temperature check and sign a health declaration form before entering the Annual General Meeting venue.
- Any person who has a fever will not be permitted to attend the Annual General Meeting. Persons exhibiting flu-like symptoms may also be refused admittance at the Company’s discretion.
- Any person, irrespective of nationality, who has been to France, Germany, Italy, Spain, Iran, Republic of Korea, Japan, ASEAN countries, Switzerland, United Kingdom and the People’s Republic of China in the 14-day period prior to the Annual General Meeting and/or such other countries or time period as may be required or recommended by any government agencies from time to time, will not be permitted to attend the Annual General Meeting.
- There will not be any food served at the Annual General Meeting.

Shareholders who are feeling unwell or have been placed on leave of absence on the date of the Annual General Meeting are advised not to attend the Annual General Meeting. Attendees who feel unwell (even without flu-like symptoms) are encouraged to wear surgical masks.

Shareholders who prefer not to attend or are restricted from attending the Annual General Meeting, may still vote by proxy and are advised to take note of the last date and time for the lodgement of the proxy form.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to Shareholders and others attending the Annual General Meeting and to comply with any requirements or recommendations of any government agencies from time to time.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19.

The Annual General Meeting will commence sharply at 11:00 a.m. and Shareholders are encouraged to arrive at the Annual General Meeting venue at least half an hour prior to the meeting commencement time to avoid delays from precautionary measures mentioned above in the registration process. There will not be any vouchers or door gifts issued.

LETTER FROM THE BOARD



中金投集团

China Financial Services Holdings Ltd

China Financial Services Holdings Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 605)

Executive Directors:

Mr. Luo Rui (*Chief Executive Officer*)
Madam Guan Xue Ling
Dr. Cheung Chai Hong

Non-executive Directors:

Mr. Chan Yuk Ming (*Chairman*)
Mr. Cheung Siu Lam
Mr. Dong Yibing
Madam Huang Mei

Independent Non-executive Directors:

Mr. Chan Chun Keung
Mr. Chan Wing Fai
Dr. Zhang Xiao Jun
Madam Zhan Lili

Registered Office:

Suite 5606
56/F, Central Plaza
18 Harbour Road
Wanchai
Hong Kong

27 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO BUY BACK SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the Annual General Meeting relating to (i) the general mandates to buy back the Company's own fully-paid up Shares and to issue new Shares; (ii) the extension of the Issuance Mandate granted to the Directors to issue and allot the Shares bought back by the Company under the Buy-back Mandate; and (iii) the re-election of Directors.

LETTER FROM THE BOARD

BUY-BACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 4 June 2019, the Company granted the general mandates to the Directors enabling them to buy back Shares and issue new Shares. Such mandates will lapse at the conclusion of the Annual General Meeting of the Company.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing such resolution (“Buy-back Mandate”);
- (b) to allot, issue or deal with Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing such resolution (“Issuance Mandate”); and
- (c) to extend the Issuance Mandate by an amount representing the total number of Shares bought back by the Company not exceeding 10% of the total number of issued Shares of the Company as at the date of passing such resolution pursuant to and in accordance with the Buy-back Mandate.

The Buy-back Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolutions nos. 4 and 5 set out in the notice of the Annual General Meeting.

As at the Latest Practicable Date, the total number of issued Shares of the Company comprised 4,248,417,347 Shares.

Subject to the passing of the ordinary resolution no. 5, the Company would be allowed under the Issuance Mandate to allot, issue or deal with additional Shares of a maximum of 849,683,469 Shares on the basis that no further Shares will be issued or bought back prior to the date of the forthcoming Annual General Meeting.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buy-back Mandate. An explanatory statement as required by the Listing Rules in connection with the Buy-back Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Article 105(A), at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term or holding office as executive chairman or managing director) shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The Directors shall be eligible for re-election at the relevant annual general meeting.

Pursuant to Article 96, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

According to Article 105(A), Ms. Guan Xue Ling, Dr. Cheung Chai Hong, Mr. Dong Yibing and Dr. Zhang Xiao Jun shall retire by rotation at the Annual General Meeting. All the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Director who is due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

LETTER FROM THE BOARD

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

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 19 to 24 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Buy-back Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares bought back pursuant to the Buy-back Mandate, and the re-election of Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cfsh.com.hk). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 27 May 2020). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a poll pursuant to the Listing Rules and the Articles of Association.

LETTER FROM THE BOARD

After the conclusion of the Annual General Meeting, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cfsh.com.hk).

RECOMMENDATION

The Directors consider that the proposed granting of the Buy-back Mandate, granting/extension of the Issuance Mandate and the re-election of Directors are in the best interests of the Group and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement on the Buy-back Mandate) and Appendix II (Details of the Directors Proposed to be Re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
For and on behalf of the Board
China Financial Services Holdings Limited
Chan Yuk Ming
Chairman

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong.

LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their own shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

REASONS FOR SHARE BUY-BACK

The Directors believe that the flexibility afforded by the Buy-back Mandate would be beneficial to the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to buy back Shares will be beneficial to those Shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the total number of Shares bought back by the Company and thereby resulting in an increase in net assets and/or earnings per Share of the Company. Such buy-back will only be made when the Directors believe that such buy-back will benefit the Company and its Shareholders.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue of the Company comprised 4,248,417,347 Shares.

Subject to the passing of the ordinary resolution no. 4, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 424,841,734 Shares which represent 10% of the total number of Shares in issue on the basis that no further Shares will be issued or bought back prior to the date of the forthcoming Annual General Meeting.

FUNDING OF SHARE BUY-BACK

The Directors propose that buy-back of Shares under the Buy-back Mandate would be financed from the Company's internal resources.

Buy-back must be funded out of funds legally available for the purpose under the Companies Ordinance. The Companies Ordinance provides that the buy-back of shares may only be effected out of the company's distributable profits or out of the proceeds of a fresh issue of shares made for the purpose. Any amount of premium payable on the buy-back of shares shall be paid out of the company's distributable profits. If the shares to be bought back were issued at a premium, any premium payable on the buy-back may be paid out of the proceeds of a fresh issue of shares made for the purpose, up to an amount equal to (a) the aggregate of the premiums received by the company on the issue of the shares bought back; or (b) the current amount to the company's share premium account (including any sum transferred to that account in respect of premiums on the new shares) whichever is the less. A listed company may not buy back its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2019) in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	0.540	0.495
May	0.520	0.490
June	0.610	0.405
July	0.530	0.460
August	0.490	0.450
September	0.530	0.450
October	0.480	0.410
November	0.450	0.410
December	0.455	0.370
2020		
January	0.430	0.360
February	0.385	0.315
March	0.330	0.260
April (up to the Latest Practicable Date)	0.300	0.245

SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company has bought back a total of 12,026,000 Shares of the Company on the Stock Exchange and the details are set out below.

Date of Buy-back	No. of Shares	Price Per Share	
		Highest HK\$	Lowest HK\$
6 December 2019	2,530,000	0.455	0.455
10 December 2019	1,016,000	0.450	0.440
11 December 2019	3,848,000	0.450	0.440
31 December 2019	278,000	0.410	0.395
3 January 2020	30,000	0.420	0.420
6 January 2020	620,000	0.410	0.405
9 January 2020	426,000	0.410	0.405
13 January 2020	1,422,000	0.405	0.395
14 January 2020	30,000	0.395	0.395
16 January 2020	272,000	0.395	0.395
17 January 2020	200,000	0.390	0.390
21 January 2020	762,000	0.400	0.400
30 March 2020	48,000	0.280	0.280
2 April 2020	214,000	0.290	0.280
3 April 2020	120,000	0.300	0.285
6 April 2020	50,000	0.320	0.320
7 April 2020	160,000	0.330	0.320

DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to buy back pursuant to the Buy-back Mandate in accordance with the Listing Rules and the Companies Ordinance.

If as a result of a share buy-back by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Cheung Siu Lam, Director of the Company, and Madam Lo Wan, being spouse of Mr. Cheung Siu Lam, were interested in 2,313,286,240 Shares together representing approximately 54.45% of the Shares issued by the Company. In the event that the Directors exercised in full the power to buy back Shares of the Company in accordance with the Buy-back Mandate, the total interests of Mr. Cheung Siu Lam and Madam Lo Wan in the Shares of the Company would be increased to approximately 60.5% of the issued Shares of the Company. The Directors are not aware of any consequences which will arise under the Rules 26 of the Takeovers Code as a result of any buy-back to be made under the Buy-back Mandate. The Directors do not have any present intention to exercise the proposed Buy-back Mandate to such an extent as would give rise to such an obligation or which will result in the amount of Shares held by the public being reduced to less than 25%.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Associates presently intends to sell Shares to the Company pursuant to the Buy-back Mandate in the event that the Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any Connected Persons of the Company that they have a present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Buy-back Mandate is approved by its Shareholders.

Stated below are the details of the following Directors who will retire and be eligible for re-election at the Annual General Meeting according to the Articles of Association and the Listing Rules:

MADAM GUAN XUE LING, AGED 46, EXECUTIVE DIRECTOR

Madam Guan Xue Ling is the chief operating officer of the Group. Madam Guan has over 12 years of strategic decision making and practical experiences in listed companies auditing, corporate merger and acquisition, equity acquisition, transfer as well as project investment and financing.

Madam Guan joined the Group in June 2011, mainly responsible for risk management, accounting affairs and treasury management of the Group.

Madam Guan successively held the posts of quality control manager, auditing manager, assessment manager, chief auditor and head of the auditing department in domestic accounting firms, large state-owned enterprises, large private companies and foreign-invested companies. She is familiar with accounting and valuation standards. During her years with accounting firms, she had participated in the auditing work of a number of large state-owned enterprises, foreign-invested enterprises and private enterprises, such as China Resources Land, Sinobo Group and Suning Corporation. She also participated in various initial public offerings audit and internal audit, such as BBMG Corporation, Enlight Media and Ningxia Yellow River Rural Commercial Bank. She had led and participated in various auditing projects spanning across the real estate, manufacturing, media, retail, logistic and finance sectors and has extensive experiences in financial auditing and internal auditing.

Save as disclosed above, Madam Guan has not been a director of any listed company in Hong Kong or overseas in the last three years and does not hold any other position with the Company and its subsidiaries.

Madam Guan graduated from Capital University of Economics and Business with a Postgraduate Degree in Business Administration. She is also a certified public accountant, a qualified asset appraiser in the PRC and a party member of China Democratic National Construction Association.

Madam Guan has interest in 2,000,000 share options of the Company pursuant to Part XV of the SFO. She does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Madam Guan has entered into a service contract with the Company for a term of one year and is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. Pursuant to such service contract, Madam Guan is entitled to receive a fixed Director's fee of HK\$240,000 per annum, which is determined with reference to her duties and responsibilities with the Company, the remuneration benchmark in the industry and the prevailing market conditions.

DR. CHEUNG CHAI HONG, AGED 34, EXECUTIVE DIRECTOR

Dr. Cheung Chai Hong, is the executive vice president of the Group. Dr. Cheung is responsible for the daily operations in Hong Kong and heads the investor relations team of the Group.

Prior to joining us, he has been the managing director of POC Holdings (HK) Limited (“POCH”) and the chairman and leading founder of The Wine Company Limited, a fine wine retail and trading company. Dr. Cheung previously worked in PAG Capital, an Asia-focused asset management company which has an asset under management size over US\$16 billion. Prior to joining PAG Capital, he also worked in Barclays Capital and focused on equity research on the retail and FMCG sector. Dr. Cheung holds a Bachelor Degree in Business Studies from University of Warwick and a Master Degree in Analysis, Design and Management of Information Systems from London School of Economics and Political Science and a PhD Degree in International Economic Law from China University of Political Science and Law.

Save as disclosed above, Dr. Cheung has not been a director of any listed company in Hong Kong or overseas in the last three years and does not hold any other position with the Company and its subsidiaries.

Dr. Cheung has entered into a service contract with the Company for the term of one year and is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association of the Company. Dr. Cheung is entitled to receive a director’s fee of HK\$240,000 per annum which is subject to review and a discretionary bonus which is based on the performance of the Company and of Dr. Cheung, determined by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions.

Dr. Cheung is the son of Mr. Cheung Siu Lam, a non-executive Director of the Company and Madam Lo Wan, the substantial Shareholder of the Company. He is also the nephew of Dr. Zhang Xiao Jun, an independent non-executive Director of the Company. Save as disclosed above, Dr. Cheung does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Dr. Cheung has interest in 200,000 Shares of the Company, representing approximately 0.0047% of the total number of Shares issued by the Company in accordance with the meaning of Part XV of the SFO.

MR. DONG YIBING, AGED 65, NON-EXECUTIVE DIRECTOR

Mr. Dong Yibing was appointed as a non-executive director, a member of the Remuneration Committee and the Nomination Committee of the Company on 6 April 2018. He has extensive and in-depth experience in compliance and law practices. He holds a Doctorate Degree in Law from Washington University in St. Louis.

Mr. Dong is currently the general counsel and Chief Compliance Officer of China United SME Guarantee Corporation (“Sinoguarantee”). Before joining Sinoguarantee, he was the Head of Legal Affairs Department of New China Trust Co. Ltd from 2012 to 2013. From 2010 to 2012, he worked as an Attorney in JingWei Law Firm. Mr. Dong also served as the Vice President of China Region of AIA from 2007 to 2010.

Save as disclosed above, Mr. Dong has not been a director of any listed company in Hong Kong or overseas in the last three years and does not hold any other position with the Company and its subsidiaries. He does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

Mr. Dong has entered into a service contract with the Company for a term of one year and is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. He is entitled to receive a Director’s fee of HK\$120,000 per annum which is subject to review and a discretionary bonus which is based on the performance of the Company and of Mr. Dong, determined by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions.

Mr. Dong does not have any interest in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

DR. ZHANG XIAO JUN, AGED 51, INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Zhang Xiao Jun joined the Group in January 2017. Dr. Zhang holds a Bachelor Degree in Finance from Renmin University, a Master Degree in Economics from University of Maryland and Doctorate Degree in Accounting from Columbia University. He is currently the chaired professor in accounting of Hass School of Business in University of California. He has over 18 years’ experience in accounting education. His research have been published in top Finance and Accounting journals. His coauthored text book on financial accounting statement analysis is used by top business schools worldwide. Joined the Group in January 2017, Dr. Zhang is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company.

Dr. Zhang does not hold any other positions within the Group and has not held any directorships in listed public companies in Hong Kong or overseas in the last three years.

Dr. Zhang has entered into a service contract with the Company for a term of one year and is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association of the Company. Dr. Zhang is entitled to receive a director's fee of HK\$120,000 per annum which is subject to review and a discretionary bonus which is based on the performance of the Company and of Dr. Zhang, determined by the Board or its delegated committee of the Company with reference to his duties and responsibilities as well as the prevailing market conditions.

Dr. Zhang is the cousin of Mr. Cheung Siu Lam, a non-executive Director and controlling Shareholder of the Company, and uncle of Dr. Cheung Chai Hong, an executive Director of the Company. Thus, Dr. Zhang cannot meet the independence guideline as set out in Rule 3.13(6) of the Listing Rules. The Company has assessed the independence of Dr. Zhang as an independent non-executive Director and has demonstrated to the satisfaction of the Stock Exchange that Dr. Zhang is independent on the following grounds:

- Dr. Zhang does not hold any share of the Company. He had not received an interest in securities of the Company as a gift, or by means of other financial assistance from the Company or their core connected persons of the Company. Dr. Zhang was not a director, partner or principal of a professional adviser which currently provides or has provided services within one year immediately prior to the date of his appointment, or is an employee of such professional adviser who is or has been involved in providing such services during the same period, to:
 - (a) the Company, or any of their respective subsidiaries or core connected persons;
or
 - (b) the controlling Shareholder Mr. Cheung Siu Lam, or chief executive officer or a Director within one year immediately prior to the date of the appointment.

- Dr. Zhang does not have a material interest in any principal business activities of or is involved in any material business dealings with the Company, or their respective subsidiaries or with any core connected persons of the Company.
- Dr. Zhang is not financially dependent on the Company, its holding companies or any of their respective subsidiaries or core connected persons of the Company. He is not on the Board specifically to protect the interests of an entity whose interests are not the same as those of Shareholders as a whole. In addition, for the past the two years immediately prior to the date of his appointment and currently, he is not an executive or Director of the Company, of its holding companies or of any of their respective subsidiaries or of any core connected persons of the Company. Dr. Zhang does not have any business and/or financial relationship/connections with Mr. Cheung Siu Lam. Save for Dr. Zhang being a cousin of Mr. Cheung Siu Lam and uncle of Dr. Cheung Chai Hong, the Board is not aware of any circumstance that would raise question on Dr. Zhang's independence.

Save as disclosed above, Dr. Zhang does not have any relationships with any other Directors, senior management, substantial or controlling Shareholders of the Company. Dr. Zhang does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

The Company believes that Dr. Zhang's qualifications and experience in the accounting education will facilitate development and expansion of the Company's business.

OTHER INFORMATION

Save as disclosed above, there is no information which is discloseable nor the above Directors involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning the above Directors that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



China Financial Services Holdings Limited
(Incorporated in Hong Kong with limited liability)
(Stock Code: 605)

NOTICE IS HEREBY GIVEN that the annual general meeting of China Financial Services Holdings Limited (the “Company”) will be held at Suite 5606, 56/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 29 May 2020 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31 December 2019.
2. (a) To re-elect Madam Guan Xue Ling as an executive director of the Company.
2. (b) To re-elect Dr. Cheung Chai Hong as an executive director of the Company.
2. (c) To re-elect Mr. Dong Yibing as a non-executive director of the Company.
2. (d) To re-elect Dr. Zhang Xiao Jun as an independent non-executive director of the Company.
2. (e) To authorize the board of directors to fix the respective directors’ remuneration.
3. To re-appoint auditors and authorise the directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (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;
- (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 to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment 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,shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

NOTICE OF ANNUAL GENERAL MEETING

(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;
- (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 to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board

China Financial Services Holdings Limited

Chung Chin Keung

Company Secretary

Hong Kong, 27 April 2020

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) For determining the entitlement to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Tuesday, 26 May 2020 to Friday, 29 May 2020 both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 25 May 2020.
- (ii) A member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies (if holding two or more shares) to attend and vote on his behalf. A proxy need not be a member of the Company.
- (iii) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power of attorney or authority must be lodged at the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the annual general meeting (i.e. not later than 11:00 a.m. on Wednesday, 27 May 2020).
- (iv) All the resolutions at the annual general meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on Hong Kong Exchanges and Clearing Limited's and the Company's websites in accordance with the Listing Rules.
- (v) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the board comprises Mr. Luo Rui (Chief Executive Officer), Madam Guan Xue Ling and Dr. Cheung Chai Hong as executive directors, Mr. Chan Yuk Ming (Chairman), Mr. Cheung Siu Lam, Mr. Dong Yibing and Madam Huang Mei as non-executive directors and Mr. Chan Chun Keung, Mr. Chan Wing Fai, Dr. Zhang Xiao Jun and Madam Zhan Lili as independent non-executive directors.