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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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**港橋金融控股有限公司**  
HKBridge Financial Holdings Limited

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2323)**

**PROPOSALS FOR:**  
**(I) RE-ELECTION OF RETIRING DIRECTORS;**  
**(II) GENERAL MANDATES TO REPURCHASE SHARES**  
**AND TO ISSUE NEW SHARES OF THE COMPANY;**  
**AND**  
**(III) NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board is set out on pages 4 to 9 of this circular.

A notice convening an annual general meeting of HKBridge Financial Holdings Limited (the “**Company**”) to be held at Unit 6812–13, 68th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Monday, 22 June 2020 at 10: 00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.hkbridge.com.hk](http://www.hkbridge.com.hk)) respectively.

Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s Branch Share Registrar and Transfer Office in Hong Kong, 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 holding of the annual general meeting (i.e. 20 June 2020 (Saturday) before 10: 00 a.m.) or any adjournment thereof. 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 and in such event, the proxy shall be deemed to be revoked.

28 April 2020

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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**For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their rights to vote at the Annual General Meeting (“AGM”) by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified on page 8 of this circular under the subject headed “Annual General Meeting and Proxy Arrangement”, instead of attending the AGM in person.**

With the outbreak and spreading of the Coronavirus Disease 2019 (the “COVID-19”) pandemic and the heightened requirements for the prevention and control of its spreading, to safeguard the health and safety of Shareholders who might be attending the AGM in person, the Company will implement the following precautionary measures at the AGM.

- (1) every participant (including Shareholders or their proxies) in the AGM shall be subject to compulsory body temperature check at the entrance of the meeting venue and anyone with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the meeting venue and be requested to leave the meeting venue;
- (2) all participants (including Shareholders or their proxies) in the AGM are required to wear appropriate face masks for covering noses and mouths properly at all time during their attendance of the AGM; and
- (3) no refreshment will be served after the AGM to avoid the coming into close contacts of participants attending the AGM.

Participants (including Shareholders or their proxies) are in addition requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the rights to deny entry into the meeting venue or require any person to leave the meeting venue so as to ensure the health and safety of the participants at the AGM.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company’s website at [www.hkbridge.com.hk](http://www.hkbridge.com.hk) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) for future announcements and updates on the AGM arrangements.

If Shareholders have any questions relating to the AGM, please contact Tricor Tengis Limited, the Branch Share Registrar and Transfer Office in Hong Kong of the Company, as follows:

Tricor Tengis Limited  
Level 54, Hopewell Centre,  
183 Queen’s Road East,  
Wanchai, Hong Kong  
Telephone: +852 2980 1333  
Facsimile: +852 2810 8185  
Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at Unit 6812–13, 68th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Monday, 22 June 2020 at 10: 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 21 to 25 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 3(a) of the Letter from the Board in this circular;
“Bye-laws”	the bye-laws of the Company, as adopted, amended or altered from time to time;
“close associate”	has the meaning ascribed to it under the Listing Rules;
“Company”	HKBridge Financial Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2323);
“core connected person”	has the meaning ascribed thereto under the Listing Rules;
“Director”	any director of the Company from time to time;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of PRC;
“Issuance Mandate”	as defined in paragraph 3(b) of the Letter from the Board in this circular;

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## DEFINITIONS

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“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 may be amended, supplemented or modified from time to time;
“PRC”	the People’s Republic of China;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the issued shares of the Company, shares forming part of the issued ordinary shares of the Company;
“Shareholder(s)” or “member(s)”	duly registered holder(s) of Share(s);
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules;
“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 in Hong Kong;
“%”	per cent.

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## LETTER FROM THE BOARD

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**港橋金融控股有限公司**

**HKBridge Financial Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2323)**

*Executive Directors:*

Mr. CHEOK Ho Fung  
Mr. SHAN Yongxin

*Non-executive Director:*

Mr. LI Yongjun (*Chairman*)

*Independent Non-executive Directors:*

Mr. NG Man Kung  
Mr. LAU Fai Lawrence  
Mr. MAK Kwok Kei

*Registered Office:*

Clarendon House, 2 Church Street,  
Hamilton HM11,  
Bermuda

*Principal Place of Business  
in Hong Kong:*

Unit 6812-13, 68th Floor  
The Center  
99 Queen's Road Central  
Hong Kong

28 April 2020

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR:  
(I) RE-ELECTION OF RETIRING DIRECTORS;  
(II) GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE NEW SHARES OF THE COMPANY;  
AND  
(III) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting to enable you to make a decision on whether to vote for or against the resolutions, among other matters, for (i) the re-election of Directors retiring at the Annual General Meeting; (ii) the granting of the Buyback Mandate to the Directors; (iii) the granting of the Issuance Mandate to the Directors and (iv) the extension of the Issuance Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Buyback Mandate.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 99 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not less than one-third, shall retire from office such that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall include any Director who wishes to retire and does not offer himself for re-election and those who have been longest in office since their last election or appointment but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Pursuant to Bye-law 102(B) of the Bye-laws, 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 following 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.

Pursuant to Bye-law 99 of the Bye-laws, Mr. Ng Man Kung (Independent non-executive Director) and Mr. Lau Fai Lawrence (Independent non-executive Director) shall retire at the Annual General Meeting.

Pursuant to Bye-law 102(B) of the Bye-laws, Mr. Shan Yongxin (executive Director) and Mr. Li Yongjun (non-executive Director) shall retire at the Annual General Meeting.

All the retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Ng Man Kung (Independent non-executive Director), Mr. Lau Fai Lawrence (Independent non-executive Director) and Mr. Mak Kwok Kei (Independent non-executive Director) had made annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and had met independence guidelines set out in Rule 3.13 of the Listing Rules, and are considered as independent.

Biographical details of the retiring Directors are set out in Appendix II (Details of retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular pursuant to Rule 13.74 of the Listing Rules.

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## LETTER FROM THE BOARD

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Any Shareholder who wishes to nominate a person to stand for election as a Director at the Annual General Meeting must lodge with the Company at the Company's principal place of business in Hong Kong at Unit 6812-13, 68th Floor, The Center, 99 Queen's Road Central, Hong Kong (For the attention of the Chairman of the Board/Company Secretary), or at the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong within the period from Tuesday, 28 April 2020 to Tuesday, 12 May 2020, both days inclusive, (i) written notice of intention to propose such a resolution, (ii) the aforesaid notice must (a) include the personal particulars of the candidate as required by Rule 13.51(2) of the Listing Rules; (b) be signed by the Shareholder concerned; (c) be signed by the candidate indicating his/her willingness to be elected as a Director; and (d) include the candidate's written consent of publishing his/her personal information.

### 3. BUYBACK AND ISSUANCE MANDATES

At the last annual general meeting of the Company held on Friday, 28 June 2019, general mandates were granted to the Directors to exercise the powers of the Company to buy back Shares and to issue new Shares respectively. The buyback mandate granted on 28 June 2019 will expire at the conclusion of the Annual General Meeting. However, up to the Latest Practicable Date, the issuance mandate granted on 28 June 2019 had not been exercised out of 441,600,000 Shares (i.e. 20% of the then issued share capital of the Company for the time being the aforesaid issuance mandate had been granted on 28 June 2019).

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

- (a) to purchase Shares on the Stock Exchange of an aggregate amount of up to 10% of the aggregate amount of the issued Shares as at the date of passing of such resolution (the "**Buyback Mandate**");
- (b) to allot, issue or deal with Shares of an aggregate amount of up to 20% of the aggregate amount of the issued Shares as at the date of passing of such resolution (the "**Issuance Mandate**"); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

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## LETTER FROM THE BOARD

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The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next following annual general meeting of the Company to be held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions nos. 5 and 6 set out in the notice of the Annual General Meeting. With reference to the Buyback Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares pursuant thereto.

Subject to the passing of the ordinary resolution no. 6 set out in the notice of the Annual General Meeting and on the basis that no further Shares would be issued prior to the Annual General Meeting, the Company would be allowed under the ordinary resolution no. 6 to issue a maximum of 441,600,000 Shares (representing 20% based on the issued shares of the Company as at the Latest Practicable Date).

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing certain information required by the Listing Rules to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I (Explanatory Statement on the Buyback Mandate) to this circular.

#### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 21 to 25 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, among other matters, (i) the re-election of retiring Directors; (ii) the granting of the Buyback Mandate to the Directors; (iii) the granting of the Issuance Mandate to the Directors and (iv) the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate.

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## LETTER FROM THE BOARD

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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 website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.hkbridge.com.hk](http://www.hkbridge.com.hk)) respectively. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and be deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority at the Company's Branch Share Registrar and Transfer Office in Hong Kong, 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 holding the Annual General Meeting (i.e. 20 June 2020 (Saturday) before 10: 00 a.m.) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting and any adjournment thereof, if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

For good corporate governance and as required by the Listing Rules, the chairman of the Annual General Meeting will demand a poll on each of the resolutions set out in the notice of the Annual General Meeting in accordance with the Bye-laws, except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative manner (as defined under the Listing Rules) to be voted on by a show of hands. On a poll, every Shareholder present in person or by proxy, or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he is the holder.

The poll voting results conducted at the Annual General Meeting will be published by an announcement to be made by the Company in accordance with the Listing Rules following the conclusion of the Annual General Meeting on the website of the Stock Exchange and the Company respectively.

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## LETTER FROM THE BOARD

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### 5. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the granting of the Buyback Mandate and the granting/extension of the Issuance Mandate are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

### 6. GENERAL

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

Yours faithfully,

**Li Yongjun**

*Chairman*

*The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable 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 Buyback Mandate.*

**1. REASONS FOR SHARE BUYBACK**

The Directors believe that the proposed granting of the Buyback Mandate is in the best interests of the Company and the Shareholders as a whole.

Buy-backs of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

**2. TOTAL ISSUED SHARES**

As at the Latest Practicable Date, the total issued Shares comprised 2,208,000,000 Shares.

Subject to the passing of the ordinary resolution no. 5 set out in the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the date of the Annual General Meeting, the Directors would be authorised under the Buyback Mandate to repurchase a maximum of 220,800,000 Shares (representing 10% of the Shares in issue as at the date of Annual General Meeting) during the period in which the Buyback Mandate remains in force.

**3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Memorandum of Association, the Bye-laws, the laws of Bermuda and/or any other applicable laws.

The Company is empowered by its Memorandum of Association and Bye-laws to repurchase Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchased by a company may only be paid out of either the capital paid up on the relevant shares, or the funds of the company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company before the shares are repurchased.

#### **4. IMPACT OF REPURCHASES**

There might be a 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 to be issued by the Company) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **5. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

In the event that the Directors exercise full power to repurchase Shares which is proposed to be granted pursuant to the Buyback Mandate, then (assuming such shareholdings as at the Latest Practicable Date otherwise remain the same) the attributable shareholding in the Company in which Eternal Glory (as defined below) is taken to have interest under the SFO would be increased to approximately 31.45% of the total number of Shares in issue. In the opinion of the Directors, such increase may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Buyback Mandate to such an extent as would result in such mandatory offer obligation arising.

**APPENDIX I****EXPLANATORY STATEMENT ON THE BUYBACK MANDATE**

As at the Latest Practicable Date, shareholding percentage of the substantial Shareholders within the meaning of Part XV of the SFO, and in the event that the Directors exercise the Buyback Mandate in full under the SFO are set out below:

Name of shareholders	Notes	Capacity	Nature of interest	Number of ordinary shares held as at the Latest Practicable Date	Percentage of Issued capital as at the Latest Practicable Date
Eternal Glory Holdings Limited (“Eternal Glory”)	(1)	Beneficial owner	Long position	624,960,000	28.30
Mr. Li Yongjun	(1)	Interests of corporation controlled	Long position	624,960,000	28.30
Ms. Liu Xinjun	(1)	Interests of corporation controlled	Long position	624,960,000	28.30
Youfu Investment Co., Ltd. (“Youfu”)	(2)	Beneficial owner	Long position	532,356,957	24.11
Mr. Sun Mingwen	(2)	Interests of corporation controlled	Long position	532,356,957	24.11
Zhisheng Enterprise Investment Co., Ltd. (“Zhisheng”)	(3)	Beneficial owner	Long position	170,097,333	7.70
Mr. Zhu Yanbin	(3)	Interests of corporation controlled	Long position	170,097,333	7.70

*Notes:*

1. On 11 July 2019, Eternal Glory purchased 360,000,000 Shares from TIAN YUAN MANGANESE LIMITED. After that, Eternal Glory became the substantial shareholder of the Company. Previously, Eternal Glory was an independent third party of the Company. On 30 March 2020, Eternal Glory purchased 264,960,000 Shares from broker. As at the latest practicable date, Eternal Glory held totalling 624,960,000 Shares, representing approximately 28.30% of the total issued Shares. Ms. Liu Xinjun is the spouse of Mr. Li Yongjun. The shares of Eternal Glory are owned as to 50% by Mr. Li Yongjun and as to 50% by Ms. Liu Xinjun. Thus, Mr. Li Yongjun and Ms. Liu Xinjun are deemed to be interested in 28.30% of the total issued Shares of the Company held by Eternal Glory under the SFO.
2. On 3 April 2020, Youfu informed the Company in writing that it disposed of a total of 264,960,000 Shares. Youfu further disposed of a total of 105,000,000 Shares on 17 April 2020. Mr. Sun Mingwen is the beneficial owner of the entire issued share capital of Youfu and is deemed to be interested in the 532,356,957 Shares held by Youfu under the SFO, representing approximately 24.11% of the total issued Shares as at the Latest Practicable Date and ceased to be a controlling Shareholder but remained as substantial shareholder of the Company after such disposal.
3. Mr. Zhu Yanbin is the beneficial owner of the entire issued share capital of Zhisheng and is deemed to be interested in the 170,097,333 Shares representing approximately 7.70% of the total issued Shares as at the Latest Practicable Date, held by Zhisheng under the SFO.

**6. GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

As at the Latest Practicable Date, the Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

**7. MARKET PRICES OF SHARES**

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

<b>Month</b>	<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
<b>2019</b>		
April	0.800	0.640
May	0.800	0.600
June	0.780	0.590
July	0.830	0.650
August	0.700	0.450
September	0.580	0.425
October	0.580	0.370
November	0.450	0.345
December	0.430	0.300
<b>2020</b>		
January	0.520	0.295
February	0.520	0.445
March	0.750	0.405
April up to the Latest Practicable Date	0.730	0.475

**8. REPURCHASES OF SHARES MADE BY THE COMPANY**

No buy-back of Shares had been made by the Company during the previous six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

*Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Bye-laws and will be proposed to be re-elected at the Annual General Meeting are provided below.*

**(1) Mr. NG Man Kung (“Mr. Ng”)**

Mr. Ng, aged 68, is an INED of the Board. He joined the Group on 22 March 2016. He is currently the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee.

Mr. Ng graduated from Hong Kong Polytechnic University with an attendance certificate in banking. Mr. Ng has been senior management in banking industry of Hong Kong for 28 years. He was appointed as the managing director and general manager of Chiyu Banking Corporation Limited in 1992 and the vice-chairman and chief executive of Chiyu Banking Corporation Limited in 2001. He retired from Chiyu Banking Corporation Limited in 2012. Mr. Ng was a member of the council of the Hong Kong Polytechnic University from 1999 to 2003 and was a member of Fujian Provincial Committee of the Chinese People’s Political Consultative Conference from 1993 to 2013. Mr. Ng served as a business consultant of China Orient Asset Management (International) Holdings Limited from January 2014 to April 2015 and a non-executive director of Roma Group Limited (HKSE Stock Code: 8072) from August 2017 to December 2017. He has been appointed as the chairman of the supervisory board of Well Link Bank in Macau since 31 March 2018.

Mr. Ng is currently the INED of Fujian Holdings Limited (HKSE stock code: 181) since June 2014, the INED of ELL Environmental Holdings Limited (HKSE Stock Code: 1395) since September 2014, the INED of Guoan International Limited (HKSE Stock Code: 143) since March 2016, the INED of Shanghai Zendai Property Limited (HKSE stock code: 755) since May 2017 and the INED of Green Future Food Hydrocolloid Marine Science Company Limited (HKSE stock code: 1084) since September 2019.

Mr. Ng had signed a letter of appointment with the Company as an INED for an initial term of three years effective from 22 March 2016. The term is renewable automatically for successive terms of three years each commencing from the next day after the expiry of the then current term of appointment, unless terminated by not less than three months’ notice in writing served by the INED or the Company expiring at the end of the initial term or at any time thereafter. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws of the Company.

Mr. Ng was entitled to a director's fee of HK\$220,000 for the Year. The director's fee payable to Mr. Ng was approved by the Board subject to the authority granted by the Shareholders to authorise the Board to fix the Directors' remuneration at the annual general meeting of the Company with reference to his duties and responsibilities with the Company and the prevailing market situation and shall be reviewed by the Remuneration Committee from time to time.

Save as disclosed above, Mr. Ng has not held any other position with the Company or other members of the Group and he has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Other than the relationship arising from being an INED, the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee, Mr. Ng does not have any relationships with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company. Mr. Ng has no interest or deemed interest and short positions in the shares or underlying shares and debentures of the Company or its associated corporations within the meaning of Part XV of the SFO, and there are no other matters concerning Mr. Ng that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to sub-paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**(2) Mr. LAU Fai Lawrence (“Mr. Lau”)**

Mr. Lau, aged 48, is an Independent non-executive Director (the “INED”) of the Board. He joined the Group on 22 March 2016. He is currently the chairman of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee.

Mr. Lau is currently a practising certified public accountant in Hong Kong and a fellow member of the Association of Chartered Certified Accountants in the UK. Mr. Lau graduated from The University of Hong Kong with a bachelor's degree in business administration in 1994 and obtained a master's degree in corporate finance from Hong Kong Polytechnic University in 2007.

Mr. Lau joined BBMG Corporation on 6 August 2008 as joint company secretary and qualified accountant. Since 26 October 2012, Mr. Lau has been serving as the company secretary of BBMG Corporation.

Before joining BBMG Corporation, Mr. Lau has served as the group financial controller and qualified accountant of Founder Holdings Limited (HKSE Stock Code: 418) and Peking University Resources (Holdings) Company Limited (HKSE Stock Code: 618), both companies listed on the Main Board of the Stock Exchange. Mr. Lau is an executive director of Future World Financial Holdings Limited (listed on the Main Board of the Stock Exchange) (HKSE Stock Code: 572). Mr. Lau is an INED of each of Artini Holdings Limited (HKSE Stock Code: 789) Titan Petrochemicals Group Limited (HKSE Stock Code: 1192) and Tenwow International Holdings Limited (in provisional liquidation) (HKSE Stock Code: 1219), all of these companies are listed on the Main Board of the Stock Exchange, respectively. Mr. Lau was an INED of Alltronics Holdings Limited (HKSE Stock Code: 833) from March 2017 to December 2018 and Winto Group (Holdings) Limited (HKSE Stock Code: 8238) from April 2019 to November 2019.

Mr. Lau has been appointed as the INED of Sinopharm Tech Holdings Limited (HKSE Stock Code: 8156) since January 2020, whose shares are listed on the GEM of the Stock Exchange and appointed as the INED of China Energin International (Holdings) Limited (HKSE Stock Code: 1185) since March 2020, whose shares are listed on the Main Board of the Stock Exchange.

Mr. Lau had signed a letter of appointment with the Company as an INED for an initial term of three years effective from 22 March 2016. The term of INED is renewable automatically for successive terms of three years each commencing from the next day after the expiry of the then current term of appointment, unless terminated by not less than three months' notice in writing served by the INED or the Company expiring at the end of the initial term or at any time thereafter. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws of the Company.

Mr. Lau was entitled to a director's fee of HK\$220,000 for the year ended 31 December 2019 (the "Year"). The director's fee payable to Mr. Lau was approved by the Board subject to the authority granted by the Shareholders to authorise the Board to fix the Directors' remuneration at the annual general meeting of the Company with reference to his duties and responsibilities with the Company and the prevailing market situation and shall be reviewed by the Remuneration Committee from time to time.

Save as disclosed above, Mr. Lau has not held any other position with the Company or other members of the Group and he has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Other than the relationship arising from being an INED, the chairman of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee, Mr. Lau does not have any relationships with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company. Mr. Lau has no interest or deemed interest and short positions in the shares or underlying shares and debentures of the Company or its associated corporations within the meaning of Part XV of the SFO, and there are no other matters concerning Mr. Lau that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to sub-paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**(3) Mr. SHAN Yongxin (“Mr. Shan”)**

Mr. Shan, aged 40, is an executive Director of the Board and a member of the Executive Committee. He joined the Group on 30 August 2019.

Mr. Shan obtained a Master’s degree in Economics from Central University of Finance and Economics, the PRC in June 2004. He was granted the qualification as a chartered financial analyst (“CFA”) by CFA Institute certified by the Occupational Skill Testing Authority of Ministry of Human Resources and Social Security of the PRC in March 2010 and was registered as a nonpracticing member of the Chinese Institute of Certified Public Accountants since September 2011.

Mr. Shan has over 15 years of working experience in corporate finance, merger and acquisition, audit consulting and financial management. From August 2004 to July 2011, Mr. Shan worked with PricewaterhouseCoopers in Beijing. He was a departmental manager prior to leaving PricewaterhouseCoopers in Beijing. Mr. Shan then served with PricewaterhouseCoopers in New Zealand during the period from August 2011 to July 2014. He was a senior manager prior to leaving PricewaterhouseCoopers in New Zealand. From December 2014 to April 2016, Mr. Shan was the finance-in-charge officer of Anbang Insurance Group (USA). During the period from April 2016 to September 2018, Mr. Shan worked with Beijing Orient Landscape & Environment Co., Ltd., whose shares are listed on the Shenzhen Stock Exchange (stock code: 002310). He had served in its various subsidiaries and was a vice-president of one of its various subsidiaries before he left. Since March 2019, Mr. Shan has been serving as the vice president of Eternal Glory Holdings Limited, a substantial Shareholder of the Company.

On 30 August 2019, the Company has entered into a service contract with Mr. Shan on his appointments as an executive Director and a member of the Executive Committee for an initial term of three years commencing from 30 August 2019. The term is renewable automatically for successive term of three years on the same terms and conditions, unless not less than thirty days' notice given by either party in writing of its decision not to renew the agreement. Such agreement may be terminated by either party by giving not less than three months' written notice to the other party. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Company's Bye-laws. His remuneration was approved by the Board subject to the authority granted by the Shareholders to authorise the Board to fix the Directors' remuneration at the annual general meeting of the Company with reference to his duties and responsibilities with the Company and the prevailing market situation and shall be reviewed by the Remuneration Committee from time to time. Under the employment agreement with Mr. Shan, he was entitled to an annual remuneration of HK\$731,000 for the period from 30 August 2019 (the date of his appointment) to 31 December 2019 (i.e. HK\$1,000,000 per annum from 30 August 2019 to 20 October 2019, and adjusted to HK\$3,000,000 per annum since 21 October 2019).

Save as disclosed above, Mr. Shan has not held any other position with the Company or other members of the Group and he has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Other than the relationship arising from being an executive Director of the Board and a member of the Executive Committee, Mr. Shan does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Shan has no interest or deemed interest and short positions in the shares, underlying shares and debentures of the Company or its associated corporations within the meaning of Part XV of the SFO, and there are no other matters concerning Mr. Shan that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to sub-paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**(4) Mr. LI Yongjun (“Mr. Li”)**

Mr. Li, aged 51, is a non-executive Director of the Board. He joined the Group on 30 August 2019.

Mr. Li obtained a degree of Executive Master of Business Administration from Cheung Kong Graduate School of Business in the PRC in September 2008. He obtained a qualification certificate as a senior engineer in the PRC in July 2001.

Mr. Li has over 20 years' working experience in enterprise strategic decision making and corporate management. He is currently the president of Yongxinhua Holding Group Co., Ltd. (together with its subsidiaries, the "**Yongxinhua Holding**"). Mr. Li founded the Yongxinhua Holding in 2003, which is an integrated and multipurpose corporation and a co-partner of United Nations Educational, Scientific and Cultural Organisation (UNESCO) in the world intangible cultural heritage industry. Its principal activities include equity investment in financial institutions, cultural industry integration and innovation development, development and construction of cultural industry park and protection of intangible cultural heritage. Since May 2018, Mr. Li has been serving as an executive director and vice chairman of the board of directors of Crown International Corporation Limited, a company whose shares are listed on the Main Board of the Stock Exchange (HKSE Stock Code: 727). Mr. Li was the chief executive officer of Crown International Corporation Limited from July 2018 to March 2019.

Mr. Li is also the Asia chairman of the Global Hope Coalition, the vice chairman of the "Belt and Road" Silk Road Planning Researching Center, the vice chairman of the China Industry University Research Collaboration Association and the vice chairman of the China Intangible Cultural Heritage Protection Association.

On 30 August 2019, the Company has entered into a service contract with Mr. Li on his appointment as a non-executive Director for an initial term of three years commencing from 30 August 2019, which is renewable automatically for successive term of three years on the same terms and conditions, unless it is terminable by either party by giving to the other one month's prior notice in writing. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Company's Bye-laws. His remuneration was approved by the Board subject to the authority granted by the Shareholders to authorize the Board to fix the Directors' remuneration at the annual general meeting of the Company with reference to his duties and responsibilities with the Company and the prevailing market situation and shall be reviewed by the Remuneration Committee from time to time. Under the employment agreement with Mr. Li, he was entitled to receive an annual remuneration of HK\$203,000 for the period from 30 August 2019 (the date of his appointment) to 31 December 2019 (i.e. HK\$600,000 per annum).

Save as disclosed above, Mr. Li has not held any other position with the Company or other members of the Group and he has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Other than the relationship arising from being a non-executive Director of the Board, Mr. Li does not have any relationships with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company. Details of Mr. Li's interest or deemed interest and short positions in the shares or underlying shares and debentures of the Company or its associated corporation within the meaning of Part XV of the SFO as at 31 December 2019 have been disclosed in this circular on page 11 under the section headed "Takeovers Code" of Appendix I (Explanatory Statement on the Buyback Mandate). There are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to sub-paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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**港橋金融控股有限公司**

**HKBridge Financial Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2323)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of HKBridge Financial Holdings Limited (the “**Company**”) will be held at Unit 6812–13, 68th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Monday, 22 June 2020 at 10:00 a.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To consider and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and Independent Auditors of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2019.
2. To re-elect the retiring directors of the Company (the “**Director(s)**”).
3. To authorise the board (“**Board**”) of Directors for fixing the remuneration of the Directors.
4. To re-appoint the retiring auditors of the Company, BDO Limited, and to authorise the Board to fix their remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares (“**Shares**”), subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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(b) the total amount of Shares to be purchased pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the total amount of Shares in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”

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

“**THAT**

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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(c) the aggregate amount of issued Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options granted under a share option scheme of the Company; and
- (iii) the awarded Shares granted under a share award scheme of the Company; and
- (iv) any scrip dividend scheme or similar arrangement for the time being adopted providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company,

shall not exceed 20% of the aggregate amount of the issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

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## NOTICE OF THE ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members 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 recognised regulatory body or any stock exchange).”

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

“**THAT** conditional upon the passing of resolutions nos. 5 and 6 set out in the notice convening this meeting, the general mandate referred to in resolution no. 6 above be and is hereby extended by the addition to the aggregate amount 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 an amount representing the aggregate amount of Shares purchased by the Company pursuant to the mandate referred to in resolution no. 5 above, provided that such amount shall not exceed 10% of the aggregate amount of the Shares in issue as at the date of passing this resolution.”

By order of the Board  
**HKBridge Financial Holdings Limited**  
**SU Zhiyang**  
*Company Secretary*

Hong Kong, 28 April 2020

*Principal Place of Business in Hong Kong:*

Unit 6812–13, 68th Floor  
The Center  
99 Queen’s Road Central  
Hong Kong

\* *The English translation of name of company or organisation in Chinese is for identification purpose only.*

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## NOTICE OF THE ANNUAL GENERAL MEETING

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*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not also be a member of the Company. A member who is the holder of two or more Shares may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, 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 that power or authority, must be deposited at the Company's Branch Share Registrar and Transfer Office in Hong Kong, 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 holding of the meeting (i.e. 20 June 2020 (Saturday) before 10: 00 a.m.) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Wednesday, 17 June 2020 to Monday, 22 June 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, 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 Tuesday, 16 June 2020.
4. In relation to the ordinary resolutions nos. 5, 6 and 7 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company pursuant to the relevant mandates.
5. Save for the resolutions proposed by the chairman of the meeting regarding the approval on the procedural and administrative matters (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("**Listing Rules**")) to be voted on by a show of hands during the meeting, any voting on the resolutions set out herein should be taken by poll at the meeting as required by the Listing Rules.
6. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website at [www.hkbridge.com.hk](http://www.hkbridge.com.hk) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) for future announcements and updates on the AGM arrangements.
7. As at the date of this notice, the Board of Directors of the Company comprises Mr. Cheok Ho Fung and Mr. Shan Yongxin being executive Directors, Mr. Li Yongjun being non-executive Director and Mr. Ng Man Kung, Mr. Lau Fai Lawrence and Mr. Mak Kwok Kei being independent non-executive Directors.

In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.