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If you have sold or transferred all your shares in First Credit Finance Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



First Credit Finance Group Limited
第一信用金融集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8215)

**(1) PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE
NEW SHARES AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at 1/F, China Building, 29 Queen's Road Central, Hong Kong, on Wednesday, 24 June 2020 at 9:00 a.m. is set out on page 17 to 22 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of GEM (www.hkgem.com) and the Company (www.fcfg.com.hk).

Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event by 9:00 a.m. on Monday, 22 June 2020, or not less than 48 hours before the time appointed for holding any adjournment of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and, in such event, the form of proxy previously submitted shall be deemed to be revoked.

Please see the section headed "SPECIAL ARRANGEMENTS AT THE ANNUAL GENERAL MEETING IN LIGHT OF COVID-19" in the "Letter from the Board" in this circular for the prevention and control measures to be implemented at the AGM to mitigate the risk of the spread of COVID-19.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of posting and on the website of the Company at www.fcfg.com.hk.

Hong Kong, 26 May 2020

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM Notice”	the notice dated 26 May 2020 convening the AGM as set out on pages 17 to 22 of this circular
“Annual General Meeting” or “AGM”	an annual general meeting of the Company convened to be held at 1/F, China Building, 29 Queen’s Road Central, Hong Kong, on Wednesday, 24 June 2020 at 9:00 a.m. and any adjournment of such meeting
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company (as amended from time to time)
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time)
“Company”	First Credit Finance Group Limited (第一信用金融集團有限公司), a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the Shares of which are listed on GEM
“COVID-19”	the novel coronavirus disease firstly found in 2019, being an infectious disease caused by severe acute respiratory syndrome coronavirus 2
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM (as amended from time to time)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional Shares during the period as set out in the Ordinary Resolution numbered 4 up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing of the Ordinary Resolution numbered 4

DEFINITIONS

“Latest Practicable Date”	20 May 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular
“Memorandum of Continuance”	the memorandum of continuance of the Company (as amended from time to time)
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as set out in the AGM Notice
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in the Ordinary Resolution numbered 5 up to a maximum of 10% of the aggregate number of issued Shares as at the date of passing of the Ordinary Resolution numbered 5
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 24 November 2011
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

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

LETTER FROM THE BOARD



First Credit Finance Group Limited
第一信用金融集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8215)

Executive Directors:

Ms. Xie Si
Mr. Wong Kai Lun
Ms. Lai Szu Yu

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent non-executive Directors:

Dr. Fung Kam Man
Mr. Wang Zhiwei
Mr. Chan Tung Tak Alain
Mr. Li Long
Mr. Choy Sze Chung Jojo

*Head office and principal place of
business in Hong Kong:*

21/F.–22/F., Fung House
19–20 Connaught Road Central
Central, Hong Kong

26 May 2020

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE
NEW SHARES AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purposes of this circular are to provide you with information in respect of the resolutions to be proposed at the AGM regarding the Issue Mandate, the Repurchase Mandate, the re-election of Directors, and to give you the AGM Notice.

2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 28 June 2019, general mandates were granted to the Directors to allot, issue or otherwise deal with additional Shares and to exercise the powers of the Company to repurchase its own Shares. Such general mandates will lapse at the conclusion of the AGM. Ordinary resolutions will therefore be proposed to seek the Shareholders' approval at the AGM to renew these general mandates to allot, issue or otherwise deal with additional Shares and to repurchase Shares.

LETTER FROM THE BOARD

Ordinary resolutions will be proposed at the AGM for granting to the Directors the Issue Mandate to allot, issue or otherwise deal with additional Shares up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing of the Ordinary Resolution numbered 4 and adding to the Issue Mandate such number of Shares representing the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate. The Issue Mandate shall be in force during the period from the date of passing of the Ordinary Resolution numbered 4 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Bye-Laws, the Companies Act or other applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

3. GENERAL MANDATE TO REPURCHASE SHARES

It will also be proposed at the AGM the Ordinary Resolution numbered 5 for granting to the Directors the Repurchase Mandate to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of issued Shares as at the date of passing of the Ordinary Resolution numbered 5. The Repurchase Mandate shall be in force during the period from the date of passing of the Ordinary Resolution numbered 5 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Bye-Laws, the Companies Act or other applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

In accordance with the requirements of the GEM 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 Ordinary Resolution numbered 5 in relation to the grant of the Repurchase Mandate. Such explanatory statement is set out in Appendix I to this circular.

LETTER FROM THE BOARD

4. RE-ELECTION OF DIRECTORS

Pursuant to 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, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. The Bye-Laws further provide that a retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself/herself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. In accordance with the above provisions of the Bye-Laws, Dr. Fung Kam Man, Mr. Chan Tung Tak Alain and Mr. Choy Sze Chung Jojo will retire from office by rotation at the AGM.

Dr. Fung Kam Man, Mr. Chan Tung Tak Alain and Mr. Choy Sze Chung Jojo, each being eligible, will offer themselves for re-election at the AGM.

The details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING AND VOTING BY POLL

The AGM Notice is set out on pages 17 to 22 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the grant and extension of the Issue Mandate, the grant of the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event by 9:00 a.m. on Monday, 22 June 2020, or not less than 48 hours before the time appointed for holding any adjournment of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and, in such event, the form of proxy previously submitted shall be deemed to be revoked.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed for registration of transfer of Shares from Friday, 19 June 2020 to Wednesday, 24 June 2020, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the AGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at the address mentioned above for registration no later than 4:30 p.m. on Thursday, 18 June 2020.

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Shareholders should note that, subject to quorum requirement, the AGM will be held as scheduled notwithstanding that any tropical cyclone warning signal is hoisted or any rainstorm warning signal is in force in Hong Kong at or before 9:00 a.m. on Wednesday, 24 June 2020. If a quorum is not present at the AGM, or with the consent of the AGM at which a quorum is present, the AGM may be adjourned in accordance with the Bye-Laws. Shareholders should make their own decision as to whether or not to attend the AGM under bad weather conditions and if the Shareholders should choose to do so, they are advised to exercise care and caution.

Pursuant to Rule 17.47(4) of the GEM 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. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

6. SPECIAL ARRANGEMENTS AT THE ANNUAL GENERAL MEETING IN LIGHT OF COVID-19

In view of the recent development of the COVID-19 and in order to safeguard the health of attendees of the AGM, the Company will implement the following prevention and control measures at the AGM to mitigate the risk of the spread of COVID-19:

- (i) compulsory body temperature check will be conducted on every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius may not be admitted to the AGM venue;
- (ii) every attendee is required to fill in and submit a health declaration form at the entrance of the AGM venue confirming, among other things, his/her names, contact details and health condition, and that he/she has not at any time in the preceding 14 days travelled, or had close contact with any person who to their best of knowledge has recently travelled, outside Hong Kong. Any person who does not comply with the aforesaid requirement may not be admitted to the AGM venue;
- (iii) every attendee will be required to wear a surgical face mask in the AGM venue and sit at a safe distance from other attendees;
- (iv) where necessary, multiple meeting rooms or partitioned areas linked with telecommunication facilities will be arranged by the Company and participants may be directed to sit in different meeting rooms to limit the number of people in each room to not exceeding fifty; and
- (v) no refreshment or drinks will be served.

Every attendee of the AGM is requested to observe and practise good personal hygiene at all times at the AGM venue. **For the health and safety of the Shareholders and other attendees of the AGM, the Company reminds all Shareholders that physical attendance in**

LETTER FROM THE BOARD

person at the AGM is not necessary for the purpose of exercising voting rights. The Company would like to encourage the Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy instead of attending the AGM in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.

7. RECOMMENDATION

The Directors consider that the grant and extension of the Issue Mandate, the grant of the Repurchase Mandate and the re-election of Directors who offer themselves for re-election are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. GENERAL INFORMATION

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

10. SUSPENSION OF TRADING

Trading in the Shares has been suspended since 24 November 2017 pursuant to the direction of the Securities and Futures Commission of Hong Kong made under Section 8(1) of the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and will remain suspended until further notice.

Yours faithfully,
For and on behalf of the Board
First Credit Finance Group Limited
Wong Kai Lun
Executive Director

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to enable you to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

A. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the grant of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. Repurchases of Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking for the grant of the Repurchase Mandate to give the Company the flexibility to repurchase Shares if and when appropriate. The number of Shares to be repurchased 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.

B. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,628,800,000 Shares.

Subject to the passing of the Ordinary Resolution numbered 5 in respect of the granting of the Repurchase Mandate and on the basis that the aggregate number of issued Shares remains unchanged on the date of the AGM, i.e. being 3,628,800,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period within which the Repurchase Mandate remains in force, an aggregate number of Shares up to a maximum of 362,880,000 Shares, representing 10% of the aggregate number of issued Shares as at the date of the AGM.

C. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Continuance, Bye-Laws, the Companies Act and the applicable laws and regulations of Bermuda. The Companies Act provides that a company may only repurchase its own shares out of capital paid up on its shares to be repurchased, or out of funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made by the company for the purpose of the repurchase. Any amount of premium payable on a repurchase over the par value of the shares may only be effected out of either funds of the company that would otherwise be available for dividend or distribution, or out of the company's share premium account. Further, such repurchase may not be made if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the company is, or after the repurchase would be, unable to pay its liabilities as they become due.

D. 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 consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2019) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed period within which the Repurchase Mandate remains in force. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

E. GENERAL

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, the Company had not been notified by any core connected persons (as defined in the GEM Listing Rules) 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 grant of the Repurchase Mandate is approved by the Shareholders.

F. TAKEOVERS CODE

Pursuant to Rule 32 of the Takeovers Code, if, on the exercise of the power of the Company to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, if a Shareholder or a group of Shareholders acting in concert (as defined under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company, such Shareholder or group of Shareholders would become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the Directors' knowledge having made all reasonable enquiries:

- (i) Mr. Ng Kam Lung Volais was interested in 1,013,040,000 Shares, representing approximately 27.92% of the total issued share capital of the Company; and
- (ii) Mr. Xiao Guoliang was interested in 1,070,400,000 Shares, representing approximately 29.50% of the total issued share capital of the Company.

In the event that the Repurchase Mandate was exercised in full and assuming that there was no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, the shareholding of Mr. Ng Kam Lung Volais and Mr. Xiao Guoliang in the Company would increase to approximately 31.02% and 32.77% respectively. In such circumstances, each of Mr. Ng Kam Lung Volais and Mr. Xiao Guoliang would become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by him.

The Directors have no intention to repurchase Shares which would result in the number of Shares held by the public being reduced to less than 25%.

G. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company in the six months preceding the Latest Practicable Date (whether on GEM or otherwise).

H. MARKET PRICES OF SHARES

Trading in the Shares has been suspended since 24 November 2017 and will continue to be suspended until further notice. The highest and lowest prices per Share at which the Shares have been traded on GEM during each of the 12 months immediately preceding the Latest Practicable Date were therefore not available.

The details of the Directors who will retire by rotation and offer themselves for re-election according to the Bye-Laws are provided below.

1. DR. FUNG KAM MAN — INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and experience**

Dr. Fung Kam Man, aged 56, was appointed as an independent non-executive Director in July 2016. Dr. Fung has obtained a bachelor's degree in business administration from the Chinese University of Hong Kong, a degree of master of science in financial management from the University of London and a degree of Doctor of Philosophy awarded by the University of Nottingham. Dr. Fung has been certified as a Project Management Professional by the Project Management Institute. He is a certified financial planner certified by the Institute of Financial Planners of Hong Kong and a certified financial planner of The Chinese Institute of Certified Financial Planners. Dr. Fung has experience of more than 26 years in the continuing education and vocational training field. Dr. Fung is currently a self-employed higher education development and quality assurance consultant. Dr. Fung was an independent non-executive director of DX.com Holdings Limited (currently known as Sino Vision Worldwide Holdings Limited) (stock code: 08086), the shares of which are listed on GEM, from 1 August 2016 to 2 November 2017.

Dr. Fung is the chairman of the remuneration committee, the compliance committee and the credit review committee as well as a member of the audit committee and the nomination committee of the Company. Save as disclosed above, Dr. Fung did not hold any other position with the Company or other members of the Group as at the Latest Practicable Date and he has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the letter of appointment signed between the Company and Dr. Fung, the current term of service of Dr. Fung is for a period of two years commencing from 18 July 2018 subject to early termination in accordance with the terms thereof. Dr. Fung's appointment is also subject to retirement and re-election provisions in accordance with the Bye-Laws.

Relationships

As far as the Directors are aware, Dr. Fung does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

Pursuant to the letter of appointment signed between the Company and Dr. Fung, Dr. Fung is currently entitled to receive a director's fee of HK\$120,000 per annum, which was determined with reference to his role, qualification, level of experience, contribution to be made by him to the Company as well as the prevailing market conditions. Dr. Fung is also eligible to participate in the Share Option Scheme.

Interest in Shares

Dr. Fung had no interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

In 2004, Dr. Fung initiated an individual voluntary arrangement at the High Court of Hong Kong in relation to his outstanding liabilities due to certain creditors. Dr. Fung had settled such liabilities through the individual voluntary arrangement by making the repayment of an aggregate amount of HK\$1.065 million and the individual voluntary arrangement was completed in 2010. Dr. Fung has confirmed that he has not been involved in any other individual voluntary arrangement or bankruptcy proceedings subsequent to the completion of the said individual voluntary arrangement.

As far as the Directors are aware, save as disclosed above, there is no information to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters concerning the re-election of Dr. Fung that need to be brought to the attention of the Shareholders.

2. MR. CHAN TUNG TAK ALAIN — INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and experience**

Mr. Chan Tung Tak Alain, aged 65, was appointed as an independent non-executive Director in August 2017. Mr. Chan obtained a bachelor of science degree (with honours) in architecture and a diploma in architecture from the Polytechnic of North London, the United Kingdom in 1979 and 1983 respectively. He held a corporate membership of the Royal Institute of British Architects, the United Kingdom from 1985 to 2014, and had been a registered member of the Architects Registration Board of the United Kingdom from 1984 to 2014, a member of the Royal Architectural Institute of Canada from 1994 to 2014 and a graduate member of the Hong Kong Institute of Architects from 1980 to 2014. Mr. Chan has over 18 years of experience in the architecture sector and had worked as an architect, senior architect or project manager in various architecture firms in London, the United Kingdom, Canada and Hong Kong from 1983 to 1999. Mr. Chan had also been an independent non-executive Director of the Company from April 2010 to June 2013.

Mr. Chan is the chairman of the nomination committee as well as a member of the audit committee, the remuneration committee, the compliance committee and the credit review committee of the Company. Save as disclosed above, Mr. Chan did not hold any other position with the Company or other members of the Group as at the Latest Practicable Date and he has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the letter of appointment signed between the Company and Mr. Chan, the current term of service of Mr. Chan is for a period of two years commencing from 24 August 2019 subject to early termination in accordance with the terms thereof. Mr. Chan's appointment is also subject to retirement and re-election provisions in accordance with the Bye-Laws.

Relationships

As far as the Directors are aware, Mr. Chan does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

Pursuant to the letter of appointment signed between the Company and Mr. Chan, Mr. Chan is currently entitled to receive a director's fee of HK\$120,000 per annum, which was determined with reference to his role, qualification, level of experience, contribution to be made by him to the Company as well as the prevailing market conditions. Mr. Chan is also eligible to participate in the Share Option Scheme.

Interest in Shares

Mr. Chan had no interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

As far as the Directors are aware, there is no information to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters concerning the re-election of Mr. Chan that need to be brought to the attention of the Shareholders.

3. MR. CHOY SZE CHUNG JOJO — INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and experience**

Mr. Choy Sze Chung Jojo, aged 61, was appointed as an independent non-executive Director in November 2017. Mr. Choy obtained a master of business administration degree from the University of Wales, Newport in 2004 and a master of business law degree from the Monash University in 2007. Mr. Choy was awarded Fellowship by Canadian Chartered Institute of Business Administration and Honorary Doctorate of Management by Lincoln University in 2019. Mr. Choy is a fellow member of each of the Institute of Financial Accountants, the Institute of Public Accountants, The Hong Kong Institute of Directors and the Institute of Compliance Officers. He is also a member of the Society of Registered Financial Planners. Mr. Choy has extensive experience in the securities industry and has worked as a responsible officer and representative in various securities companies in Hong Kong. He is currently the vice chairman and a responsible officer of National Resources Securities Limited for Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO and also the permanent honorable president and the vice chairman of the Institute of Securities Dealers Limited. Mr. Choy is currently an independent non-executive director of Luye Pharma Group Limited (stock code: 2186), Sparkle Roll Group Limited (stock code: 0970) and Zhaojin Mining Industry Company Limited (stock code: 1818), all being limited companies whose shares are listed on the Main Board of the Stock Exchange. He was an independent non-executive director of Chengdu PUTIAN Telecommunications Cable Company Limited (“**Chengdu PUTIAN**”) (stock code: 1202), a limited company whose shares are listed on the Main Board of the Stock Exchange, from February 2006 to January 2018.

Mr. Choy is the chairman of the audit committee as well as a member of the nomination committee, the remuneration committee and the compliance committee of the Company. Save as disclosed above, Mr. Choy did not hold any other position with the Company or other members of the Group as at the Latest Practicable Date and he has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the letter of appointment signed between the Company and Mr. Choy, the current term of service of Mr. Choy is for a period of two years commencing from 14 November 2019 subject to early termination in accordance with the terms thereof. Mr. Choy’s appointment is also subject to retirement and re-election provisions in accordance with the Bye-Laws.

Relationships

As far as the Directors are aware, Mr. Choy does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

Pursuant to the letter of appointment signed between the Company and Mr. Choy, Mr. Choy is currently entitled to receive a director's fee of HK\$120,000 per annum, which was determined with reference to his role, qualification, level of experience, contribution to be made by him to the Company as well as the prevailing market conditions. Mr. Choy is also eligible to participate in the Share Option Scheme.

Interest in Shares

Mr. Choy had no interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Mr. Choy was a director of Palman Limited and Very Wise Limited, each of which was a private company limited by shares incorporated in Hong Kong and was dissolved by way of deregistration of a defunct private company under section 291AA of the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong) on 6 July 2007. As confirmed by Mr. Choy, each of the above companies (i) was set up as a property investment company but had not been in operation or carried on business at the time of dissolution; (ii) had no outstanding liabilities at the time of dissolution; and (iii) so far as he was aware, the dissolution has not resulted in any liability or obligation being imposed against him.

On 5 July 2018, the Listing Committee of the Stock Exchange (“**Listing Committee**”) issued a news release (“**News Release**”) and a listing enforcement notice against Chengdu PUTIAN and a number of its then current and former directors, including Mr. Choy. According to the News Release, Chengdu PUTIAN failed to comply with the reporting, announcement, annual review and independent shareholders’ approval requirements under the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) in conducting certain continuing connected transactions. The Listing Committee considered that the directors of Chengdu PUTIAN named in the News Release failed to use their best endeavours to procure Chengdu PUTIAN’s compliance with the Listing Rules, thereby breaching their obligations under the declarations and undertakings with regard to directors given to the Stock Exchange. As Mr. Choy was at the material time an independent non-executive director and chairman of the audit committee of Chengdu PUTIAN, the Listing Committee decided, among other decisions, to censure Mr. Choy and direct him to attend and complete training on the requirements under the Listing Rules in respect of notifiable and connected transactions within 90 days from the publication of the News Release. Mr. Choy has completed such training requirements within the period specified by the Listing Committee.

As far as the Directors are aware, save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters concerning the re-election of Mr. Choy that need to be brought to the attention of the Shareholders.

NOTICE OF THE ANNUAL GENERAL MEETING



(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8215)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“AGM”) of First Credit Finance Group Limited (“**Company**”) will be held at 1/F, China Building, 29 Queen’s Road Central, Hong Kong on Wednesday, 24 June 2020 at 9:00 a.m. for the following purposes:

As ordinary business:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors of the Company for the year ended 31 December 2019.
2. To pass the following resolutions, each as a separate resolution:
 - (a) To re-elect Dr. Fung Kam Man as an independent non-executive director of the Company;
 - (b) To re-elect Mr. Chan Tung Tak Alain as an independent non-executive director of the Company;
 - (c) To re-elect Mr. Choy Sze Chung Jojo as an independent non-executive director of the Company;
 - (d) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Elite Partners CPA Limited, Certified Public Accountants, as the auditors of the Company and to authorise the board of directors of the Company to fix its remuneration.

NOTICE OF THE ANNUAL GENERAL MEETING

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

4. **“THAT**

- (a) subject to paragraphs (c) and (d) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors of the Company (**“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company (**“Shares”**) and to make or grant offers, agreements and options (including bonds, warrants, debentures or other securities convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures or other securities convertible into Shares) which might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options under the share option scheme of the Company or other similar arrangement adopted by the Company from time to time; or (iii) scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (**“Bye-Laws”**); or (iv) specific authority granted or to be granted by the shareholders of the Company (**“Shareholders”**) in general meetings, shall not exceed 20% of the aggregate number of issued Shares as at the date of passing of this resolution and the approval in paragraph (a) of this resolution shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) of this resolution shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) of this resolution as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF THE ANNUAL GENERAL MEETING

(e) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Bye-Laws, the Companies Act 1981 of Bermuda (as amended from time to time) or other applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given under this resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Company or the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (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, or the requirements of, any jurisdiction or any recognised regulatory body or any stock exchange applicable to the Company).”

5. **“THAT**

- (a) Subject to paragraphs (b) and (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and which is recognised by The Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, in accordance with all applicable laws and regulations and requirements of the Stock Exchange (or of such other stock exchange) as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this resolution and the approval in paragraph (a) of this resolution shall be limited accordingly;

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) of this resolution shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) of this resolution as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended from time to time) or other applicable laws to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given under this resolution.”
6. “**THAT** conditional upon resolutions no. 4 and no. 5 above being duly passed, the general and unconditional mandate granted to the directors of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company (“**Shares**”) pursuant to resolution no. 4 above be and is hereby extended by the addition thereto the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 5 above.”

For and on behalf of the Board
First Credit Finance Group Limited
Wong Kai Lun
Executive Director

Hong Kong, 26 May 2020

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
21/F.–22/F., Fung House,
19-20 Connaught Road Central,
Central, Hong Kong

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. A shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote on his behalf. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy needs not be a Shareholder. In order to be valid, the form of proxy must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, by 9:00 a.m. on Monday, 22 June 2020 or not less than 48 hours before the time appointed for holding any adjournment of the AGM.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof should he so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.
4. In view of the recent development of the coronavirus disease 2019 (“**COVID-19**”) and in order to safeguard the health of the attendees of the AGM, the Company will implement certain prevention and control measures at the AGM, the details of which are set out in the section headed “Special Arrangements at the Annual General Meeting in light of COVID-19” in the “Letter from the Board” of the circular of the Company dated 26 May 2020, to mitigate the risk of the spread of COVID-19.
5. **For the health and safety of the Shareholders and other attendees of the AGM, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. The Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy instead of attending the AGM in person.**
6. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed for registration of transfer of shares of the Company from Friday, 19 June 2020 to Wednesday, 24 June 2020, both days inclusive, during which no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the AGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 18 June 2020.
7. Shareholders should note that, subject to quorum requirement, the AGM will be held as scheduled notwithstanding that any tropical cyclone warning signal is hoisted or any rainstorm warning signal is in force in Hong Kong at or before 9:00 a.m. on Wednesday, 24 June 2020. If a quorum is not present at the AGM, or with the consent of the AGM at which a quorum is present, the AGM may be adjourned in accordance with the bye-laws of the Company. Shareholders should make their own decision as to whether or not to attend the AGM under bad weather conditions and if the Shareholders should choose to do so, they are advised to exercise care and caution.
8. Trading in the shares of the Company has been suspended since 24 November 2017 pursuant to the direction of the Securities and Futures Commission of Hong Kong made under Section 8(1) of the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and will remain suspended until further notice.
9. References to time and dates in this notice are to Hong Kong time and dates.

NOTICE OF THE ANNUAL GENERAL MEETING

As at the date of this notice, the board of directors of the Company comprises Ms. Xie Si, Mr. Wong Kai Lun and Ms. Lai Szu Yu as executive directors; and Dr. Fung Kam Man, Mr. Wang Zhiwei, Mr. Chan Tung Tak Alain, Mr. Li Long and Mr. Choy Sze Chung Jojo as independent non-executive directors.

This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This notice will also be published and remains on the Company’s website at www.fcfg.com.hk.