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弘達金融控股有限公司
HongDa Financial Holding Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1822)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of HongDa Financial Holding Limited (the “**Company**”) will be held at Room 1808-10, 18/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Tuesday, 23 June 2020 at 3:30 p.m. for the propose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (i) the Share Consolidation (as defined below) becoming effective; (ii) the completion of the Rights Issue (as defined below); (iii) the Grand Court of the Cayman Islands (the “**Court**”) granting an order confirming the Capital Reduction (as defined below); (iv) the compliance with any conditions which the Court may impose in relation to the Capital Reduction (as defined below); (v) the registration by the Registrar of Companies in the Cayman Islands of the order of the Court confirming the Capital Reduction (as defined below) and a minute approved by the Court containing the particulars required under the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time with respect to the Capital Reduction (as defined below); (vi) the compliance with the relevant legal procedures and requirements under the laws of Cayman Islands and the Listing Rules (as defined below) to effect the Capital Reduction (as defined below) and the Share Subdivision (as defined below); and (vii) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Adjusted Shares (as defined below) arising from the Capital Reduction (as defined below) and the Share Sub-division (as defined below), with effect from the date on which the aforesaid conditions are fulfilled (the “**Effective Date**”):

- (a) the issued and paid-up share capital of the Company be reduced (the “**Capital Reduction**”) by reducing the par value of each ordinary share of par value of HK\$0.20 of the Company (the “**Consolidated Share**”) in issue on the Effective Date from HK\$0.20 each to HK\$0.01 each by cancelling the paid-up capital to the extent of HK\$0.19 on each Consolidated Share in issue on the Effective Date so that following the Capital Reduction each such issued Consolidated Share with a par value of HK\$0.20 shall be treated as one fully paid-up ordinary share with a par value of HK\$0.01 (the “**Adjusted Share**”) in the share capital of the Company and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital thereby cancelled be made available for issue of new shares of the Company;
- (b) immediately following the Capital Reduction becoming effective, each of the then authorised but unissued Consolidated Shares with a par value of HK\$0.20 be subdivided into twenty (20) unissued Adjusted Shares with a par value of HK\$0.01 each in the share capital of the Company (the “**Share Sub-division**”);
- (c) the credits arising from the Capital Reduction shall be applied towards offsetting the accumulated deficit of the Company as at the Effective Date and the balance (if any) will be transferred to a distributable reserve account of the Company which may be utilised by the directors of the Company (the “**Directors**”) as a distributable reserve in accordance with the memorandum and articles of association of the Company and all applicable laws and rules (including the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) including, without limitation, eliminating or setting off the accumulated deficits of the Company which may arise from time to time and/or paying dividend and/or making any other distribution out of such account from time to time and all actions in relation thereto be approved, ratified and confirmed;
- (d) each of the Adjusted Shares arising from the Capital Reduction and the Share Sub-division shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company;

- (e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Share Sub-division and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reduction and the Share Sub-division;
- (f) for the purpose of this resolution,

“**Share Consolidation**” means the proposed consolidation of every twenty (20) issued and unissued existing ordinary shares of par value of HK\$0.01 each of the Company (the “**Existing Shares**”) into one (1) Consolidated Share, details of which are set out in the announcement of the Company dated 15 May 2020 in relation to the Share Consolidation and the Rights Issue (as defined below) (the “**Announcement**”); and

“**Rights Issue**” means the proposed issue by way of rights on the basis of one (1) new Consolidated Share for every five (5) Consolidated Shares in issue and held on the date by reference to which entitlements to the Rights Issue will be determined at the subscription price of HK\$0.20 each, details of which are set out in the Announcement.”

Yours faithfully
By order of the Board
HongDa Financial Holding Limited
Qiu Bin
Chairman and Executive Director

Hong Kong, 29 May 2020

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111
Cayman Islands

Head office and principal place

of business in Hong Kong:
Room 1808-10, 18/F.,
China Resources Building,
26 Harbour Road, Wan Chai,
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead. A member who is the holder of two or more Shares in the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (the “**Branch Share Registrar**”) of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the EGM (or any adjournment thereof).
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For the purpose of determining Shareholders’ entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 18 June 2020 to Tuesday, 23 June 2020 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Branch Share Registrar not later than 4:30 p.m. on Wednesday, 17 June 2020.

As at the date of this notice, the Board comprises Mr. Qiu Bin (Chairman and CEO) and Ms. Sin Pui Ying as executive Directors; Mr. Cheng Chai Fu as a non-executive Director; and Mr. Wong Yiu Kit, Ernest, Mr. Zhao Xianming, Mr. An Dong and Mr. Fung Tze Wa as independent non-executive Directors.