
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult 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 **Excalibur Global Financial Holdings Limited** (the “Company”), 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.

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

This circular, 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, 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.

**Excalibur Global Financial Holdings Limited****駿溢環球金融控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock code: 8350)**

- (1) RETIREMENT OF DIRECTORS**
(2) PROPOSED ELECTION OF DIRECTORS
(3) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES
AND
(4) NOTICE OF ANNUAL GENERAL MEETING
-

The notice convening the Annual General Meeting of the Company to be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Hong Kong on Thursday, 10 June 2021 at 3:00 p.m. is set out in this circular. This circular together with the form of proxy are also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.excalibur.com.hk).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 8 June 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy will remain on the GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of posting and on the website of the Company at www.excalibur.com.hk.

31 March 2021

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

CHARACTERISTICS OF GEM

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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

“Annual General Meeting”	the annual general meeting of the Company to be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Hong Kong on Thursday, 10 June 2021 at 3:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 16 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“close associates”	has the meaning ascribed to it under the GEM Listing Rules;
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as revised and consolidated) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
“Company”	Excalibur Global Financial Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM;
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules, and in the context of this circular, means collectively Mr. Poon and Mr. Chan;
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;
“Excalibur Global HK”	Excalibur Global Financial Group Limited (駿溢環球金融集團有限公司), formerly known as Home Great Investment Limited (亨偉投資有限公司), Excalibur Futures Limited (加利保期貨有限公司), and Excalibur Futures Limited (駿溢期貨有限公司), a company incorporated in Hong Kong on 18 November 1993 with limited liability and an indirect wholly-owned subsidiary of the Company. Excalibur Global HK is licensed with the SFC to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 5 (advising on futures contracts) regulated activities in Hong Kong, and is the principal operating subsidiary of the Company;

DEFINITIONS

“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	25 March 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Date”	12 January 2018, the date on which dealing in the Shares commenced on the Stock Exchange;
“Mr. Chan”	Mr. Chan Ying Leung, an executive Director of the Company, and one of the Controlling Shareholders;
“Mr. Poon”	Mr. Poon Kwok Wah Allan, an executive Director, chairman and chief executive officer of the Company, one of the Controlling Shareholders;
“SFC”	Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;

DEFINITIONS

“Share Issue Mandate”	the general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting;
“Share Repurchase Mandate”	the general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholders”	has the meaning ascribed to it under the GEM Listing Rules;
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time;
“%”	per cent.

LETTER FROM THE BOARD



Excalibur Global Financial Holdings Limited

駿溢環球金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8350)

Executive Directors:

Mr. Poon Kwok Wah Allan

Mr. Chan Ying Leung

Ms. Lee Mei Chun

Registered Office:

PO Box 1350, Clifton House

75 Fort Street

Grand Cayman, KY1-1108

Cayman Islands

Independent Non-executive Directors:

Mr. Chin Kam Cheung

Mr. Ang Wayne Wu-yee

Mr. Siu Miu Man, M. H.

Head Office and Principal Place of

Business in Hong Kong:

Room 2512, Cosco Tower

183 Queen's Road Central

Hong Kong

31 March 2021

To the Shareholders

Dear Sir/Madam,

(1) RETIREMENT OF DIRECTORS
(2) PROPOSED ELECTION OF DIRECTORS
(3) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the election of Directors; and (ii) the granting to the Directors of the Share Repurchase Mandate and the Share Issue Mandate to repurchase Shares and to issue Shares respectively.

LETTER FROM THE BOARD

2. RETIREMENT OF DIRECTORS

In accordance with Article 108 of the Articles of Association, Mr. Chan Ying Leung and Mr. Ang Wayne Wu-yee shall retire by rotation at the Annual General Meeting and shall be eligible for re-election at the Annual General Meeting.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting.

Mr. Chan and Mr. Ang have recently informed the Company that they will not stand for re-election at the Annual General Meeting. Mr. Chan will retire as an executive Director with effect from the conclusion of the Annual General Meeting. Mr. Ang will retire as an independent non-executive Director and also will cease to be the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company with effect from the conclusion of the Annual General Meeting. Mr. Chan and Mr. Ang have confirmed that there is no disagreement between them and the Board, and there are no matters relating to their retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

3. PROPOSED ELECTION OF DIRECTORS

Pursuant to Articles 111 and 113 of the Articles of Association, where recommended by the Board for election, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director to the Board.

In relation to items 2 and 3 as set out in the notice of the Annual General Meeting, the Board recommends Ms. Choi Ching Jennifer to be appointed as an executive Director and Mr. Lam Ka Tai to be appointed as an independent non-executive Director of the Company and relevant resolutions will be proposed at the Annual General Meeting pursuant to Articles 111 and 113 of the Articles of Association. The Company has received a written confirmation from Mr. Lam confirming his independence as an independent non-executive Director in accordance with Rule 5.09 of the GEM Listing Rules. The Company believes that Ms. Choi, with her experience in China investment and asset management and Mr. Lam, with his extensive experience in financial services, will bring valuable business experience, knowledge and professionalism to the Board.

Subject to Ms. Choi elected as Director at the Annual General Meeting, she will be an executive Director with effect from the conclusion of the Annual General Meeting. Subject to Mr. Lam elected as Director at the Annual General Meeting, he will be an independent non-executive Director and also the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company with effect from the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

The Nomination Committee has reviewed the structure and composition of the Board, the qualification, skills and experience of Ms. Choi and Mr. Lam and the independence of Mr. Lam with reference to the nomination principals and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy and has recommended to the Board on the election of Ms. Choi as an executive Director and Mr. Lam as an independent non-executive Director at the Annual General Meeting to fill the casual vacancy of the Board.

In view of the qualification, knowledge and experience possessed by Ms. Choi and Mr. Lam, the Board accepted the nomination from the Nomination Committee.

Details of Ms. Choi and Mr. Lam are set out in Appendix I to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

On 11 June 2020, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to repurchase and issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 80,000,000 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting);
- (b) the granting of the Share Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting (i.e. a total of 160,000,000 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting); and
- (c) extension of the Share Issue Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

Each of the Share Repurchase Mandate and Share Issue Mandate, if granted, will continue in force until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date on which the Share Repurchase Mandate or the Share Issue Mandate, as the case may be, is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earlier.

LETTER FROM THE BOARD

With reference to the Share Repurchase Mandate and Share Issue Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 13 to 16 of this circular.

Pursuant to the GEM Listing Rules and the Articles of Association, any vote of shareholders at a general meeting must be taken by poll. An announcement on the poll results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.excalibur.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 8 June 2021) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

6. RECOMMENDATION

The Directors consider that the proposed election of Directors and granting of the Share Repurchase Mandate and the Share Issue Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Excalibur Global Financial Holdings Limited
Poon Kwok Wah Allan
Chairman

The following are details of the candidates who are recommended by the Board for election as Directors at the Annual General Meeting:

(1) Ms. CHOI Ching Jennifer – Proposed Executive Director

Ms. Choi Ching Jennifer (蔡靜), aged 29, was employed by W&W Wealth Management Limited from May 2015 to January 2021 with the last position as a Vice President (investment marketing and communications). She has been involved in China investment and asset management process and was responsible for analysing investments including equities and identifying and analysing potential market risks and opportunities. She also provided guidance on establishing and promoting investment, funds, money lending and securities business in China market.

Ms. Choi obtained her Bachelor of Arts (Honours) degree in Public Relations and Advertising from Hong Kong Baptist University in November 2014.

Ms. Choi will enter into a service agreement with the Company for an initial term of 3 years commencing on 10 June 2021, renewable but subject to the articles of association of the Company and the GEM Listing Rules and/or other applicable laws and regulations, unless terminated by not less than 3 months' notice in writing served by either party. She is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Ms. Choi is entitled to an annual salary of HK\$120,000 under the service agreement, subject to annual review at a rate to be determined by the Remuneration Committee of the Company. Ms. Choi may be entitled to a discretionary bonus in respect of each financial year of the Company in an amount to be determined by the Board with reference to the operating results of the Group and her performance.

Save as disclosed above, as at the Latest Practicable Date, to the best knowledge, information and belief of the Board having made reasonable enquiries, Ms. Choi (i) does not have any interest in the shares or underlying shares of the Company or its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) does not have any other major appointments or professional qualifications; (iii) has not held any directorship in any other listed companies in Hong Kong or overseas in the past three years; and (iv) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters or information relating to the appointment of Ms. Choi that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed by the Company pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

(2) Mr. LAM Ka Tai – Proposed Independent Non-Executive Director

Mr. Lam Ka Tai (林家泰), aged 64, was the Chief Strategy Officer of AMTD Group from October 2017 to December 2019. Prior to joining AMTD Group, he worked in the Government of the Hong Kong Special Administrative Region for the period from May 1987 to November 2017 with the last position as an Assistant Commissioner of Insurance (General Business), and Ernst and Young for the period from July 1980 to May 1987 with the last position as an Assistant Manager. Mr. Lam has extensive experience in financial services.

Mr. Lam is a Fellow of the Hong Kong Institute of Certified Public Accountants, Fellow of the Association of Chartered Certified Accountants (UK) and Fellow of the Chartered Insurance Institute (UK). He also obtained an Executive Master of Business Administration from the Chinese University of Hong Kong in 2000.

Mr. Lam will enter into a letter of appointment with the Company for an initial term of 3 years commencing on 10 June 2021, unless terminated by not less than 1 month's notice in writing served by either party. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. The annual remuneration of Mr. Lam under the letter of appointment is HK\$120,000 as determined by the Board with reference to his experience and qualifications and will be subject to annual review at a rate to be determined by the Remuneration Committee of the Company.

Save as disclosed above, as at the Latest Practicable Date, to the best knowledge, information and belief of the Board having made reasonable enquiries, Mr. Lam (i) does not have any interest in the shares or underlying shares of the Company or its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) does not have any other major appointments or professional qualifications; (iii) has not held any directorship in any other listed companies in Hong Kong or overseas in the past three years; and (iv) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters or information relating to the appointment of Mr. Lam that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed by the Company pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

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

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 80,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchase 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 and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

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 2020) in the event that the Share Repurchase 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 Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

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

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
March 2020	0.195	0.142
April 2020	0.149	0.112
May 2020	0.130	0.110
June 2020	0.135	0.112
July 2020	0.179	0.120
August 2020	0.195	0.130
September 2020	0.189	0.150
October 2020	0.180	0.135
November 2020	0.165	0.120
December 2020	0.160	0.125
January 2021	0.160	0.120
February 2021	0.230	0.118
March 2021 (<i>up to the Latest Practicable Date</i>)	0.240	0.216

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor 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 Share Repurchase Mandate is approved by the Shareholders.

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 Share Repurchase Mandate is approved by the Shareholders.

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

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share 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, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Mr. Poon Kwok Wah Allan and Mr. Chan Ying Leung, being the Controlling Shareholders who are taken as parties acting in concert, were interested in 559,504,000 Shares representing approximately 69.94% of the total issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate (if the shareholdings of Mr. Poon and Mr. Chan in the Company and the capital structure of the Company otherwise remain the same), the interests of Mr. Poon and Mr. Chan would be increased to approximately 77.71% of the total issued share capital of the Company. The Directors are not aware of any consequence which will arise under the Takeovers Code as a consequence of any repurchase to be made under the Share Repurchase Mandate.

The Directors do not propose or intend to repurchase any shares which will result in the number of Shares held by the public being reduced to less than 25% of the total issued Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



Excalibur Global Financial Holdings Limited

駿溢環球金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8350)

Notice is hereby given that an annual general meeting of Excalibur Global Financial Holdings Limited (the “**Company**”) will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Hong Kong on Thursday, 10 June 2021 at 3:00 p.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 December 2020.
2. To elect Ms. Choi Ching Jennifer as an executive director of the Company.
3. To elect Mr. Lam Ka Tai as an independent non-executive director of the Company.
4. To authorise the board of directors of the Company to fix the remuneration of directors of the Company.
5. To re-appoint Asian Alliance (HK) CPA Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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

“THAT:

- (a) subject to paragraph (b) of this resolution, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company on the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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

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

“**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board
Excalibur Global Financial Holdings Limited
Poon Kwok Wah Allan
Chairman

Hong Kong, 31 March 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Company’s Articles of Association. The results of the poll will be published on the website of Hong Kong Exchanges and Clearing Limited and of the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy (who must be an individual) to attend and vote instead of him. A proxy need not be a shareholder of the Company. 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.
3. In order to be valid, the 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 of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 3:00 p.m. on Tuesday, 8 June 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder 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.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Friday, 4 June 2021 to Thursday, 10 June 2021, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 3 June 2021.
5. References to time and dates in this notice are to Hong Kong time and dates.
6. **Precautionary measures for the Annual General Meeting**

In view of the COVID-19 situation, and to better protect the safety and health of the Shareholders and other participants attending the Annual General Meeting, the Company will implement the following precautionary measures at the Annual General Meeting venue:

- Every attendee will be required to wear a surgical face mask throughout the Annual General Meeting.
- All attendees will be required to undergo a temperature check and sign a health declaration form before entering the Annual General Meeting venue.
- Any person who has a fever or exhibiting flu-like symptoms or is subject to any Hong Kong Government prescribed quarantine will not be given access to the Annual General Meeting venue.
- Any person who has and/or his/her family members has travelled outside of Hong Kong within the 21-day period immediately before the Annual General Meeting may be denied entry into the Annual General Meeting venue.
- No distribution of corporate gift and no refreshment will be served at the Annual General Meeting.
- Seating at the Annual General Meeting venue will be arranged in a manner to allow for appropriate social distancing. The Company will limit the number of attendees at the Annual General Meeting as may be necessary to avoid over-crowding according to the requirements regarding group gatherings as set by the Hong Kong Government from time to time.

Shareholders who prefer not to attend or are restricted from attending the Annual General Meeting, may still vote by appointing the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting.

The Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to Shareholders and others attending the Annual General Meeting.