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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in CEFC Hong Kong Financial Investment Company Limited (the “**Company**”), you should at once hand this circular together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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.

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### **CEFC Hong Kong Financial Investment Company Limited**

**香港華信金融投資有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1520)**

#### **PROPOSAL FOR**

**(I) GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND  
REPURCHASE SHARES;**

**(II) RE-ELECTION OF DIRECTORS; AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at Room 706, 7/F., Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong on Thursday, 27 May 2021 at 11:00 a.m., in the event that a black rainstorm warning is issued, or No. 8 signal or above is hoisted, or “extreme conditions” are announced by the HKSAR Government at or any time between 9:00 a.m. and 11:00 a.m. or remain in force in Hong Kong, at the same time and place on the second Business Day after 27 May 2021 or any adjournment thereof, is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

23 April 2021

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 706, 7/F., Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong on Thursday, 27 May 2021 at 11:00 a.m., or in the event that a black rainstorm warning is issued, or No. 8 signal or above is hoisted, or “extreme conditions” are announced by the HKSAR Government at or any time between 9:00 a.m. and 11:00 a.m. or remain in force in Hong Kong, at the same time and place on the second Business Day after 27 May 2021 or any adjournment thereof, a notice of which is set out on pages 16 to 20 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Business Day”	any day (excluding Saturday and Sunday) on which no black rainstorm warning is issued, no No. 8 signal or above is hoisted, and no “extreme conditions” are announced by the HKSAR Government at or any time between 9:00 a.m. and 11:00 a.m. or remain in force in Hong Kong; and on which banks in Hong Kong are generally open for business
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	CEFC Hong Kong Financial Investment Company Limited, a company incorporated in the Cayman Islands, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSAR”	the Hong Kong Special Administrative Region of the PRC
“HKSAR Government”	the Government of the HKSAR

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares up to 20% of the total number of the issued shares of the Company as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	19 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase the Shares not exceeding 10% of the total number of the issued shares of the Company as at the date of passing of the relevant resolution at the AGM
“SFO”	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
“Share Option Scheme”	the share option scheme adopted by the Company on 22 November 2013
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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## LETTER FROM THE BOARD

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### **CEFC Hong Kong Financial Investment Company Limited** **香港華信金融投資有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1520)**

*Executive Directors:*

Ms. TIN Yat Yu Carol (*Chairman*)

Mr. CHEUNG Ka Lung

*Independent non-executive Directors:*

Mr. TANG Shu Pui Simon

Mr. HON Ming Sang

Ms. LO Wing Sze JP

*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 706, 7/F., Capital Centre

151 Gloucester Road

Wanchai

Hong Kong

23 April 2021

*To the Shareholders*

Dear Sir or Madam,

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

#### **1. INTRODUCTION**

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM which include, among other matters, the approval of the (i) grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) re-election of the Directors; and to give you notice of the AGM.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 20 May 2020, the Directors were granted a general mandate to allot, issue and deal with additional Shares and a general mandate to repurchase Shares. These mandates will expire at the conclusion of the AGM. At the AGM, among other businesses, resolutions will be proposed to grant the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors.

The Directors believe that the renewal of these mandates is in the interests of the Company and the Shareholders as a whole.

Accordingly, the following ordinary resolutions will be proposed at the AGM for the Shareholders to consider and approve:—

- (a) the granting of the Issue Mandate (resolution numbered 4) so that the Directors will be able to allot, issue and deal with additional Shares up to 20% of the total number of the issued shares of the Company as at the date of the AGM;
- (b) the granting of the Repurchase Mandate (resolution numbered 5) so that the Directors are authorised to purchase Shares on the Stock Exchange up to 10% of the total number of the issued shares of the Company as at the date of the AGM; and
- (c) the granting of the Extension Mandate (resolution numbered 6) so that any Shares repurchased under the Repurchase Mandate will be added to the total number of shares, which may be allotted and issued under the Issue Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the end of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and (c) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Subject to the passing of the proposed resolution for the grant of the Issue Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of AGM, the Directors will be authorised to issue up to a maximum of 338,000,000 Shares pursuant to the Issue Mandate based on 1,690,000,000 Shares in issue as at the Latest Practicable Date.

An explanatory statement, giving certain information regarding the Repurchase Mandate, is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 3. RE-ELECTION OF DIRECTORS

In accordance with article 84 of the Articles, the following persons shall retire by rotation at the AGM and, being eligible, offer themselves for re-election as Directors at the AGM:–

***Independent non-executive Executive Directors:***

Mr. TANG Shu Pui Simon

Mr. HON Ming Sang

In accordance with Article 83 of the Articles, the following person shall hold the office of Director until the AGM and, being eligible, offer herself for re-election as Director at the AGM:–

***Independent non-executive Director:***

Ms. LO Wing Sze *JP*

#### **Recommendation of the Nomination Committee**

On 31 March 2021, the Nomination Committee of the Company (the “**Nomination Committee**”) having reviewed the Board’s composition with reference to the nomination policy (the “**Nomination Policy**”) laid down by the Board, nominated Mr. TANG Shu Pui Simon, Mr. HON Ming Sang and Ms. LO Wing Sze *JP* to the Board for it to recommend to Shareholders for re-election at the AGM. The Nomination Committee was satisfied with the independence of Mr. TANG Shu Pui Simon, Mr. HON Ming Sang and Ms. LO Wing Sze *JP* with reference to the criteria as set out under Rule 3.13 of the Listing Rules.

Mr. TANG Shu Pui Simon and Mr. HON Ming Sang, who are members of the Nomination Committee, abstained from discussing and voting on the nomination when they were being considered. The nominations were made in accordance with the Nomination Policy and the diversity aspects (including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge), as set out under the board diversity policy, were considered.

On 31 March 2021, the Board accepted Nomination Committee’s nominations and recommended them to stand for re-election by Shareholders at the AGM. The Board considers that the re-election of above-named Directors is in the best interests of the Company and Shareholders as a whole. Mr. TANG Shu Pui Simon, Mr. HON Ming Sang and Ms. LO Wing Sze *JP* abstained from discussion and voting at the Board meeting regarding their respective nominations.

Brief biographical details of the above retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 4. AGM

The notice of AGM is set out on pages 16 to 20 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

At the AGM, resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors and the re-election of Directors by way of poll. An announcement on the poll results will be published by the Company after the AGM.

None of the Shareholders is required to abstain from voting to approve any of the resolutions to be proposed at the AGM.

A form of proxy for the AGM is despatched to the Shareholders with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and, in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. 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, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

### 5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 24 May 2021 to Thursday, 27 May 2021 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the AGM, all duly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, 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 Friday, 21 May 2021.

### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.



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## LETTER FROM THE BOARD

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### 7. RECOMMENDATION

The Directors (including independent non-executive Directors) are of the opinion that all the proposed resolutions are in the best interests of the Company and the Shareholders as a whole and so recommend you to vote in favour of all the resolutions to be proposed at the AGM.

In view of the ongoing public health risk posed by the novel coronavirus disease known as COVID-19 and recent requirements for prevention and control of its spread by the HKSAR Government, Shareholders may consider to exercise their voting rights by appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person. Shareholders who choose to do so should take action as soon as possible to ensure the proxy instructions reach the Company's branch share registrar and transfer office in Hong Kong not less than 48 hours before the time fixed for holding the AGM.

Your faithfully,  
By order of the Board  
**CEFC Hong Kong Financial Investment Company Limited**  
**Tin Yat Yu Carol**  
*Chairman and Executive Director*

*This Appendix serves as an explanatory statement, as required by rule 10.06(1)(b) of the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.*

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 1,690,000,000 Shares in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 169,000,000 Shares.

## **3. REASONS OF THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchase may, depending on 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 repurchase will benefit the Company and the Shareholders as a whole.

## **4. SOURCE OF FUNDS**

Repurchase made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company shall not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the company may only be made out of profits of the company or out of the proceeds of a fresh issue of shares of the company made for the purpose, or out of capital on if immediately following the date on which the payment out of capital is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. Any premium payable on a purchase over the par value of the shares of the company to be purchased must be provided for out of profits of the company or out of the company's share premium account.

## 5. IMPACT OF THE REPURCHASE

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2020, being the date of its latest published audited consolidated financial statements. However, the Directors do not intend to make any repurchase to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## 6. THE TAKEOVERS CODE

If a shareholder's proportionate interest in the voting rights of the company increases on the company exercising its powers to repurchase shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). As a result, a shareholder or a group of shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the company and becomes 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 of the Directors, (i) the controlling Shareholder, New Seres CEFC Investment Fund LP (*in liquidation*) ("**New Seres**") is beneficially interested in 860,120,000 Shares representing approximately 50.89% of the issued share capital of the Company. In the event that the Directors exercised in full the power under the Repurchase Mandate to repurchase Shares, the interest of New Seres in the issued Shares will be increased to approximately 56.55% and such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code; and (ii) the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

**7. SHARE PRICES**

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

	<b>Price per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
April	0.080	0.070
May	0.098	0.065
June	0.125	0.074
July	0.100	0.069
August	0.180	0.090
September	0.170	0.140
October	0.161	0.090
November	0.149	0.102
December	0.105	0.080
<b>2021</b>		
January	0.108	0.080
February	0.250	0.098
March	0.230	0.190
April (up to the Latest Practicable Date)	0.212	0.150

**8. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the previous six months immediately preceding the Latest Practicable Date.

**9. THE DIRECTORS, THEIR ASSOCIATES AND THE CONNECTED PERSON OF THE COMPANY**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM and exercised.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has present intention to sell any Shares to the Company or its subsidiaries nor has any such core connected person undertaken not to do so in the event that the Repurchase Mandate is granted.

**10. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

*Brief biographical details of the Directors eligible for re-election at the AGM are set out below.*

**INDEPENDENT NON-EXECUTIVE DIRECTOR:**

**Mr. TANG Shu Pui Simon**

***Qualifications and experience***

Mr. TANG Shu Pui Simon, aged 56, was appointed as an independent non-executive director of the Company on 22 August 2016. He is the chairman of the Remuneration Committee, a member of the Audit Committee, a member of the Nomination Committee and also a member of the Corporate Governance Committee of the Company.

Mr. Tang is a practising solicitor and an accredited mediator with the Hong Kong International Arbitration Centre. He is a partner of P. C. Woo & Co., a firm of solicitors with over 70 years of service in Hong Kong.

Mr. Tang is a member of the Panel member of the Insurance Appeals Tribunal, honorary legal advisor of the General Agents and Managers Association of Hong Kong, founding member and vice president of the Hong Kong Institute Patent Attorneys, honorary senior legal adviser of the Hong Kong Brands Protection Alliance, founding member, board member and honorary legal counsel of the Hong Kong-ASEAN Economic Cooperation Foundation, member of the Standing Committee on Standards and Development of the Law Society of Hong Kong, member of the Sichuan Committee of The Chinese People's Political Consultative Conference, honorary legal advisor of the Kitchee Foundation Limited, Executive Board Member of Hong Kong Air Cadet Corps, fellow member of the Hong Kong Institute of Directors, board member of Monte Jade Science and Technology Association of Hong Kong and member of Disciplinary Panel A of the Hong Kong Institute of Certified Public Accountants.

Mr. Tang was first appointed as an independent non-executive director of the Company on 22 November 2013. He retired on 3 December 2015 in order to devote more time for his other personal pursuits. He was re-appointed as an independent non-executive director of the Company on 22 August 2016.

***Interests in Shares***

As at the Latest Practicable Date, 5,000,000 Shares are held by Mr. Tang within the meaning of Part XV of the SFO.

***Others***

Mr. Tang entered into a letter of appointment with the Company for a term of three years commencing on 22 August 2016. He is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles. He is entitled to a monthly director's fee of HK\$20,000 which is determined with reference to his duties and responsibilities with the Company. The Remuneration Committee will review his salary and then make recommendation to the Board.

Save as disclosed above, Mr. Tang does not have any relationship with any existing Directors, senior management of the Company, substantial Shareholders or controlling Shareholders. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Tang that is required to be disclosed pursuant to any of the requirement of rules 13.51(2) of the Listing Rules.

**INDEPENDENT NON-EXECUTIVE DIRECTOR:****Mr. HON Ming Sang*****Qualifications and experience***

Mr. HON Ming Sang, aged 42, was appointed as an independent non-executive director of the Company on 2 November 2016. He is the chairman of the Audit Committee, a member of the Remuneration Committee, a member of the Nomination Committee and also a member of the Corporate Governance Committee of the Company.

Mr. Hon obtained an honor degree of Professional Accountancy in the School of Accountancy from The Chinese University of Hong Kong. He is a CFA charterholder. He is also a member of The Hong Kong Society of Financial Analysts, a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, an associate member of The Hong Kong Institute of Chartered Secretaries and an associate member of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators).

Mr. Hon has previously worked in an international audit firm and has over 12 years of working experience in listed companies and financial institutions. He has extensive experience in corporate finance, merger and acquisition, investment and financial management and compliance services.

Mr. Hon is currently an executive director and company secretary of SFund International Holdings Limited, a company whose shares are listed on the Stock Exchange (stock code: 1367.HK).

On 24 June 2020, Mr. Hon has been appointed as an independent non-executive director of Finsoft Financial Investment Holdings Limited, a company whose shares are listed on the GEM of the Stock Exchange (stock code: 8018.HK). On 6 November 2020, Mr. Hon has been appointed as an independent non-executive director of Asia Energy Logistics Group Limited, a company whose shares are listed on the Stock Exchange (stock code: 351.HK).

### ***Interests in Shares***

As at the Latest Practicable Date, Mr. Hon did not have any interest in the Shares within the meaning of Part XV of the SFO.

### ***Others***

The Company has entered into a letter of appointment with Mr. Hon for a term of three years commencing from 2 November 2016, subject to early termination by not less than one month's notice in writing served by either party, retirement and re-election at the annual general meetings of the Company in accordance with the Articles. He is entitled to a monthly director's fee of HK\$20,000, which is determined with reference to his duties and responsibilities with the Company. The Remuneration Committee will review his director's fee and then make recommendation to the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Hon, (i) does not have any relationship with any existing Directors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (ii) has not held any directorship in other public listed companies in the past three years.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Hon, that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

## **INDEPENDENT NON-EXECUTIVE DIRECTOR:**

### **Ms. LO Wing Sze JP**

#### ***Qualifications and experience***

Ms. LO Wing Sze JP, aged 49, was appointed as an independent non-executive director of the Company on 22 January 2021. She is a member of the Audit Committee of the Company.

Ms. Lo obtained a degree of Bachelor of Economics from the University of Sydney in Australia in 1995 and obtained a degree of Master of Commerce in Finance from the University of New South Wales in Australia in 1997.



Ms. Lo is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of CPA Australia. Ms. Lo has been the financial director of Million Tour Limited since 1999.

Ms. Lo was appointed as a Justice of the Peace in June 2017 and awarded the Bronze Bauhinia Star in October 2020 by the HKSAR Government respectively. She has been an Honorary Court Member of Lingnan University since June 2020. She has been a member of HKSAR Advisory Committee on Admission of Quality Migrants and Professionals since July 2018, a member of HKSAR Museum Advisory Committee since October 2016, a member of HKSAR Social Welfare Advisory Committee since December 2015 and a co-opted member of the finance and management working group of HKSAR Chinese Temples Committee since October 2015. Ms. Lo served as a council member of Lingnan University from October 2015 to September 2019 and was appointed as the treasurer of the council of Lingnan University from November 2018 to September 2019. She was an award council member of the Hong Kong Award for Young People from February 2014 to January 2018 and a member of HKSAR Non-local Higher and Professional Education Appeal Board from December 2016 to December 2019.

On 21 August 2020, Ms. Lo has been appointed as an independent non-executive director of Finsoft Financial Investment Holdings Limited, a company whose shares are listed on the GEM of the Stock Exchange (stock code: 8018.HK).

### ***Interests in Shares***

As at the Latest Practicable Date, Ms. Lo did not have any interest in the Shares within the meaning of Part XV of the SFO.

### ***Others***

The Company has entered into a letter of appointment with Ms. Lo for a term of three years commencing from 22 January 2021, subject to early termination by not less than one month's notice in writing served by either party, retirement and re-election at the annual general meetings of the Company in accordance with the Articles. She is entitled to a monthly director's fee of HK\$20,000, which is determined with reference to her duties and responsibilities with the Company. The Remuneration Committee will review her director's fee and then make recommendation to the Board.

Save as disclosed above, as at the Latest Practicable Date, Ms. Lo, (i) does not have any relationship with any existing Directors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (ii) has not held any directorship in other public listed companies in the past three years.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Ms. Lo, that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### CEFC Hong Kong Financial Investment Company Limited 香港華信金融投資有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1520)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of CEFC Hong Kong Financial Investment Company Limited (the “**Company**”) will be held at Room 706, 7/F., Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong on Thursday, 27 May 2021 at 11:00 a.m., or in the event that a black rainstorm warning is issued, or No. 8 signal or above is hoisted, or “extreme conditions” are announced by the HKSAR Government at or any time between 9:00 a.m. and 11:00 a.m. or remain in force in Hong Kong, at the same time and place on the second Business Day (as defined in Note 1 below) after 27 May 2021 or any adjournment to consider and, if thought fit, transact the following ordinary businesses:

1. to receive the audited consolidated financial statements of the Company and its subsidiaries (the “**Group**”) and the reports of the directors (the “**Directors**”) of the Company and the auditor of the Company (the “**Auditor**”) for the year ended 31 December 2020;
2.
  - 2.1 each as a separate resolution, to re-elect the following Directors:
    - 2.1.1 Mr. TANG Shu Pui Simon as an independent non-executive Director;
    - 2.1.2 Mr. HON Ming Sang as an independent non-executive Director;
    - 2.1.3 Ms. LO Wing Sze *JP* as an independent non-executive Director;
  - 2.2 to authorise the board of Directors (the “**Board**”) to fix the Directors’ remunerations;

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3. to re-appoint BDO Limited as the Auditor and to authorise the Board to fix its remuneration; and

as special businesses, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

### ORDINARY RESOLUTIONS

4. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of Company to allot, issue and deal with the unissued shares of HK\$0.01 each (each, the “**Share**”) in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the total number of the shares of the Company allotted and issued or agreed conditionally to be allotted and issued (whether pursuant to Share options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any share options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for all allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed 20% of the total number of the issued shares of the Company as at the date of the passing of this resolution; and

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- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company (the “**Next AGM**”);
- (ii) the expiration of the period within which the Next AGM is required by the Articles or the applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”) in general meeting revoking or varying the authority given to the Directors by 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 Directors to Shareholders on the register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligation under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong). ”.

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of the issued shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval on paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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(c) for the purposes of this resolution:

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

- (i) the conclusion of the Next AGM;
- (ii) the expiration of the period within which the Next AGM is required by the Articles or the applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and is hereby extended by the addition to the total number of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the total number of the issued shares of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

By order of the Board  
**CEFC Hong Kong Financial Investment Company Limited**  
**Tin Yat Yu Carol**  
*Chairman & Executive Director*

Hong Kong, 23 April 2021

As at the date hereof, the Board comprised the following Directors:

*Executive Directors*

Ms. TIN Yat Yu Carol (*Chairman*)  
Mr. CHEUNG Ka Lung

*Independent non-executive Directors*

Mr. TANG Shu Pui Simon  
Mr. HON Ming Sang  
Ms. LO Wing Sze *JP*

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

Room 706, 7/F., Capital Centre  
151 Gloucester Road  
Wanchai  
Hong Kong

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*Notes:*

1. Business Day means any day (excluding Saturday and Sunday) on which no black rainstorm warning is issued, no No. 8 signal or above is hoisted, and no “extreme conditions” are announced by the HKSAR Government at or any time between 9:00 a.m. and 11:00 a.m. or remain in force in Hong Kong; and on which banks in Hong Kong are generally open for business. In the event that a black rainstorm warning is issued, or No. 8 signal or above is hoisted, or “extreme conditions” are announced by the HKSAR Government at or any time between 9:00 a.m. and 11:00 a.m. or remain in force in Hong Kong, the AGM will not be held on that day but will be held at the same time and place on the second Business Day after 27 May 2021 or any adjournment thereof.
2. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company’s website for future announcements and updates on the AGM arrangements.
3. For ascertaining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 24 May 2021 to Thursday, 27 May 2021 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the AGM, all duly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, 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 Friday, 21 May 2021.
4. Any Shareholders entitled to attend and vote at the AGM is entitled to appoint one or, if he/she is the holder of two or more Shares, more than one proxy to attend and vote on his/her behalf in accordance with the Articles. A proxy need not be a Shareholder.
5. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in any event not later than 11:00 a.m. on Tuesday, 25 May 2021.
6. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof and in such case, the form of proxy previously submitted shall be deemed to be revoked.
7. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto if more than one of such joint holders are present at the AGM, 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. For this purpose, seniority shall be determined by the order in which the names stand first in the Register of Shareholders in respect of the joint holding.