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**BISON FINANCE GROUP LIMITED**

**貝森金融集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 888)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of Bison Finance Group Limited (the “**Company**”) will be held at Novotel Century Hong Kong, Plaza 1–2, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 25 June 2021 at 10:30 a.m. for the following purposes:

1. to receive and consider the Audited Financial Statements, the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2020.
2. (A) each as a separate resolution, to re-elect the following retiring directors of the Company (the “**Directors**”):
  - (i) Dr. MA Weihua;
  - (ii) Mr. SUN Lei; and
  - (iii) Mr. CHEN Yigong;
- (B) to authorise the board of Directors (the “**Board**”) to fix the remuneration of Directors.
3. to re-appoint Ernst & Young as the auditor of the Company and to authorise the Board to fix their remuneration.

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

### ORDINARY RESOLUTIONS

4. (A) “**THAT:**

- (i) subject to paragraphs (iii), (iv) and (v) of this Resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional (i) shares in the capital of the Company (the “**Shares**”); (ii) securities convertible into Shares; or (iii) options, warrants or similar rights to subscribe for any Shares or such convertible securities, and to make or grant offers, agreements and options which might require such securities to be issued, allotted or disposed of, in exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers to allot, issue or dispose of such securities as referred to in paragraph (i) of this Resolution after the expiry of the Relevant Period and to make such allotment, issue and disposal under such offers, agreements and options;
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this Resolution, otherwise than pursuant to:
  - (a) a Rights Issue (as hereinafter defined); or
  - (b) an issue of Shares upon the exercise of the subscription rights or conversion rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire Shares or any securities of the Company which are convertible into Shares; or
  - (c) any scrip dividend scheme or similar arrangement providing for issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the Bye-laws of the Company;

shall not exceed 20 per cent of the total number of issued Shares as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

- (iv) the Company may not issue securities convertible into new shares of the Company for cash consideration unless the initial conversion price is not lower than the benchmarked price (as hereinafter defined) of the Shares at the time of the placing, and the Company may not issue warrants, options or similar rights to subscribe for (i) any new shares of the Company or (ii) any securities convertible into new shares of the Company, for cash consideration;
- (v) if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (i) of this Resolution as may be extended by Resolution no. 4(C) set out in the notice convening the Annual General Meeting is so passed, as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same, and such maximum number of Shares, and powers granted under such approval, shall be adjusted to such extent accordingly;
- (vi) for the purposes of this Resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the laws of Bermuda or any applicable laws to be held; and
- (c) the time when such mandate is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting.

**“benchmarked price”** means the higher of (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (iii) the date on which the placing or subscription price is fixed.

**“Rights Issue”** means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(ii) **“THAT:**

- (i) subject to paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of Shares which the Company is authorised to buy back pursuant to the approval in paragraph (i) of this Resolution during the Relevant Period shall not exceed 10 per cent of the total number of issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (i) of this Resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be bought back pursuant to the approval in paragraph (i) of this Resolution as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same, and such maximum number of Shares, and power granted under such approval shall be adjusted to such extent accordingly; and
- (iii) for the purposes of this Resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the laws of Bermuda or any applicable laws to be held; and
- (c) the time when such mandate is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting.”

- (iii) “**THAT** subject to the passing of Resolutions nos. 4(A) and 4(B) set out in the notice of the Annual General Meeting of which this resolution forms part, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with or agree to allot, issue and deal with additional Shares and other securities of the Company pursuant to Resolution no. 4(A) be and is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of the total number of Shares bought back by the Company pursuant to the general mandate to buy back Shares referred in Resolution no. 4(B) provided that such extended number of Shares shall not exceed 10 per cent of the total number of issued Shares as at the date of the passing of this Resolution.”

By Order of the Board  
**Bison Finance Group Limited**  
**ZHU Dong**  
*Executive Director*

Hong Kong, 29 April 2021

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the Annual General Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- (2) The instrument appointing a proxy and 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 lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited (“**Hong Kong Share Registrar**”) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof and if such event, the authority of the proxy shall be deemed to be revoked.
- (3) The register of members of the Company will be closed from 22 June 2021 to 25 June 2021, both dates inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Hong Kong Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 21 June 2021.
- (4) Regarding Resolution no. 2(A) above, Dr. MA Weihua, Mr. SUN Lei and Mr. CHEN Yigong will retire and, being eligible, have offered themselves for re-election at the Annual General Meeting. Biographies of these Directors are set out in Appendix II to the circular dated 29 April 2021.
- (5) Regarding Resolutions nos. 4(A), 4(B) and 4(C) above, the Directors wish to state that they have no immediate plan to issue any new shares of the Company or to buy back any existing Shares pursuant to the relevant mandates.
- (6) Voting at the Annual General Meeting will be taken by poll.

## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the epidemic situation of COVID-19, the Company will take the following precautionary measures at the Annual General Meeting in the attempt to prevent and control the spread of COVID-19 at the Annual General Meeting:

- Compulsory body temperature checks will be conducted for every shareholder of the Company (the “**Shareholder(s)**”), proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms, may be denied entry into or be required to leave the venue of the Annual General Meeting at the Company’s discretion, to the extent permitted by the applicable laws and regulations.
- Each attendee is required to wear a surgical face mask throughout the Annual General Meeting and inside the meeting venue, and to maintain a safe distance from other attendees.
- Any person attending the Annual General Meeting will be required to make declaration as to whether they have travelled outside Hong Kong in the 14-day period prior to the Annual General Meeting, and those who has travelled outside Hong Kong in the 14-day period prior to the Annual General Meeting will not be permitted to attend the Annual General Meeting.
- No corporate gift will be distributed and no refreshment will be served at the Annual General Meeting.

**In light of the epidemic situation of COVID-19, the Company wishes to encourage the Shareholders to exercise their right to vote at the Annual General Meeting by appointing chairman of the Annual General Meeting as their proxy as an alternative to the Annual General Meeting in person, by completing and return the proxy form attached to the circular of the Company dated 29 April 2021.**

If any Shareholder chooses not to attend the Annual General Meeting in person but has any question about any resolution or about the Company, or has any matter for putting to the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at [cosec@bison.com.hk](mailto:cosec@bison.com.hk).

If any Shareholder has any question relating to the Annual General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's Hong Kong share registrar as follows:

**Computershare Hong Kong Investor Services Limited**

**17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong**

**Tel: +852 2862 8555**

**Fax: +852 2865 0990**

**Enquiries: [www.computershare.com/hk/](http://www.computershare.com/hk/)**

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures or make any changes to the arrangement of the Annual General Meeting as appropriate at short notice in order to minimise any risk to the Shareholders and others attending the Annual General Meeting and to comply with any requirements or recommendations of any government agencies from time to time.

*As at the date of this announcement, the Board comprises Dr. MA Weihua as the Chairman and non-executive Director; Mr. XU Peixin, Mr. SUN Lei and Mr. ZHU Dong as executive Directors; and Dr. QI Daqing, Mr. CHEN Yigong and Mr. FENG Zhonghua as independent non-executive Directors.*