
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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

If you have sold or transferred all your shares in 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, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



中國山東高速金融集團有限公司

CHINA SHANDONG HI-SPEED FINANCIAL GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 412)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used on this cover page have the same meanings as defined in this circular.

A notice convening the AGM to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 24 June 2021 at 11:00 a.m. or any adjournment thereof is set out from pages 15 to 20 of this circular. A form of proxy for use at the AGM is also enclosed herewith. Whether or not you intend to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the 2021 Annual General Meeting of the Company ("AGM"):

- (1) Compulsory temperature screening/checks
- (2) Submission of Health Declaration Form
- (3) Wearing of surgical face mask
- (4) No provision of refreshments or drinks
- (5) No provision of shuttle bus service

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

14 May 2021

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
(A) General Mandate to Issue Shares	3
(B) General Mandate to Repurchase Shares	4
(C) Retirement and Re-election of Directors.	4
(D) Annual General Meeting.	5
(E) Recommendation	6
(F) Responsibility Statement	6
 Appendix I – Explanatory Statement of the Repurchase Mandate	 7
 Appendix II – Biographical Details of Directors Standing for Re-election	 11
 Notice of Annual General Meeting	 15

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 24 June 2021 at 11:00 a.m. or any adjournment thereof
“Audit Committee”	the audit committee of the Board
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“China” or “PRC”	the People’s Republic of China
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	China Shandong Hi-Speed Financial Group Limited (中國山東高速金融集團有限公司), a company incorporated in Bermuda with limited liability and the Shares in the capital of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	the unconditional general mandate to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares and other securities up to a maximum of (a) 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution approving such mandate, plus (b) (if the Directors are so authorised by a separate resolution of the Shareholders) the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate
“Latest Practicable Date”	10 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the unconditional general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution approving such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s), currently of par value HK\$0.00025 each, in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	per cent.

In the event of any inconsistency, the English text of this circular and the accompanying form of proxy shall prevail over the Chinese text.

LETTER FROM THE BOARD



中國山東高速金融集團有限公司
CHINA SHANDONG HI-SPEED FINANCIAL GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 412)

Executive Director and Chairman

Mr. Wang Xiaodong

Executive Director and Vice-Chairman

Mr. Liu Han

Executive Directors

Mr. Liu Honghui

Mr. Liu Zhijie

Mr. Liu Yao

Non-executive Directors

Mr. Liang Zhanhai

Mr. Chen Di

Mr. Gao Guicheng

Independent non-executive Directors

Mr. Guan Huanfei

Mr. Chan Wai Hei

Mr. Tan Yuexin

Mr. Jonathan Jun Yan

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

17th Floor,

Agricultural Bank of China Tower,

No. 50 Connaught Road Central,

Hong Kong

14 May 2021

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

(A) GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant an unconditional general mandate to the Directors to allot, issue and deal with new Shares and other securities up to a maximum of 20% of the aggregate number of the Shares in issue as at the date of the passing this ordinary resolution. In addition, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the Issue Mandate any Shares repurchased by the Company pursuant to the Repurchase Mandate mentioned below (up to a maximum number equivalent to 10% of the aggregate number of the Shares in issue as at the date of passing of the resolution approving the Repurchase Mandate).

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were in issue an aggregate of 24,089,384,437 Shares. Assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, such 20% will represent 4,817,876,887 Shares.

The Issue Mandate shall remain in force until 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 Bye-laws or any applicable laws of Bermuda to be held; and (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution in general meeting.

(B) GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant an unconditional general mandate to the Directors to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate number of the Shares in issue as at the date of the passing of this ordinary resolution. An explanatory statement as required under the Listing Rules is set out in Appendix I hereto.

As at the Latest Practicable Date, there were in issue an aggregate of 24,089,384,437 Shares. Assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, such 10% will represent 2,408,938,443 Shares.

The Repurchase Mandate shall remain in force until 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 Bye-laws or any applicable laws of Bermuda to be held; and (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution in general meeting.

(C) RETIREMENT AND RE-ELECTION OF DIRECTORS

Bye-law 99(B) of the Bye-laws provides that one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at least once every three years. A Director retiring at a meeting shall retain office until the close of the meeting. Mr. Wang Xiaodong, Mr. Liu Yao and Mr. Tan Yuexin, being Directors who have been the longest in office since their last re-election, are subject to retirement by rotation and are eligible for re-election at the AGM. As all other Directors were re-elected at the last AGM, Mr. Liu Honghui, will retire by rotation and, being eligible, offers himself for election.

LETTER FROM THE BOARD

The Nomination Committee assessed and reviewed the written confirmation of independence of Mr. Tan Yuexin, the independent non-executive Director who has offered himself for re-election at the AGM based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and are satisfied that he remains independent in accordance with Rule 3.13 of the Listing Rules. In addition, the Nomination Committee had evaluated his performance and are of the view that he has provided valuable contributions to the Company and has demonstrated his abilities to provide an independent, balanced and objective view to the Company's affairs.

The Nomination Committee is also of the view that each of the retiring Directors would bring to the Board their own perspective, skills and experience, as further described in their respective biographies in Appendix II to this circular. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that each of the retiring Directors can contribute to the diversity of the Board, in particular, with their strong and diversified educational background and professional experience in their expertise, including their in-depth knowledge in corporate governance, investments strategies, business operations and connections in various industries.

The Board, with the recommendation of the Nomination Committee, has nominated each of Mr. Wang Xiaodong, Mr. Liu Honghui and Mr. Liu Yao for re-election as an executive Director, and Mr. Tan Yuexin for re-election as an independent non-executive Director at the AGM.

Each of the retiring Directors, being eligible, has offered himself for re-election and the Board recommends each of the retiring Directors for re-election at the AGM. The biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II hereto.

(D) ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 24 June 2021 at 11:00 a.m. is set out from pages 15 to 20 of this circular. A form of proxy for use at the AGM is also enclosed herewith. Whether or not you intend to attend the AGM, you are urged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish. **In view of the ongoing COVID-19 pandemic, you are strongly encouraged to appoint the chairman of the AGM as proxy to attend and vote on your behalf at the AGM or any adjourned meeting.**

LETTER FROM THE BOARD

The register of members will be closed from Monday, 21 June 2021 to Thursday, 24 June 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the AGM, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 18 June 2021.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

As far as the Board is aware, there is no Shareholder who is required to be abstained from voting under the Listing Rules.

(E) RECOMMENDATION

The Directors consider that the proposals described in this circular relating to the grant of the general mandates to repurchase and issue Shares and the re-election of the retiring Directors are in the interest of the Company and the Shareholders as a whole. The Directors therefore recommend you to vote in favour of the resolutions at the AGM.

(F) 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.

By order of the Board
China Shandong Hi-Speed Financial Group Limited
Wang Xiaodong
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to be included in this circular concerning the Repurchase Mandate.

(A) SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 24,089,384,437 Shares.

Subject to the passing of the relevant ordinary resolution granting the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 2,408,938,443 Shares, representing not more than 10% of the issued share capital of the Company as at the date of the passing of the resolution approving the Repurchase Mandate.

(B) REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but believe that it is in the best interest of the Company and its Shareholders as a whole that they should be granted the Repurchase Mandate, thus enabling the Company to repurchase Shares in the market at any appropriate time. Such repurchases may, depending on market conditions and funding arrangements at the material time, lead to an enhancement of the net asset value and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

(C) FUNDING OF REPURCHASES

The Directors propose that repurchases of Shares will be funded entirely from the Company's available cash flow or working capital, which will be funds legally available for the repurchases in accordance with the Bye-laws, the Listing Rules and the applicable laws of Hong Kong and Bermuda.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited financial statements for the year ended 31 December 2020) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an 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.

(D) SHARE REPURCHASE MADE BY THE COMPANY

As at the Latest Practicable Date, no repurchases of Shares have been made by the Company during the preceding six (6) months (whether on the Stock Exchange or otherwise).

(E) GENERAL

None of the Directors, or to the best of their knowledge, having made all reasonable enquiries, their close associates, has any present intention to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders. None of the core connected persons of the Company has notified the Company that they have a present intention to sell Shares held by them to the Company, or has undertaken not to do so in the event that the Company is authorised to make repurchases of Shares.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong and Bermuda.

(F) EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, could be deemed to have thereby obtained or consolidated control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company:

- (i) Shandong Hi-Speed Group Co., Ltd.* (山東高速集團有限公司) (“**Shandong Hi-Speed Group**”), Shandong Hi-Speed (BVI) Capital Management Limited, Shandong Hi-Speed (Hong Kong) International Capital Limited, Shandong Province Rural Economic Development Investment Company* (山東省農村經濟開發投資公司) and Shandong International (Hong Kong) Limited, acting in concert, held 10,459,648,350 Shares representing approximately 43.42% of the issued share capital of the Company; and

- (ii) JS High Speed Limited, Harvest Alternative Investment Opportunities SPC for and on behalf of Harvest High Speed Fund SP, Harvest Alternative Investment Group Limited, Harvest Alternative Investment Group Limited, Harvest Global Investments Limited, Harvest Fund Management Co., Ltd. and China Credit Trust Co., Ltd. (together as “**Harvest Group**”), acting in concert, held 6,846,686,000 Shares representing approximately 28.42% of the 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 resolution, and assuming that there is no change in the shareholdings since the Latest Practicable Date:

- (i) The shareholdings of Shandong Hi-Speed Group and parties acting in concert with it, in the Company would be increased to approximately 48.24% of the issued share capital of the Company; and
- (ii) The shareholdings of Harvest Group and parties acting in concert with it, in the Company would be increased to approximately 31.58% of the issued share capital of the Company.

Each of such increases would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Save as aforesaid, the Board is not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholding interests of both Shandong Hi-Speed Group and Harvest Group together, would increase to approximately 79.82% of the issued ordinary share capital of the Company, assuming there are no other changes in the capital structure of the Company.

In any event, the Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would result in the number of Shares being held by the public falling below the relevant minimum prescribed percentage of 25% of the entire issued share capital of the Company.

(G) SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during the twelve (12) months preceding the Latest Practicable Date:

	Highest Traded Price <i>HK\$</i>	Lowest Traded Price <i>HK\$</i>
2020		
April	0.560	0.300
May	0.365	0.255
June	0.540	0.250
July	0.500	0.420
August	0.560	0.420
September	0.470	0.360
October	0.410	0.340
November	0.390	0.345
December	0.420	0.360
2021		
January	0.445	0.340
February	0.880	0.385
March	0.640	0.465
April	0.540	0.455
May (up to the Latest Practicable Date)	0.510	0.465

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

Mr. Wang Xiaodong

Mr. Wang Xiaodong (王小東), aged 45, was appointed as an executive Director of the Company, the chairman of the Board, a member and the chairman of the Nomination Committee and became a member of the Executive Committee on 7 May 2019. On 17 May 2019, Mr. Wang was appointed as the chairman of the Executive Committee. Mr. Wang is also a director of a subsidiary of the Company.

Mr. Wang Xiaodong currently serves as the secretary to the board of directors of Shandong Hi-Speed Group Co., Ltd.. He successively held various major positions in Shandong Hi-Speed Group Co., Ltd. and has nearly 20 years of working experience in management and in-depth knowledge in corporate governance. Mr. Wang holds a master degree in software engineering from Tianjin University.

Mr. Wang Xiaodong entered into a letter of appointment with the Company for a term of three years commencing from 7 May 2019 and is subject to retirement from the Board by rotation and re-election in accordance with the Bye-laws. Mr. Wang is entitled to a director's fee of HK\$3,600,000 per annum payable on monthly basis for his service as an executive Director with reference to his role and responsibilities with the Company, qualifications, experience and the prevailing market conditions. In addition, he may be entitled to a bonus as determined at the discretion of the Board with reference to his performance.

Mr. Wang Xiaodong attended all eleven Board meetings, all three Nomination Committee meetings and all twenty-two Executive Committee meetings during the year ended 31 December 2020.

Mr. Liu Honghui

Mr. Liu Honghui (劉紅輝), aged 41, has obtained both bachelor's and master's degree in finance in the Renmin University of China. Mr. Liu has over 17 years of securities practice qualification and 12 years of investment and management experience.

Mr. Liu Honghui is the responsible officer, deputy chief executive officer and chief investment officer of Harvest Global Capital Investments Limited since April 2019. He had been the fund manager of Lion Fund Management Co., Limited during the period from May 2010 to January 2019. For the period from July 2004 to April 2010, Mr. Liu Honghui acted as the director of product management department and fund manager of Harvest Fund Management Co., Ltd..

Mr. Liu Honghui entered into a letter of appointment with the Company for a term of three years commencing from 14 May 2020 and is subject to retirement from the Board by rotation and re-election in accordance with the Bye-laws. He is entitled to receive a total annual remuneration of HK\$3,600,000, payable on monthly basis, which is determined with reference to his duties and responsibilities with the Company, qualifications, experience and the prevailing market conditions. In addition, he may be entitled to a bonus as determined at the discretion of the Board with reference to his performance.

Mr. Liu Honghui attended all seven Board meetings and all sixteen Executive Committee meetings since his appointment during the year ended 31 December 2020.

Mr. Liu Yao

Mr. Liu Yao (劉堯), aged 35, was appointed as an executive director, a member of the Executive Committee and an authorized representative of the Company on 17 May 2019. He has served as the vice president of the Company since December 2017 and is also a director of each of several subsidiaries of the Company.

Mr. Liu Yao previously worked for a number of arms and divisions of Shandong Hi-Speed Group Co., Ltd., namely the real estate arm, the division of investment development in listed companies and the investment development division (property management) of the headquarters of Shandong Hi-Speed Group Co., Ltd.. He had participated in professional trainee exchange programmes held by the investment banking division of Everbright Securities Company Limited and the fund management company of Everbright Capital Investment Limited, respectively. He holds a number of practising qualifications in accounting, securities and funds respectively, with extensive working experience in real estate, investment and securities. He has obtained a master's degree in Finance from Shandong University of Finance and Economics and is an economist and registered real estate appraiser in China.

Mr. Liu Yao entered into a letter of appointment with the Company on 17 May 2019 for a term of three years commencing from 17 May 2019 and is subject to retirement from the Board by rotation and re-election in accordance with the Bye-laws. He is currently entitled to receive a total annual emolument of HK\$2,800,000, payable on monthly basis, which is determined with reference to his duties and responsibilities with the Company, qualifications, experience and the prevailing market conditions. In addition, he may be entitled to a bonus as determined at the discretion of the Board with reference to his performance.

Mr. Liu Yao attended ten out of eleven Board meetings and all twenty-two Executive Committee meetings during the year ended 31 December 2020.

Mr. Tan Yuexin

Mr. Tan Yuexin (譚岳鑫) (formerly known as Tan Yuexing), aged 57, was appointed as an independent non-executive Director of the Company and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 17 May 2019.

Mr. Tan served as a project manager, a technical responsible officer, and a vice general manager of Hunan Changda Construction Group Co, Ltd. (湖南長大建設集團股份有限公司) from 1986 to 2001. He has served as the chairman of the board of directors of Hunan Xinyuan Investment Group Co, Ltd. (湖南鑫遠投資集團有限公司) since 2001. Mr. Tan has 30 years of experience in investment and management, covering sectors including real estate, healthcare and elderly care, environmental protection and business operation.

Mr. Tan Yuexin entered into a letter of appointment with the Company on 17 May 2019, for a term of three years commencing from 17 May 2019 and is subject to retirement from the Board by rotation and re-election in accordance with the Bye-laws. He is entitled to receive a total annual emolument of HK\$300,000, payable on quarterly basis, which is determined with reference to his duties and responsibilities with the Company, qualifications, experience and the prevailing market conditions.

Mr. Tan Yuexin attended ten out of eleven Board meetings, four out of six Audit Committee meetings, all two Remuneration Committee meetings and all three Nomination Committee meetings during the year ended 31 December 2020.

Save as disclosed above, as at the Latest Practicable Date of this circular, each of Mr. Wang Xiaodong, Mr. Liu Honghui, Mr. Liu Yao and Mr. Tan Yuexin (i) has not held any directorships in any other listed companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) does not hold other positions in the Company or any of its subsidiaries; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iv) does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO. There is no information relating to Mr. Wang Xiaodong, Mr. Liu Honghui, Mr. Liu Yao and Mr. Tan Yuexin that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in relation to their re-election.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



中國山東高速金融集團有限公司
CHINA SHANDONG HI-SPEED FINANCIAL GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 412)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Shandong Hi-Speed Financial Group Limited (the “**Company**”) will be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 24 June 2021 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2020.
2. To re-elect the following persons as directors of the Company, each as a separate resolution:
 - (i) To re-elect Mr. Wang Xiaodong as an executive Director;
 - (ii) To re-elect Mr. Liu Honghui as an executive Director;
 - (iii) To re-elect Mr. Liu Yao as an executive Director; and
 - (iv) To re-elect Mr. Tan Yuexin as an independent non-executive Director.
3. To authorise the board of directors of the Company to fix the directors’ remunerations.
4. To appoint Crowe (HK) CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass (with or without modification) the following resolutions:

ORDINARY RESOLUTIONS

5. **“THAT:**
- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers 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 would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as defined below) or the exercise of subscription rights under any share option scheme or an issue of shares upon the exercise of the subscription rights attached to any existing warrants, bonds, debentures, notes, deeds or other securities which are convertible into shares in the capital of the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate number of the issued shares in the capital of the Company as at the date of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose 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 bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares in the capital of the Company or issue of options, warrants or other securities giving the right to subscribe for shares in the capital of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares in the capital of the Company or, where appropriate, such other securities (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory).”

6. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued 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 in the capital of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as may be amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the directors of the Company;
- (c) the aggregate number of shares in the capital of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of the issued shares in the capital of the Company as at the time of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the time of 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 bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon the passing of the ordinary resolutions numbered 5 and 6 set out in the notice of meeting of which this resolution forms part, the aggregate number of the issued shares in the capital of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution numbered 6 shall be added to the aggregate number of the issued shares in the capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with ordinary resolution numbered 5.”

By order of the Board
China Shandong Hi-Speed Financial Group Limited
Wang Xiaodong
Chairman

Hong Kong, 14 May 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, no less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof.
- (2) In case of joint holders of a share in the capital of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he was solely entitled thereto. However, if more than one of such joint holders are present at the meeting personally or by proxy, that one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
- (3) Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should you so wish, and in such an event, the form of proxy shall be deemed to be revoked.
- (4) The register of members will be closed from Monday, 21 June 2021 to Thursday, 24 June 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the AGM, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 18 June 2021.
- (5) Save for resolutions approving the procedural and administrative matters, any voting of the meeting shall be taken by poll.
- (6) In compliance with the HKSAR Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 ("**COVID-19**"), the Company will implement additional precautionary measures at the AGM including, without limitation:
 - compulsory body temperature screening;
 - mandatory use of surgical face masks;
 - mandatory health declaration – anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the AGM ("**Recent Travel History**"), or has close contact with any person under quarantine or with Recent Travel History will not be permitted to attend the AGM;
 - no distribution of corporate gifts and refreshments;

NOTICE OF ANNUAL GENERAL MEETING

- anyone attending the AGM is reminded to observe good personal hygiene at all times; and
 - appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding.
- (7) In light of the continuing risks posed by the COVID-19 pandemic, Shareholders may consider appointing the chairman of the AGM or any Director or Company Secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.
- (8) Shareholders are advised to read the leaflet attached to the circular of the Company dated 14 May 2021 for further details and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
- (9) In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain Director(s) of the Company may attend the AGM through video conference or similar electronic means.
- (10) If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 7:30 a.m. on the date of the meeting, then the meeting will be postponed. The Company will post an announcement on the website of the Company at (www.csfg.com.hk) and HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

- (11) As at the date of this notice, the Company has five executive directors, namely Mr. Wang Xiaodong, Mr. Liu Han, Mr. Liu Honghui, Mr. Liu Zhijie and Mr. Liu Yao; three non-executive directors, namely Mr. Liang Zhanhai, Mr. Chen Di and Mr. Gao Guicheng; and four independent non-executive directors, namely Mr. Guan Huanfei, Mr. Chan Wai Hei, Mr. Tan Yuexin and Mr. Jonathan Jun Yan.



中國山東高速金融集團有限公司
CHINA SHANDONG HI-SPEED FINANCIAL GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 412)

PRECAUTIONARY MEASURES FOR THE 2021 ANNUAL GENERAL MEETING (“AGM”)

In compliance with the HKSAR Government’s directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection (“CHP”) of the Department of Health on the prevention of coronavirus disease 2019 (“COVID-19”), China Shandong Hi-Speed Financial Group Limited (the “Company”) will implement additional precautionary measures at the AGM in the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the AGM (the “Stakeholders”) which include without limitation:

- (1) All attendees will be required to **wear surgical face masks** before they are permitted to attend, and during their attendance of, the AGM. Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM.
- (2) There will be **compulsory body temperature screening** for all persons before entering the AGM venue. Any person with a body temperature of 37.4 degrees Celsius or above will not be given access to the AGM venue.
- (3) Attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the AGM (“**Recent Travel History**”); (ii) he/she is subject to any HKSAR Government prescribed quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with Recent Travel History. Any person who responds positively to any of these questions will be denied entry into the AGM venue or be required to promptly leave the AGM venue.
- (4) Anyone who has Recent Travel History, is subject to quarantine, or has any flu-like symptoms or close contact with any person under quarantine or with Recent Travel History will not be permitted to attend the AGM.
- (5) Anyone attending the AGM is reminded to observe good personal hygiene at all times.
- (6) Appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding.
- (7) No refreshment will be served either during or after the AGM and no corporate gifts will be distributed to avoid close contacts of the participants of the AGM during their attendance.
- (8) In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, Company are supportive of the precautionary measures being adopted and shareholders are advised to consider appointing the chairman of the AGM or any director or company secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.
- (9) Shareholders are advised to read this leaflet carefully and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
- (10) Up-to-date development on COVID-19 can be found on the CHP website (www.chp.gov.hk) and the website of the HKSAR Government on COVID-19 (www.coronavirus.gov.hk).