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CLSA Premium Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6877)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of CLSA Premium Limited (the “Company”) will be held at 17/F, One Pacific Place, 88 Queensway, Hong Kong on Friday, 25 March 2022 at 10:15 a.m. (Hong Kong time) (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 7:30 a.m. on that day, at the same time and place on Monday, 28 March 2022), to consider and, if thought fit, to approve, among other things, pass with or without amendments, the following resolution as the special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** in view of the failure by the Company to comply with Rule 13.24 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited due to its insufficient level of operations and its poor financial situation, as evidenced by, amongst others, (i) the imposition of additional licence conditions by the Financial Markets Authority of New Zealand on CLSA Premium New Zealand Limited (“**CLSAP NZ**”), with uncertainty as to whether or not, and by when such additional licence conditions can be removed, which has led to the suspension of the operation of CLSAP NZ (as announced by the Company on 21 September 2020 and 25 January 2022), (ii) the Company and its subsidiaries (the “**Group**”) having disengaged 95% of its clients (as announced by the Company on 26 November 2019),

and (iii) the Group having suffered/expected to suffer major financial losses for the past three consecutive financial years (as announced by the Company on 30 March 2020, 16 March 2021 and 18 January 2022), the Company be wound up by the Grand Court of the Cayman Islands and the available surplus assets on liquidation be distributed amongst the members of the Company in accordance with its articles of association and the Companies Act (2022 Revision).”

* *To the knowledge of the Company, the Cayman Companies Act (2021 Revision) is currently in force and available for reference.*

By Order of the Board
CLSA Premium Limited
Yuan Feng
Executive Director

Hong Kong, 17 February 2022

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:

Suite 804, Level 8
One Pacific Place
88 Queensway
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the EGM the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Company’s register of members in respect of the joint holding.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Branch Share Registrar and Transfer Office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and, in any event, as to be received no later than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 10:15 a.m. on Wednesday, 23 March 2022 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude a Company's member from attending and voting in person at the EGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.
4. The Company's register of members will be closed from Monday, 21 March 2022 to Friday, 25 March 2022, both days inclusive, during the period no transfers of Company's shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. (Hong Kong time) on Friday, 18 March 2022.
5. In compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolution to be proposed at the EGM convened by this notice will be voted on by way of poll.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the directors of the Company are:

Executive Directors

Mr. Yuan Feng (*Deputy Chief Executive Officer*)

Mr. Chung Cheuk Fan Marco

Non-executive Directors

Mr. Li Jiong (*Chairman*)

Mr. Xu Jianqiang

Independent Non-executive Directors

Mr. Wu Jianfeng

Mr. Christopher Wesley Satterfield

Ms. Hu Zhaoxia