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KINGKEY FINANCIAL INTERNATIONAL (HOLDINGS) LIMITED
京基金融國際(控股)有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01468)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Words and expressions that are not expressly defined in this notice shall bear the same meaning as those defined in the circular to the shareholders of the Company dated 28 February 2022, unless the context requires otherwise.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the Company (the “EGM”) will be held at Meeting Room, 20th Floor, Block A, Coolpad Building, No. 8 of Gaoxin North 1st Road, North of Hi-tech Park, Nanshan District, Shenzhen, PRC on Friday, 18 March 2022 at 3:00 p.m. to consider and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) subject to the fulfillment (or waiver, as the case may be) of the conditions precedent set out in the Agreement (as amended and supplemented by the Supplemental Agreement), the directors (each a “**Director**”) of the Company be and are hereby granted a specific mandate to allot and issue 905,333,332 new shares in the capital of the Company (comprising the 1st Tranche Shares Consideration and the 2nd Tranche Shares Consideration) of HK\$0.01 each in the capital of the Company to the Vendor (and/or its nominee(s)), credited as fully paid, at the issue price of HK\$0.24 per Consideration Share pursuant to the terms and conditions of the Agreement (as amended and supplemented by the Supplemental Agreement); and

- (b) any one or more of the Directors be and is/are hereby authorised to do all such acts and things, to sign and execute all such documents (and to affix the common seal of the Company thereon, if necessary) for the purpose of, or in connection with, the implementation of and giving effect to the Agreement (as amended and supplemented by the Supplemental Agreement), including but not limited to the allotment and issue of the Consideration Shares, and the transactions contemplated thereunder, and to make and agree to make such variations of the terms of the Agreement (as amended and supplemented by the Supplemental Agreement) which he/she/they consider necessary, desirable or expedient.”

2. **“THAT:**

- (a) the Sub-license Agreement and Framework Agreements, the terms and conditions thereof, and the Possible Continuing Connected Transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;
- (b) the Proposed Annual Caps being the maximum annual values in respect of the fees payable by or received by the Target Group (as the case may be) for the Sub-license Agreement and Framework Agreements for each of the period commencing from Completion to the ending on 31 March 2022 and the four years ending 31 March 2023, 2024, 2025 and 2026 respectively, be and are hereby approved, confirmed and ratified in all respects; and
- (c) the execution of the Sub-license Agreement and Framework Agreements by any one Director be and is hereby approved, confirmed and ratified in all respects, and any one Director be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds or instruments and take all such steps as such Director in his/her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Sub-license Agreement and Framework Agreements and the Proposed Continuing Connected Transactions contemplated thereunder.”

By order of the Board
Kingkey Financial International (Holdings) Limited
Chen Jiajun
Executive Director

Hong Kong, 28 February 2022

Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. In order to facilitate the prevention and control of the spread of the coronavirus pandemic (COVID-19) and to better protect the safety and health of the Shareholders, the Company strongly encourages Shareholders to consider appointing the chairman of the meeting as his/her proxy to vote on the resolution as an alternative to attending in person.
3. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the EGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy together with a 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 Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for the holding of the EGM or adjourned EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Tuesday, 15 March 2022 to Friday, 18 March 2022, both dates inclusive, during which period, no transfer of shares will be registered. In order to qualify to attend and vote at the EGM, all properly completed transfer forms 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 by no later than 4:30 p.m., on Monday, 14 March 2022.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 9:00 a.m. on the date of the EGM and/or the Hong Kong Observatory has announced at or after 9:00 a.m. on date of the EGM that either of the above mentioned warnings is to be issued within the next two hours, the EGM will be postponed. The Company will post an announcement on the Company's website (www.kkgroup.com.hk) and the Stock Exchange's website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.
7. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolution(s) proposed at the EGM shall be voted by poll.

As of the date of this notice, the executive Directors are Mr. Chen Jiajun, Ms. Kwok Yin Ning and Mr. Mong Cheuk Wai; and the independent non-executive Directors are Ms. Mak Yun Chu, Mr. Hung Wai Che and Mr. Leung Siu Kee.