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

**(Stock code: 8112)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“**EGM**”) of Cornerstone Financial Holdings Limited (the “**Company**”) will be held at Room 802, 8th Floor, Lee Garden Five, 18 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 22 March 2022 at 11:00 a.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

1. “**THAT** conditional upon: (i) The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having revoked the listing of and permission to deal in the Rights Shares (as defined below) to be allotted and issued to the shareholders of the Company (the “**Shareholder(s)**”) pursuant to the terms and conditions of the Rights Issue (as defined below); and (ii) the Underwriting Agreement (as defined below) becoming unconditional and not being terminated in accordance with its terms:
  - (a) the issue by way of rights issue (the “**Rights Issue**”) of 172,063,836 ordinary shares (the “**Rights Share(s)**”) at the subscription price of HK\$0.38 per Rights Share to the qualifying shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the date (the “**Record Date**”) by reference to which entitlement under the Rights Issue will be determined (other than those shareholders (the “**Excluded Shareholders**”) with registered addresses outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) in the proportion of three (3) Rights Shares for every one (1) share of the Company then held on the Record Date at the subscription price of HK\$0.38 per Rights Share and otherwise on the terms and conditions set out in the Circular be and is hereby approved;

- (b) the underwriting agreement (the “**Underwriting Agreement**”) dated 21 January 2022 and entered into among the Company and Koala Securities Limited (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) the Directors be and are hereby authorised to allot and issue the Rights Shares pursuant to the Rights Issue notwithstanding the same may be offered, allotted or issued otherwise than pro-rata to the Qualifying Shareholders and, in particular, the Directors may (i) make such exclusions or other arrangements in relation to the Excluded Shareholders as they may deem necessary, desirable or expedient having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and (ii) offer for application under forms of excess application for any Rights Shares provisionally allotted but not accepted, and to do all such acts and things as they consider necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution; and
- (d) the Directors be and are hereby authorised to sign or execute such documents and do all such acts and things in connection with the allotment and issue of the Rights Shares, the implementation of the Rights Issue and the Underwriting Agreement, the exercise or enforcement of any of the Company’s rights under the Underwriting Agreement and to make and agree to make such variations of the terms of the Underwriting Agreement as they may in their discretion consider to be appropriate, necessary, desirable or expedient to carry out, to give effect to or in connection with the Rights Issue or any transaction contemplated thereunder.”

2. “To re-elect Mr. Wong Man Hong as an independent non-executive Director.”

Yours faithfully,  
For and on behalf of the Board of  
**Cornerstone Financial Holdings Limited**  
**Gao Ran**  
*Chairman*

Hong Kong, 3 March 2022

*Registered office:*  
Cricket Square, Hutchins Drive  
P.O. Box 2681 Grand Cayman  
KY1-1111 Cayman Islands

*Principal place of business in Hong Kong:*  
Room 802, 8th Floor, Lee Garden Five,  
18 Hysan Avenue,  
Causeway Bay,  
Hong Kong

*Notes:*

- i. In view of the outbreak of the novel coronavirus (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement special arrangements at the EGM, details of which are set out in the section headed “SPECIAL ARRANGEMENTS FOR THE EGM” on page 6 of the circular of the Company dated 3 March 2022.

All registered shareholders will be able to join the Meeting or any adjourned meeting thereof via the e-Meeting System. The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. All non-registered shareholders may consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) for necessary arrangement to attend and vote via the e-Meeting System at the Meeting or any adjourned meeting thereof if they wish.

- ii. A member entitled to attend and vote at the EGM convened is entitled to appoint another person(s) as his proxy to attend and vote, via the e-Meeting System, in his stead. A proxy need not be a member of the Company.
- iii. A form of proxy for the EGM is enclosed with the circular of the Company dated 3 March 2022 (the “**Circular**”) and published on the GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company’s website at [www.cs8112.com](http://www.cs8112.com). In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude members from attending and voting via the e-Meeting System at the Meeting or at any adjourned meeting thereof should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- iv. In the case of joint holders of any share(s), only ONE PAIR of log-in username and password for the e-Meeting System will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.
- v. The register of members of the Company will be closed from 17 March 2022 to 22 March 2022 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the EGM, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 11:00 a.m. on 20 March 2022.

- vi. If “**extreme conditions**” caused by super typhoons is announced by the Government of Hong Kong or there is a tropical cyclone warning signal number 8 or above, or a “**black**” rainstorm warning is in effect any time after 8:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement to notify Shareholders of the date, time and place of the rescheduled meeting on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.cs8112.com](http://www.cs8112.com).

*As at the date of this notice, the Board comprises seven Directors, including four executive Directors, namely, Mr. Gao Ran, Mr. An Xilei, Mr. Wong Hong Gay Patrick Jonathan and Mr. Mock Wai Yin and three independent non-executive Directors, namely, Mr. Chan Chi Keung Alan, Ms. Lau Mei Ying and Mr. Wong Man Hong.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 notice 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 notice misleading.*

*This notice will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting. This notice will also be posted on the Company’s website at [www.cs8112.com](http://www.cs8112.com).*