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CEFC Hong Kong Financial Investment Company Limited

香港華信金融投資有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1520)

NOTICE OF EXTRAORDINARY GENERAL MEETING

CEFC Hong Kong Financial Investment Company Limited (the “**Company**”) hereby gives you notice of an extraordinary general meeting (“**EGM**”).

Date and Time: Friday, 25 March 2022, at 11:00 a.m.

Form of EGM: Hybrid meeting comprising Physical Meeting and Virtual Meeting.

Physical Meeting: The EGM will be held at 2101-10B, Block A, Sunshine Kechuang Center, 1024 Nanxin Road, Nan Shan District, Shenzhen, China, 518000.

The Company encourages Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

Virtual Meeting:

Registered Shareholders, proxies or corporate representatives will be able to attend the EGM virtually (“**Virtual EGM**”) 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 registered Shareholders, proxies or corporate representatives will be able to view the live streaming of the Virtual EGM, cast their votes on the resolutions in real time and submit questions online during the Virtual EGM.

For registered Shareholders, login details and information of the Virtual EGM are included in the “Letter to Shareholders regarding the e-Meeting System” which will be despatched within three business days from the despatch of the notice of EGM.

For proxies or corporate representatives, login details and information of the Virtual EGM will be provided to the email provided by the registered Shareholders one day before the date of the EGM held.

If registered Shareholders, proxies or corporate representatives have any enquiries regarding the above arrangement, they should contact the Company’s Hong Kong share registrar, Tricor Investor Services Limited at +852-2980-1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may be able to attend the EGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

Book close period:

From 22 March 2022 to 25 March 2022.

The following resolutions will be considered and, if thought fit, approved by the shareholders of the Company at the EGM:

SPECIAL RESOLUTIONS

(1) **“THAT**

subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained by way of issue of a certificate of incorporation on change of name, the English name of the Company be changed from “CEFC Hong Kong Financial Investment Company Limited” to “Virtual Mind Holding Company Limited” and the dual foreign name in Chinese of the Company be changed from “香港華信金融投資有限公司” to “天機控股有限公司” with effect from the date of issue of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands; and

any one director of the Company (the “**Director(s)**”) be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.”

(2) **“THAT** the second amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting and that any one Director or company secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles of Association of the Company.”

To consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(3) **“THAT**

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of share options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the share option scheme of the Company adopted on 22 November 2013 and all other share option scheme(s) up to 10% of the number of shares of the Company in issue at the date of the passing of this resolution (the **“Refreshed Scheme Mandate Limit”**); and

any Director be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.”

(4) **“THAT**

(a) “To re-elect Mr. Li Yang as an executive Director.”

(b) “To re-elect Mr. Chan Ming Leung Terence as an executive Director.”

(c) “To re-elect Mr. Gong Xiaohan as an executive Director.”

By order of the Board

CEFC Hong Kong Financial Investment Company Limited

Li Yang

Chairman & Executive Director

Hong Kong, 3 March 2022

As at the date hereof, the board of Directors comprised the following Directors:

<i>Executive Directors</i>	Mr. LI Yang (<i>Chairman</i>) Ms. TIN Yat Yu Carol Mr. CHEUNG Ka Lung Mr. CHAN Ming Leung Terence Mr. GONG Xiaohan
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<i>Independent non-executive Directors</i>	Mr. TANG Shu Pui Simon Mr. HON Ming Sang Ms. LO Wing Sze <i>JP</i>
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<i>Head office and principal place of business in Hong Kong</i>	Room 706, 7/F., Capital Centre 151 Gloucester Road Wanchai Hong Kong
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Notes:

1. Any Business Day means any day (excluding Saturday and Sunday) on which no black rainstorm warning is issued, no No. 8 signal or above is hoisted, and no “extreme conditions” are announced by the HKSAR Government at or any time between 9:00 a.m. and 11:00 a.m. or remain in force in Hong Kong; and on which banks in Hong Kong are generally open for business. In the event that a black rainstorm warning is issued, or No. 8 signal or above is hoisted, or “extreme conditions” are announced by the HKSAR Government at or any time between 9:00 a.m. and 11:00 a.m. or remain in force in Hong Kong, the EGM will not be held on that day but will be held at the same time and place on the second Business Day after 25 March 2022 or any adjournment thereof.
2. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the Company’s website for future announcements and updates on the EGM arrangements.
3. For ascertaining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 22 March 2022 to 25 March 2022 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM, all duly completed transfer documents 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 for registration not later than 4:30 p.m. on 21 March 2022.

4. Any Shareholders entitled to attend and vote at the EGM is entitled to appoint one or, if he/she is the holder of two or more shares of the Company, more than one proxy to attend and vote on his/her behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company (“**Shareholder**”).
5. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at 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 in any event not later than 11:00 a.m. on 23 March 2022.
6. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof and in such case, the form of proxy previously submitted shall be deemed to be revoked..
7. In the case of joint holders of a share of the Company (“**Share**”), any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the Register of Shareholders in respect of the joint holding.

ONE PAIR of log-in username and password will be provided to the joint holders for attending the EGM virtually via e-Meeting System. 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.