THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Excalibur Global Financial Holdings Limited (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, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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.

This circular, for which the directors of the Company 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 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.



Excalibur Global Financial Holdings Limited

駿 溢 環 球 金 融 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8350)

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

The notice convening the Annual General Meeting of the Company (the "AGM") to be held at Unit 3711, 37/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong and by way of live webcast to participate in the AGM on Thursday, 9 June 2022 at 3:00 p.m. is set out in this circular.

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy for use at the AGM in accordance with the instructions printed thereon and return it to 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 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 as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 3:00 p.m. on Tuesday, 7 June 2022) or the adjourned meeting (as the case may be).

This circular together with the form of proxy are published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and will remain on the GEM website at www.hkgem.com on the "Latest Listed Company Information" page for at least 7 days from the date of publication and on the website of the Company at www.excalibur.com.hk.

SPECIAL ARRANGEMENTS FOR THE AGM

To safeguard the health and safety of the Shareholders, staff and stakeholders from the risk of infection of COVID-19, the Company decided to implement certain precautionary and control measures at the AGM against the pandemic, including the number of attendees will be limited to the minimum number of persons present as is legally required to form a quorate meeting by Directors or other staff members who are Shareholders or proxies. **No other Shareholders shall attend the AGM in person**. Any other person who attempts to attend the AGM in person will not be permitted entry to the meeting under the government's new gathering restrictions. Shareholders may, however, view and participate in the AGM through the Zoom. Please refer to the section "Special Arrangements for the AGM" of this circular for details.

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.

CHARACTERISTICS OF GEM

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

SPECIAL ARRANGEMENTS FOR THE AGM

Due to the enhanced social distancing and anti-epidemic measures implemented by the Hong Kong Government in view of the COVID-19 as well as the uncertainty of the development of COVID-19 and the corresponding restriction measures, to safeguard the health and safety of the Shareholders, staff and stakeholders from the risk of infection of COVID-19, the Company decided to implement the following precautionary and control measures at the AGM against the pandemic:

- (a) the number of attendees will be limited to the minimum number of persons present as is legally required to form a quorate meeting by Directors or other staff members who are Shareholders or proxies. No other Shareholders, proxy or corporate representative shall attend the AGM in person. Any other person who attempts to attend the AGM in person will not be permitted entry to the meeting under the government's new gathering restrictions; and
- (b) Shareholders may, however, view and participate in the AGM through the Zoom on a computer, tablet or any browser enabled device. You will be able to access the Zoom at the start of the AGM until its conclusion. No electronic voting system will be provided. For the avoidance of doubt, presence through the Zoom will not be counted as quorum or attendance of the AGM, and will not revoke any proxy instrument delivered to the Company by the same Shareholder.

Shareholders who would like to view and participate to the AGM through a live webcast will need to register by sending an email to our Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at is-enquiries@hk.tricorglobal.com or via telephone hotline at (852) 2980 1333 during business hours (9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong Public Holidays) no later than 3:00 p.m. on 7 June 2022 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) to enable the Company to verify the Shareholders' status.

Authenticated Shareholders will receive an email confirmation by 8 June 2022, which contains a link to join the AGM via the Zoom. Shareholders MUST NOT forward the link to other persons who are not the Shareholders and who are not entitled to attend the AGM.

Vote by appointing the chairman of the AGM as proxy

All resolutions at the AGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the AGM by proxy. Shareholders who wish to vote on any resolution at the AGM should appoint the chairman of the AGM as his/her/its proxy to exercise the right to vote at the AGM in accordance with as his/her/its instructions. If Shareholders appoint a person who is not the chairman of the AGM as his/her/its proxy, that person will not be permitted entry to the meeting and will not be able to exercise his/her/its vote.

The proxy form has been posted to Shareholders together with the Circular. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.excalibur.com.hk). For Shareholders who are not a registered Shareholder (e.g. the Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), Shareholders should consult directly with his/her/its banks or brokers or custodians (as the case may be) for assistance in the appointment of a proxy.

SPECIAL ARRANGEMENTS FOR THE AGM

The proxy form should be returned to 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 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, as soon as possible and in any event not later than 48 hours before the time for holding the AGM (i.e. not later than 3:00 p.m. on Tuesday, 7 June 2022) or any adjournment thereof.

Ask questions before or during the AGM

The AGM is an important opportunity for all Shareholders to express their views by asking questions and voting. Shareholders' participation in the AGM continues to be important. Shareholders who would like to submit a question on the business of the AGM in advance is welcome to send such question or matter in writing to the Company's head office and principal place of business in Hong Kong at Unit 3711, 37/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong (for the attention of the board of directors) or by email at cs@excalibur.com.hk. Shareholders can also submit questions during the AGM through the Zoom. The Board will arrange for as many of the questions asked to be answered as possible at the AGM.

Changes to arrangements

We are closely monitoring the development and impact of COVID-19 in Hong Kong and may implement further changes and precautionary measures. Should any changes be made to the AGM arrangements we will notify Shareholders via an announcement posted on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.excalibur.com.hk).

If Shareholders have any questions relating to the AGM, please contact the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited as follows:

Tricor Investor Services Limited

Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong

Email: is-enquiries@hk.tricorglobal.com

Tel: (852) 2980 1333 during business hours (9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong Public Holidays)

CONTENTS

		Page
Special Arr	angements for the AGM	ii
Definitions		1
Letter from	the Board	
1.	Introduction	4
2.	Proposed Re-election of Retiring Directors	5
3.	Proposed Granting of General Mandates to Repurchase and Issue Shares	5
4.	Annual General Meeting and Proxy Arrangement	6
5.	Recommendation	7
Appendix I	- Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting	8
Appendix I	I – Explanatory Statement on the Share Repurchase Mandate	10
Notice of A	nnual General Meeting	13

DEFINITIONS

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

"Annual General Meeting"

the annual general meeting of the Company to be held at Unit 3711, 37/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong and by way of live webcast to participate in the AGM on Thursday, 9 June 2022 at 3:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 17 of this circular, or any adjournment thereof;

"Articles of Association"

the articles of association of the Company currently in force;

"Board"

the board of Directors;

"close associates"

has the meaning ascribed to it under the GEM Listing Rules;

"Companies Law"

the Companies Law, Cap 22 (Law 3 of 1961, as revised and consolidated) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;

"Company"

Excalibur Global Financial Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM;

"Controlling Shareholder(s)"

has the meaning ascribed to it under the GEM Listing Rules, and in the context of this circular, means collectively Mr. Poon and Mr. Chan;

"core connected person(s)"

has the meaning ascribed to it under the GEM Listing Rules;

"Director(s)"

the director(s) of the Company;

"Excalibur Global HK"

Excalibur Global Financial Group Limited (駿溢環球金融集團有限公司), formerly known as Home Great Investment Limited (亨偉投資有限公司), Excalibur Futures Limited (加利保期貨有限公司), and Excalibur Futures Limited (駿溢期貨有限公司), a company incorporated in Hong Kong on 18 November 1993 with limited liability and an indirect wholly-owned subsidiary of the Company. Excalibur Global HK is licensed with the SFC to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 5 (advising on futures contracts) regulated activities in Hong Kong, and is the principal operating subsidiary of the Company;

"GEM"

GEM of the Stock Exchange;

DEFINITIONS

"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time;
"Group"	the Company and its subsidiaries;
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Latest Practicable Date"	31 March 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
"Listing Date"	12 January 2018, the date on which dealing in the Shares commenced on the Stock Exchange;
"Mr. Chan"	Mr. Chan Ying Leung, one of the Controlling Shareholders;
"Mr. Poon"	Mr. Poon Kwok Wah Allan, an executive Director, chairman and chief executive officer of the Company, one of the Controlling Shareholders;
"SFC"	Securities and Futures Commission of Hong Kong;
	Securities and ratures commission of Hong Rong,
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
	the Securities and Futures Ordinance, Chapter 571 of the Laws of
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong; ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital

DEFINITIONS

"Shareholder(s)" holder(s) of the Share(s);

"Stock Exchange" The Stock Exchange of Hong Kong Limited;

"substantial shareholders" has the meaning ascribed to it under the GEM Listing Rules;

"Takeovers Code" The Code on Takeovers and Mergers approved by the Securities

and Futures Commission as amended from time to time;

"%" per cent.



Excalibur Global Financial Holdings Limited

駿 溢 環 球 金 融 控 股 有 限 公 司

 $(Incorporated\ in\ the\ Cayman\ Islands\ with\ limited\ liability)$

(Stock code: 8350)

Executive Directors:

Mr. Poon Kwok Wah Allan

Ms. Choi Ching Jennifer

Ms. Lee Mei Chun

Independent Non-executive Directors:

Mr. Chin Kam Cheung

Mr. Lam Ka Tai

Mr. Siu Miu Man, M.H.

Registered Office:

PO Box 1350, Clifton House

75 Fort Street

Grand Cayman, KY1-1108

Cayman Islands

Head Office and Principal Place of

Business in Hong Kong:

Unit 3711, 37/F, West Tower,

Shun Tak Centre,

168-200 Connaught Road Central,

Sheung Wan,

Hong Kong

8 April 2022

To the Shareholders

Dear Sir/Madam.

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES

AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of retiring Directors; and (ii) the granting to the Directors of the Share Repurchase Mandate and the Share Issue Mandate to repurchase Shares and to issue Shares respectively.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108 of the Articles of Association, Ms. Lee Mei Chun and Mr. Siu Miu Man, M.H. shall retire at the Annual General Meeting and shall be eligible for re-election at the Annual General Meeting.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting.

Mr. Chin Kam Cheung, Mr. Lam Ka Tai and Mr. Siu Miu Man, M.H., Independent Non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 5.09 of the GEM Listing Rules.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all Independent Non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid Independent Non-executive Director who will retire at the Annual General Meeting. The Company considers that the retiring Independent Non-executive Director is still independent in accordance with the independence guidelines set out in the GEM Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the above retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

On 10 June 2021, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to repurchase and issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

(a) the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 80,000,000 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting);

- (b) the granting of the Share Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting (i.e. a total of 160,000,000 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting); and
- (c) extension of the Share Issue Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

Each of the Share Repurchase Mandate and Share Issue Mandate, if granted, will continue in force until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date on which the Share Repurchase Mandate or the Share Issue Mandate, as the case may be, is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earlier.

With reference to the Share Repurchase Mandate and Share Issue Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 13 to 17 of this circular.

Pursuant to the GEM Listing Rules and the Articles of Association, any vote of shareholders at a general meeting must be taken by poll. An announcement on the poll results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.excalibur.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at 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 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 as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 7 June 2022) or the adjourned meeting (as the case may be).

5. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and the Share Issue Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board

Excalibur Global Financial Holdings Limited
Poon Kwok Wah Allan

Chairman

APPENDIX I

DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting:

(1) Ms. LEE Mei Chun (李美珍), aged 60, was an executive Director and a compliance officer of the Company. Ms. Lee is also the member of the Risk Management Committee. She was appointed as executive Director in February 2017. Ms. Lee is a responsible officer of Excalibur Global HK, the key operating subsidiary of the Company, and is responsible for supervising each of its regulated activities (including securities, stock options, and futures and options trading business). She is also responsible for participating in the formulation of the corporate business strategies and making major operational decisions of the Group. Ms. Lee became a director of Excalibur Global HK in May 2001 and has been a responsible officer since August 2007. Ms. Lee serves as the dealing director of Excalibur Global HK, responsible for managing the risk of clients' trading as well as supervising and providing training for all licensed staff.

Ms. Lee has entered into a service agreement with the Company for an initial term of three years commencing on 12 January 2021, renewable but subject to the Articles of Association of the Company and the GEM Listing Rules and/or other applicable laws and regulations, unless terminated by not less than three months' notice in writing served by either party. She is subject to retirement by rotation pursuant to the Articles of Association. Ms. Lee is entitled to an annual salary of HK\$180,000.00 under the service agreement, subject to annual review at a rate to be determined by the Remuneration Committee of the Company. Ms. Lee may be entitled to a discretionary bonus in respect of each financial year of the Company in an amount to be determined by the Board with reference to the operating results of the Group and her performance.

As at the Latest Practicable Date, Ms. Lee was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Lee (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or Controlling Shareholder; and (iii) has not held any other directorships in any public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other matter concerning Ms. Lee that needs to be brought to the attention of the Shareholders nor is Ms. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. SIU Miu Man, M.H. (蕭妙文, 榮譽勳章), aged 64, was an independent non-executive **(2)** Director, and the chairman of the Risk Management Committee, the member of the Remuneration Committee, the member of the Audit Committee and the member of the Nomination Committee of the Company. He joined the Group and was appointed as an independent non-executive Director in December 2017. Mr. Siu has over 29 years of managerial experience in various listed companies. Mr. Siu has been an associate of the Chartered Institute of Arbitrators since November 1984, a professional associate of Royal Institution of Chartered Surveyors since January 1985, an associate of the Hong Kong Institute of Surveyors since March 1986 and a member of the Hong Kong Institute of Engineers since March 1989. He has also been an Authorised Person (List of Surveyors) since 1999, a Registered Professional Surveyor (General Practice Stream) since January 2002 and a Registered Professional Engineer (Building Stream) since May 2000. Mr. Siu was appointed as an independent non-executive director of Value Convergence Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 821), since October 2016 and a director of DBG Technology Co., Ltd., a company listed on the Shenzhen Stock Exchange, since December 2017. Mr. Siu is awarded M.H. in recognition of his dedicated community service to Kowloon City by HKSAR on 1 July 2019.

Mr. Siu has entered into a letter of appointment with the Company for an initial term of three years commencing on 12 January 2021, unless terminated by not less than one month's notice in writing served by either party. He is subject to retirement by rotation pursuant to the Articles of Association. The annual remuneration of Mr. Siu under the letter of appointment is HK\$180,000.00.

As at the Latest Practicable Date, Mr. Siu was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Siu (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or Controlling Shareholder; and (iii) has not held any other directorships in any public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years..

Save as disclosed above, there is no other matter concerning Mr. Siu that needs to be brought to the attention of the Shareholders nor is Mr. Siu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 80,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such 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.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

	Highest <i>HK</i> \$	Lowest HK\$
Month		
March 2021	0.240	0.201
April 2021	0.235	0.206
May 2021	0.240	0.220
June 2021	0.235	0.200
July 2021	0.220	0.210
August 2021	0.235	0.225
September 2021	0.225	0.150
October 2021	0.205	0.205
November 2021	0.325	0.206
December 2021	0.255	0.220
January 2022	0.250	0.152
February 2022	0.250	0.150
March 2022 (up to the Latest Practicable Date)	0.480	0.120

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Mr. Poon Kwok Wah Allan and Mr. Chan Ying Leung, being the Controlling Shareholders who are taken as parties acting in concert, were interested in 559,504,000 Shares representing approximately 69.94% of the total 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 Share Repurchase Mandate (if the shareholdings of Mr. Poon and Mr. Chan in the Company and the capital structure of the Company otherwise remain the same), the interests of Mr. Poon and Mr. Chan would be increased to approximately 77.71% of the total issued share capital of the Company. The Directors are not aware of any consequence which will arise under the Takeovers Code as a consequence of any repurchase to be made under the Share Repurchase Mandate.

The Directors do not propose or intend to repurchase any shares which will result in the number of Shares held by the public being reduced to less than 25% of the total issued Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).



Excalibur Global Financial Holdings Limited

駿 溢 環 球 金 融 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8350)

Notice is hereby given that an annual general meeting of Excalibur Global Financial Holdings Limited (the "Company") will be held at Unit 3711, 37/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong and by way of live webcast to participate in the AGM on Thursday, 9 June 2022 at 3:00 p.m. for the following purposes:

- 1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 December 2021.
- 2. To re-elect Ms. Lee Mei Chun as an executive director of the Company.
- 3. To re-elect Mr. Siu Miu Man, M.H. as an independent non-executive director of the Company.
- 4. To authorise the board of directors of the Company to fix the remuneration of directors of the Company.
- 5. To re-appoint Asian Alliance (HK) CPA Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
- 6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT:

- (a) subject to paragraph (b) of this resolution, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes 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 articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."
- 7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT:

(a) subject to paragraph (b) of this resolution, a general mandate be and is hereby generally and unconditionally given to the directors 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 might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company on the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution; and

(c) for the purposes 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 articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange)."

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the "Notice"), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution)."

By Order of the Board

Excalibur Global Financial Holdings Limited

Poon Kwok Wah Allan

Chairman

Hong Kong, 8 April 2022

Notes:

- All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and the Company's Articles of Association. The results of the poll will be published on the website of Hong Kong Exchanges and Clearing Limited and of the Company in accordance with the GEM Listing Rules.
- 2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy (who must be an individual) to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- 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 notarially certified copy of that power of attorney 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 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 the meeting (i.e. not later than 3:00 p.m. on Tuesday, 7 June 2022) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, 6 June 2022 to Thursday, 9 June 2022, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, 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 Thursday, 2 June 2022.
- 5. References to time and dates in this notice are to Hong Kong time and dates.
- 6. To safeguard the health and safety of the Shareholders, staff and stakeholders from the risk of infection of COVID-19, the following precautionary and control measures will be implemented at the AGM, without limitation:
 - (i) the number of attendees will be limited to the minimum number of persons present as is legally required to form a quorate meeting by Directors or other staff members who are Shareholders or proxies. No other Shareholders shall attend the AGM in person; and
 - (ii) a live webcast of the AGM through the Zoom at the designated link will be arranged for Shareholders to view and participate in the AGM.

Shareholders who would like to view and participate to the AGM through a live webcast will need to register by sending an email to our Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at is-enquiries@hk.tricorglobal.com or via telephone hotline at (852) 2980 1333 during business hours (9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong Public Holidays) no later than 3:00 p.m. on 7 June 2022 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) to enable the Company to verify the Shareholders' status.

Authenticated Shareholders will receive an email confirmation by 8 June 2022, which contains a link to join the AGM via the ZOOM. Shareholders MUST NOT forward the link to other persons who are not the Shareholders and who are not entitled to attend the AGM.

All resolutions at the AGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the AGM by proxy. Shareholders who wish to vote on any resolution at the AGM should appoint the chairman of the AGM as his/her/its proxy to exercise the right to vote at the AGM in accordance with as his/her/its instructions. If Shareholders appoint a person who is not the chairman of the AGM as his/her/its proxy, that person will not be permitted entry to the meeting and will not be able to exercise his/her/its vote.

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.