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VCREDIT Holdings Limited **維信金科控股有限公司**

(registered by way of continuation in the Cayman Islands with limited liability)
(Stock Code: 2003)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of VCREDIT Holdings Limited (the “Company”) will be held at Room 1, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Friday, 17 June 2022 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the report of the directors and the independent auditor’s report for the year ended 31 December 2021.
2. To:
 - (a) approve the payment of a final dividend of HK15 cents per ordinary share of the Company (“Shares”) for the year ended 31 December 2021 (the “**Final Dividend**”), from the share premium account of the Company to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors of the Company for determining the entitlements to the Final Dividend; and
 - (b) authorise any director of the Company to take such action, do such things and execute such further documents as such director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the payment of the Final Dividend.
3. To re-elect the following retiring directors of the Company, by separate resolutions:
 - (A) Mr. Liu Sai Wang Stephen;
 - (B) Mr. Liu Sai Keung Thomas;
 - (C) Mr. Yip Ka Kay; and
 - (D) Mr. Chen Derek.

4. To authorise the board of directors of the Company to fix the remuneration of the directors.
5. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the board of directors of the Company to fix their remuneration.
6. As special business to consider and, if thought fit, pass with or without amendment, the following resolutions as ordinary resolutions of the Company:

A. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares (as defined in resolution No. 2(a) set out in the notice convening this meeting) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which the directors of the Company are authorised to repurchase pursuant to the approval 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, and the said approval shall be limited accordingly; and
- (c) **“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 law or the articles of association of the Company (the **“Articles”**) 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 shareholders of the Company in a general meeting.”

B. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined in resolution No. 6A set out in the notice convening this meeting) of all the powers of the Company to allot, issue and deal in additional Shares (as defined in resolution No. 2(a) set out in the notice convening this meeting) and to make or grant offers, agreements

and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power, after the end of the Relevant Period;
 - (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined), (ii) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities which are convertible into Shares, (iii) an issue of Shares as scrip dividends pursuant to the Articles (as defined in resolution No. 6A set out in the notice convening this meeting) from time to time, or (iv) an issue of Shares under any option scheme or similar arrangement for the grant or issue of Shares or rights to acquire Shares, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
 - (d) “**Rights Issue**” means an offer of Shares open for a period fixed by the directors of the Company to the existing holders of Shares whose names appear on the register of members maintained by the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”
- C. “**THAT** subject to the passing of resolutions Nos. 6A and 6B set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal in additional Shares (as defined in resolution No. 2(a) set out in the notice convening this meeting) pursuant to resolution No. 6B set out in the notice convening this meeting be and is hereby increased by the addition thereto of the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution No. 6A set out in the notice convening this meeting, provided that such number of Shares so repurchased shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of the said resolution.”

SPECIAL RESOLUTION

7. As special business to consider and, if thought fit, pass with or without amendment, the following as a special resolution of the Company:

“**THAT:**

- (a) the proposed amendments to the existing memorandum and articles of association of the Company (the “**Proposed Amendments**”), details of which are out in Appendix III to the circular of the Company dated 11 May 2022;
- (b) the adopting of the second amended and restated memorandum and articles of association of the Company which contain all the Proposed Amendments (the “**Second Amended and Restated M&A**”), a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification, as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the memorandum and articles of association of the Company in effect immediately prior to the passing of this resolution; and
- (c) any director or the company secretary of the Company be authorised to do all things necessary to effect and record (i) the amendment of the memorandum and articles of association of the Company in accordance with the Proposed Amendments; and (ii) the adoption of the Second Amended and Restated M&A”,

be and are hereby approved.

By Order of the Board of Directors
VCREDIT Holdings Limited
Cha Johnathan Jen Wah
Company Secretary

11 May 2022

Head Office and Principal Place of Business in Hong Kong:
Suite 1918, 19/F, Two Pacific Place
88 Queensway
Hong Kong

Notes:

- 1. The register of members of the Company will not be closed for the purpose of ascertaining the rights of members of the Company to attend and vote at the AGM to be held on Friday, 17 June 2022. However, in order to qualify for attending and voting at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Monday, 13 June 2022.
- 2. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy or, if holding two or more Shares, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. 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. A form of proxy for use at the AGM is enclosed.

4. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be delivered to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (that is, 3:00 p.m. on Wednesday, 15 June 2022). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.
5. If there are joint registered holders of a Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders is present at the AGM in person or by proxy, that one of the joint holders so present whose name stands first in the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
6. With regard to resolution No. 3 set out in the notice convening the AGM, the board of directors of the Company proposes that the retiring directors of the Company who will offer themselves for re-election, namely, Mr. Liu Sai Wang Stephen, Mr. Liu Sai Keung Thomas, Mr. Yip Ka Kay and Mr. Chen Derek, be re-elected as directors of the Company. The details of the directors of the Company to be re-elected are set out in Appendix II to the circular to shareholders of the Company dated 11 May 2022.
7. If a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by a super typhoon, or black rainstorm warning signal is in force at any time between 8:30 a.m. and 11:30 a.m. on the day of the AGM, the AGM will be adjourned. The Company will post an announcement on the Company's website (www.vcredit.com) and the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) to notify shareholders of the Company the date, time and place of the adjourned meeting.

The AGM will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they should attend the AGM under bad weather conditions bearing in mind their own situations.

Precautionary Measures

Shareholders should note that during the ongoing Novel Coronavirus (COVID-19) pandemic, the following precautionary measures will be taken at the AGM unless the Company should require otherwise:

1. Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius or refuses a temperature check will be denied entry into the meeting venue or be required to leave the meeting venue.
2. Each attendee must wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
3. No refreshments will be served, and no corporate gifts will be distributed.
4. Each attendee will be required to (a) satisfy, as applicable, the requirements under the Prevention and Control of Disease Ordinance (Cap. 599) of the Laws of Hong Kong and any regulations made under that Ordinance, (b) confirm he/she is not subject to any Hong Kong Government prescribed quarantine or self-isolation requirements, and (c) confirm he/she is not subject to any self-monitoring after completion of any Hong Kong Government prescribed quarantine. Anyone who refuses will be denied entry into the meeting venue and will be required to leave the meeting venue.
5. Seating at the meeting venue will, if necessary, be arranged to ensure the Company complies with applicable laws and regulations or the safety and wellbeing of attendees.

Shareholders are reminded that physical attendance in person at the AGM is not necessary for the purpose of exercising their voting rights. Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and returning the proxy form.

If any shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is requested to send such question or matter in writing to our principal place of business in Hong Kong or to our email at “ir@vcredit.com”. If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar at:

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
Fax: (852) 2810 8185

As at the date hereof, the board of directors of the Company comprises Mr. Ma Ting Hung as the chairman and an executive director; Mr. Liu Sai Wang Stephen and Mr. Liu Sai Keung Thomas as executive directors; Mr. Yip Ka Kay as a non-executive director; and Mr. Chen Derek, Mr. Chen Penghui and Mr. Fang Yuan as independent non-executive directors.