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

If you have sold or transferred all your securities in China Shandong Hi-Speed Financial Group Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中國山東高速金融集團有限公司
CHINA SHANDONG HI-SPEED FINANCIAL GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 412)

**PROPOSED SHARE CONSOLIDATION,
PROPOSED CHANGE IN BOARD LOT SIZE
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM to be held at Conference Room, 17th Floor, Agricultural Bank of China Tower, No. 50 Connaught Road Central, Hong Kong on Wednesday, 27 July 2022 at 11:00 a.m. or any adjournment thereof is set out from pages 14 to 15 of this circular. A form of proxy for use at the SGM is also enclosed herewith. In view of the continuing and currently elevated risks posed by the Novel Coronavirus (“COVID-19”) pandemic and the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G of the laws of Hong Kong), the Company decided to implement certain precautionary and control measures at the SGM against the COVID-19, including limiting the number of attendees to Directors or other staff members of the Company who are shareholders or proxies. No other Shareholders shall attend the SGM in person. Any person who attempts to attend the SGM in person will not be permitted entry to the meeting. Shareholders may, however, view and participate in the SGM through a live webcast of the SGM (“**Online SGM**”). Please refer to the section headed “Arrangements for the SGM” of this circular for further details. Shareholders who wish to vote are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting and/or any adjournment thereof (as the case may be). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians, or the Hong Kong Securities Clearing Company Limited), you should consult your banks or brokers or custodians (as the case may be) directly to assist you in the appointment of proxy. 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.

Important Information

Please see pages 1 to 2 of this circular for the arrangements for the SGM, including guidance on joining the Online SGM. There will not be any provision of souvenir or gifts for attending the Online SGM.

11 July 2022

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ARRANGEMENTS FOR THE SGM

In view of the continuing and currently elevated risks posed by the Novel Coronavirus (“**COVID-19**”) pandemic and the latest Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G of the laws of Hong Kong), the SGM will be held in an online format (“**Online SGM**”) and physical attendance by Shareholders will not be permitted. Any person who attempts to attend the SGM in person will not be permitted entry to the SGM.

1. **Vote by Proxy**

The Company wishes to advise all Shareholders that in-person attendance at the SGM is not necessary for the purpose of exercising voting rights. Shareholders who wish to vote on any resolution will only be able to vote by appointing the chairman of the SGM as their proxy to vote on their behalf by completing and returning the proxy form (if you are a registered Shareholder) attached to this circular in accordance with the instructions printed thereon to the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the SGM. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians, or the Hong Kong Securities Clearing Company Limited), you should consult your banks or brokers or custodians (as the case may be) directly to assist you in the appointment of proxy.

2. **Our Online SGM**

(i) Meeting website

Shareholders may view and listen to the Online SGM through a live webcast of the SGM which can be accessed via <http://meetings.computershare.com/CSFG2022SGM> on a smartphone, computer, tablet device or other browser enabled device. Please follow the instructions on the landing page on how to access the webcast. The online platform will be opened for registered Shareholders and non-registered Shareholders to log in approximately 30 minutes prior to the commencement of the SGM. Shareholders will be able to access the live webcast at the beginning of the SGM until its conclusion.

(ii) Login details for registered Shareholders

Details regarding the SGM arrangements including login details to access the online platform are included in the Company’s notification letter to registered Shareholders (“**Shareholder Notification**”) sent together with this circular.

ARRANGEMENTS FOR THE SGM

(iii) Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend the Online SGM should (1) contact and instruct their banks, brokers, custodians, nominees or the Hong Kong Securities Clearing Company Limited through which their shares are held (together, the “**Intermediary**”) to appoint themselves as proxy to attend the Online SGM and (2) provide their e-mail address to their Intermediary before the time limit required by the relevant Intermediary. Details regarding the Online SGM arrangements including login details to access the online platform will be sent by the Company’s Hong Kong share registrar to the e-mail addresses of the non-registered Shareholders provided by the Intermediary.

3. Questions at the SGM

Shareholders can submit questions relevant to the proposed resolutions of the SGM during the SGM through the online platform in accordance with the instructions on the platform. Whilst the Company will endeavour to address these questions at the SGM, if time permits, the Company may respond to any unanswered questions after the SGM as appropriate.

Registered and non-registered Shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the SGM and do not disclose them to anyone else. The Company is not required to, and will not, independently verify the accuracy of the email addresses or other information provided by registered or non-registered Shareholders.

The Company and its agents take no responsibility for all or any loss or other consequence caused by or resulting from any inaccuracy and/or deficiency in the information provided or any unauthorised use of the login details.

If Shareholders have any questions relating to the SGM, please contact Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong share registrar, at 17M Floor, Hopewell Centre 183 Queen’s Road East Hong Kong. Telephone: (852) 2862 8555. Facsimile: (852) 2865 0990. Website: www.computershare.com/hk/contact. 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 SGM arrangements, we will notify Shareholders via an announcement posted on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.csfg.com.hk.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the meanings as set out below:

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted, “extreme conditions” caused by super typhoons or on which a “black” rainstorm warning is issued between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“Change in Board Lot Size”	the proposed change in board lot size for trading on the Stock Exchange from 6,000 Existing Shares to 1,000 Consolidated Shares upon Share Consolidation becoming effective
“Company”	China Shandong Hi-Speed Financial Group Limited (中國山東高速金融集團有限公司), a company incorporated in Bermuda with limited liability and the Shares in the capital of which are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.00025 each in the existing share capital of the Company before the Share Consolidation becoming effective

DEFINITIONS

“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	5 July 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SGM”	the special general meeting of the Company originally proposed to be held at Conference Room, 17th Floor, Agricultural Bank of China Tower, No. 50 Connaught Road Central, Hong Kong on Wednesday, 27 July 2022 at 11:00 a.m.
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed consolidation of every four (4) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Share Option(s)”	share option(s) granted under the Share Option Scheme entitling the holders thereof to subscribe for Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 18 August 2014
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Latest time for lodging transfers of shares in order to
qualify for attendance and voting at the SGM 4:30 p.m. on
Thursday, 21 July 2022

Register of members closes (both days inclusive) Friday, 22 July 2022 to
Wednesday, 27 July 2022

Latest time for lodging forms of proxy for the SGM 11:00 a.m. on
Monday, 25 July 2022

Date and time of the SGM 11:00 a.m. on
Wednesday, 27 July 2022

Publication of the announcement of
the results of the SGM Wednesday, 27 July 2022

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation as set out in this circular.

Effective date of the Share Consolidation Friday, 29 July 2022

First day of free exchange of existing share certificates
for new share certificates for Consolidated Shares Friday, 29 July 2022

Dealing in the Consolidated Shares commences 9:00 a.m. on
Friday, 29 July 2022

Original counter for trading in the Existing Shares
in board lots of 6,000 Existing Shares
(in the form of existing share certificates) temporarily closes 9:00 a.m. on
Friday, 29 July 2022

Temporary counter for trading in the Consolidated Shares
in board lots of 1,500 Consolidated Shares
(in the form of existing share certificates) opens 9:00 a.m. on
Friday, 29 July 2022

Original counter for trading in the Consolidated Shares
in board lots of 1,000 Consolidated Shares
(in the form of new share certificates for
the Consolidation Shares) re-opens 9:00 a.m. on
Friday, 12 August 2022

EXPECTED TIMETABLE

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences	9:00 a.m. on Friday, 12 August 2022
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Friday, 12 August 2022
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Thursday, 1 September 2022
Temporary counter for trading in the Consolidated Shares in board lots of 1,500 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Thursday, 1 September 2022
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidation Shares and existing share certificates) ends	4:10 p.m. on Thursday, 1 September 2022
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Monday, 5 September 2022

LETTER FROM THE BOARD



中國山東高速金融集團有限公司
CHINA SHANDONG HI-SPEED FINANCIAL GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 412)

Executive Directors

Mr. Wang Xiaodong (*Chairman*)
Mr. Zhu Jianbiao (*Vice Chairman*)
Ms. Liao Jianrong
Mr. Liu Zhijie
Mr. Liu Yao

Registered Office

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Non-Executive Directors

Mr. Liang Zhanhai
Mr. Chen Di
Mr. Wang Wenbo

*Head Office and Principal Place of
Business in Hong Kong*

17th Floor
Agricultural Bank of China Tower
No. 50 Connaught Road Central
Hong Kong

Independent Non-Executive Directors

Mr. Guan Huanfei
Mr. Chan Wai Hei
Mr. Tan Yuexin
Mr. Jonathan Jun Yan

11 July 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION,
PROPOSED CHANGE IN BOARD LOT SIZE
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcements of the Company dated 30 June 2022 in relation to, among other matters, the proposed Share Consolidation and Change in Board Lot Size. The purpose of this circular is to provide you with more information regarding the proposed Share Consolidation, proposed Change in Board Lot Size and the Notice of SGM.

2. PROPOSED SHARE CONSOLIDATION

The Board proposes that every four (4) Existing Shares in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Share.

LETTER FROM THE BOARD

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$500,000,000 divided into 2,000,000,000 Shares of par value of HK\$0.00025 each, and there are 24,089,384,437 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the SGM, upon the Share Consolidation becoming effective, there will be 6,022,346,109 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at HK\$500,000,000 but will be divided into 500,000,000,000 Consolidated Shares of HK\$0.001 each.

The Company has 169,400,000 outstanding Share Options and no warrants or other securities in issue which are convertible or exchangeable into Shares as at the Latest Practicable Date.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation;
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of Bermuda and the Listing Rules to effect the Share Consolidation.

The Share Consolidation is expected to become effective on Friday, 29 July 2022 subject to the fulfilment of the above conditions.

As at the Latest Practicable Date, none of the above conditions has been fulfilled.

LETTER FROM THE BOARD

Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the equity or debt securities of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in Relation to Other Securities of the Company

As at the Latest Practicable Date, there are outstanding Share Options for subscription of an aggregate amount of 169,400,000 Existing Shares under the Share Option Scheme. Pursuant to the terms of the Share Option Scheme and the Listing Rules, the Share Consolidation may lead to adjustments to the exercise price and/or the number of Shares falling to be issued upon the exercise of the outstanding Share Options. The Company will make further announcement(s) on such adjustments as and when appropriate. Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

3. PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 6,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 6,000 Existing Shares to 1,000 Consolidated Shares.

Based on the closing price of HK\$0.84 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the value of each board lot of 1,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$3,360.

LETTER FROM THE BOARD

4. REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

It is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange. The Company believes that this will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors, and thus further broaden the shareholder base of the Company.

Furthermore, it is expected that the Share Consolidation will reduce the number of board lots and substantially increase the value of each board lot if the board lot size remains unchanged at 6,000 Existing Shares. To improve the liquidity of the Consolidated Shares, the Board proposed the Change in Board Lot Size from 6,000 Existing Shares to 1,000 Consolidated Shares upon the Share Consolidation becoming effective in order to produce (i) a larger number of board lots and (ii) a relatively lower market value of each board lot.

In view of the above reasons, the Company considers the Share Consolidation and Change in Board Lot Size is justifiable notwithstanding the potential costs and impact arising from creation of odd lots to Shareholders. Accordingly, the Company is of the view that the Share Consolidation and the Change in Board Lot Size is beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no concrete plans to carry out other corporate actions or conduct any equity fundraising which may have an effect of undermining or negating the intended purpose of the Share Consolidation in the next 12 months. However, the Company is from time to time looking for strategic investors to broaden their investor base and will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

5. OTHER ARRANGEMENTS

Fractional Entitlement to Consolidated Shares

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Arrangement on Odd Lot Trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company appointed a securities firm as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

LETTER FROM THE BOARD

Shareholders who wish to take advantage of this facility should contact Mr. Eric Mak or Mr. Kenneth Wong of CSFG International Securities Limited at telephone number (+852) 3150 2288 during office hours (9:00 a.m. to 12:00 noon and 1:00 p.m. to 4:00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) for the period from Friday, 12 August 2022 to Thursday, 1 September 2022 (both days inclusive).

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Exchange of Certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be Friday, 29 July 2022, Shareholders may on or after Friday, 29 July 2022 and until Monday, 5 September 2022 (both days inclusive), submit their existing share certificates in yellow colour for the Existing Shares to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre 183 Queen's Road East Wanchai Hong Kong for exchange for new share certificates in light blue colour for the Consolidated Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of new share certificates, a fee of HK\$2.5 per share certificate (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the share registrar for exchange of new share certificates.

After 4:10 p.m. on Thursday, 1 September 2022, trading will only be in Consolidated Shares which share certificates will be issued in light blue colour. Existing share certificates in yellow colour for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

6. SGM

A notice convening the SGM to be held at Conference Room, 17th Floor, Agricultural Bank of China Tower, No. 50 Connaught Road Central, Hong Kong on Wednesday, 27 July 2022 at 11:00 a.m. is set out from pages 14 to 15 of this circular. A form of proxy for use at the SGM is also enclosed herewith. In view of the continuing and currently elevated risks posed by the Novel Coronavirus ("COVID-19") pandemic and the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G of the laws of Hong Kong), the Company decided to implement certain precautionary and control measures at the SGM against the COVID-19, including limiting the number of attendees to Directors or other staff members of the Company who are shareholders or proxies. No other Shareholders shall attend the SGM in person. Any person who attempts to attend the SGM in person will not be permitted entry to the meeting. Shareholders may, however, view and participate in the SGM through a live webcast of the SGM ("**Online SGM**"). Please refer to the section headed "Arrangements for the SGM" of this circular for further details.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder would have a material interest in the Share Consolidation which is different from other Shareholders, and no Shareholder should be required to abstain from voting on the resolution approving the Share Consolidation at the SGM.

After the conclusion of the SGM, the poll vote results will be published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from Friday, 22 July 2022 to Wednesday, 27 July 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the SGM, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 21 July 2022.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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.

9. RECOMMENDATION

The Directors consider that the proposed Share Consolidation is in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the ordinary resolution to be proposed at the SGM.

10. MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

LETTER FROM THE BOARD

11. WARNING

Shareholders should take note that the Share Consolidation and the Change in Board Lot Size are conditional upon the fulfilment of their respective conditions. Therefore, the Share Consolidation and the Change in Board Lot Size may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

Yours faithfully
By order of the Board
China Shandong Hi-Speed Financial Group Limited
Wang Xiaodong
Chairman

NOTICE OF SGM



(incorporated in Bermuda with limited liability)

(Stock Code: 412)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “SGM”) of China Shandong Hi-Speed Financial Group Limited (the “Company”) will be held at Conference Room, 17th Floor, Agricultural Bank of China Tower, No. 50 Connaught Road Central, Hong Kong on Wednesday, 27 July 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “THAT subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation (as defined below) and with effect from the second business day immediately following the date on which this resolution is passed:
 - (a) every four (4) issued and unissued ordinary shares with a par value of HK\$0.00025 each in the authorised and issued share capital of the Company be consolidated into one (1) ordinary share with a par value of HK\$0.001 each (the “Consolidated Shares”) (the “Share Consolidation”), such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company;
 - (b) following the Share Consolidation, the directors of the Company (the “Directors”) be and are hereby authorised to disregard fractional entitlements, make arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection therewith and, in particular (but without prejudice to the generality of the foregoing), by aggregating any fractional entitlements arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Directors may think fit and/or repurchasing (and, if thought fit, cancelling) any fractional entitlements in such manner and on such terms as the Directors may think fit; and

NOTICE OF SGM

- (c) any one of the Directors be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he or she considers necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.”

By Order of the Board
China Shandong Hi-Speed Financial Group Limited
Wang Xiaodong
Chairman

Hong Kong, 11 July 2022

Notes:

- (1) In view of the continuing and currently elevated risks posed by the Novel Coronavirus (“COVID-19”) pandemic and the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G of the laws of Hong Kong), the SGM will be held in an online format and physical attendance by Shareholders will not be permitted. Shareholders who wish to vote on any resolution will only be able to vote by appointing the chairman of the SGM as their proxy to vote on their behalf.
- (2) In case of joint holders of a share in the capital of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she was solely entitled thereto. However, if more than one of such joint holders are present at the meeting personally or by proxy, that one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
- (3) The register of members will be closed from Friday, 22 July 2022 to Wednesday, 27 July 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the SGM, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 21 July 2022.
- (4) Save for resolutions approving the procedural and administrative matters, any voting of the meeting shall be taken by poll.
- (5) The Company will implement arrangements at the SGM in compliance with the laws and regulations in Hong Kong in relation to the prevention of the current COVID-19. Shareholders are advised to read the cover page and page 1 to 2 of the circular of the Company dated 11 July 2022 for details of the arrangements and monitor the development of COVID-19. Subject to the development of COVID-19 and to the extent permitted under law, the Company may implement further changes and arrangements at the SGM.

As at the date of this notice, the Board comprises Mr. Wang Xiaodong, Mr. Zhu Jianbiao, Ms. Liao Jianrong, Mr. Liu Zhijie and Mr. Liu Yao as executive Directors; Mr. Liang Zhanhai, Mr. Chen Di and Mr. Wang Wenbo as non-executive Directors; and Mr. Guan Huanfei, Mr. Chan Wai Hei, Mr. Tan Yuexin and Mr. Jonathan Jun Yan as independent non-executive Directors.