
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 licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Asia-Pac Financial Investment Company Limited, you should at once hand this circular and the accompanying 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 transferee.

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Asia-Pac Financial Investment Company Limited

亞太金融投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8193)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS, REFRESHMENT OF THE
EXISTING LIMIT ON THE GRANT OF OPTION UNDER
THE NEW SHARE OPTION SCHEME,
PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the 2022 AGM to be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 29 August 2022 at 11:00 a.m. is set out on pages 27 to 34 of this circular.

If you are not able to attend and vote at the 2022 AGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (on or before 14 August 2022) or at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022) as soon as possible and in any event, not later than 48 hours before the time appointed for holding the 2022 AGM (i.e. by 11:00 a.m. on 27 August 2022) or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2022 AGM or its adjournment should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

In view of the ongoing Novel Coronavirus (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the 2022 AGM as their proxy to vote on the relevant resolutions at the 2022 AGM as an alternative to attending the 2022 AGM in person.

This circular with a form of proxy will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its posting and on the website of the Company at www.gca.com.hk.

All times and dates specified herein refer to Hong Kong local times and dates.

28 July 2022

CHARACTERISTICS OF GEM

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

PRECAUTIONARY MEASURES FOR THE 2022 AGM

The Company will implement the following measures at the 2022 AGM, including:

- compulsory body temperature checks
- refusal of entry of those with a high body temperature
- wearing of face masks throughout the meeting
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures will be denied entry into the 2022 AGM venue.

DEFINITIONS

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

“2021 AGM”	the annual general meeting of the Company held on 30 September 2021
“2022 AGM”	the annual general meeting of the Company to be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 29 August 2022 at 11:00 a.m. or its adjournment
“2022 AGM Notice”	the notice convening the 2022 AGM set out on pages 27 to 34 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Business Day(s)”	a day (other than public holiday, a Saturday or Sunday) on which banks in Hong Kong are generally open for business
“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 from time to time
“close associate(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Asia-Pac Financial Investment Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on GEM

DEFINITIONS

“Consolidated Share(s)”	the ordinary share(s) of par value of HK\$0.10 each in the share capital of the Company upon the Share Consolidation becoming effective
“controlling shareholder(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Scheme Limit”	the maximum number of Shares or Consolidated Shares which may be issued upon the exercise of all options granted/to be granted under the New Share Option Scheme, being 10% of the issued share capital of the Company as at the date of approval of the adoption of the New Share Option Scheme and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Extension Mandate”	general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate as set out in resolution 4(C) of the 2022 AGM Notice
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Committee”	the GEM listing sub-committee of the board of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“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
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing the relevant resolution at the 2022 AGM as set out in resolution 4(A) of the 2022 AGM Notice
“Latest Practicable Date”	22 July 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“New Share Option Scheme”	the share option scheme of the Company adopted on 30 September 2021
“Nomination Committee”	the nomination committee of the Board
“Old Share Option Scheme”	the share option scheme of the Company adopted on 18 May 2011 and expired on 17 May 2021
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares, the aggregate number of Shares of which shall not exceed 10% of the aggregate number of issued Shares as at the date of passing the relevant resolution at the 2022 AGM as set out in resolution 4(B) of the 2022 AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share Consolidation”	the proposed consolidation of every five (5) issued and unissued Shares of par value of HK\$0.02 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$0.10 each
“Share(s)”	ordinary share(s) of nominal value of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s), the Consolidated Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	having the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time and administered by the Securities and Futures Commission in Hong Kong
“Year 2022”	the year ended 31 March 2022
“%”	per cent.

EXPECTED TIMETABLE

The expected timetable for the 2022 AGM and the implementation of the Share Consolidation is set out below:

Event	Time and date
Latest time and date for lodging transfer document in order to qualify for attending and voting at the 2022 AGM	4:30 p.m. on Tuesday, 23 August 2022
Book closure period to determine entitlements to attend the 2022 AGM (both days inclusive)	Wednesday, 24 August 2022 to Monday, 29 August 2022
Latest time and date for lodging forms of proxy for the 2022 AGM	11:00 a.m. on Saturday, 27 August 2022
Expected time and date of the 2022 AGM	11:00 a.m. on Monday, 29 August 2022
Publication of announcement of poll results of the 2022 AGM	Monday, 29 August 2022

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation:

Event	Time and date
Expected effective date of the Share Consolidation	Wednesday, 31 August 2022
First day for free exchange of existing share certificates for share certificates of the Consolidated Shares	Wednesday, 31 August 2022
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Wednesday, 31 August 2022
Original counter for trading in the Shares in board lots of 10,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Wednesday, 31 August 2022

EXPECTED TIMETABLE

Event	Time and date
Temporary counter for trading in the Consolidated Shares in temporary board lots of 2,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Wednesday, 31 August 2022
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Thursday, 15 September 2022
Parallel trading in the Shares and Consolidated Shares (in the form of existing share certificates and new share certificates) commences	9:00 a.m. on Thursday, 15 September 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 Thursday, 15 September 2022
Designated broker ceases to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Thursday, 6 October 2022
Temporary counter for trading in the Consolidated Shares in temporary board lots of 2,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Thursday, 6 October 2022
Parallel trading in the Shares and Consolidated Shares (in the form of existing share certificates and new share certificates) ends	4:10 p.m. on Thursday, 6 October 2022

EXPECTED TIMETABLE

Event	Time and date
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Last date for free exchange of existing share certificates for the share certificates of the Consolidated Shares	Monday, 10 October 2022
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All times and dates specified in this circular refer to Hong Kong times and dates. This timetable is indicative only and any subsequent changes to the expected timetable will be announced by the Company as and when appropriate.

LETTER FROM THE BOARD

Asia-Pac Financial Investment Company Limited

亞太金融投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8193)

Executive Directors:

Mr. Ip Kwok Kwong (*Managing Director*)

Mr. Wu Di

Independent non-executive Directors:

Mr. Sek Wai Kit

Mr. So Kwok Yun

Mr. Tang Wai Kee

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111, Cayman Islands

Head Office and Principal Place of

Business in Hong Kong:

Room 304, 3rd Floor

Shui On Centre

6-8 Harbour Road

Wanchai

Hong Kong

28 July 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS, REFRESHMENT OF
THE EXISTING LIMIT ON THE GRANT OF OPTION UNDER
THE NEW SHARE OPTION SCHEME,
PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with (a) the 2022 AGM Notice and (b) information in respect of the resolutions to be proposed at the 2022 AGM for the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of the Directors, the refreshment of the Existing Scheme Limit and the proposed Share Consolidation.

LETTER FROM THE BOARD

ISSUE MANDATE AND EXTENSION MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to an ordinary resolution passed by the Shareholders at the 2021 AGM will lapse at the conclusion of the 2022 AGM, the ordinary resolutions will be proposed at the 2022 AGM in relation to the Issue Mandate and the Extension Mandate, details of which are set out in ordinary resolutions 4(A) and 4(C) of the 2022 AGM Notice. The Shares which may be allotted and issued pursuant to the Issue Mandate is limited to a maximum of 20% of the aggregate number of Shares in issue at the date of passing of the proposed resolution of the Issue Mandate at the 2022 AGM. On the basis that 1,165,911,720 Shares were in issue as at the Latest Practicable Date and assuming no further Shares will be issued and repurchased and cancelled prior to the 2022 AGM, exercise in full of the Issue Mandate (without exercise of the Extension Mandate) could result in up to 233,182,344 Shares being allotted and issued by the Company.

The Issue Mandate will remain in effect until 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 to be held by the Articles, the Companies Law or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Subject to and conditional on the passing of the ordinary resolutions in relation to the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2022 AGM to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares pursuant to an ordinary resolution passed by the Shareholders at the 2021 AGM will lapse at the conclusion of the 2022 AGM, an ordinary resolution will be proposed at the 2022 AGM in relation to the Repurchase Mandate, details of which are set out in ordinary resolution 4(B) of the 2022 AGM Notice. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the aggregate number of the Shares in issue at the date of passing of the proposed resolution of the Repurchase Mandate at the 2022 AGM. The Repurchase Mandate will remain in effect until 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 to be held by the Articles, the Companies Law or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Ip Kwok Kwong and Mr. Wu Di as executive Directors; and Mr. Sek Wai Kit, Mr. So Kwok Yun and Mr. Tang Wai Kee as independent non-executive Directors.

Pursuant to articles 84(1) and (2) of the Articles, not less than one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company and any Director who retires thereunder shall then be eligible for re-election as Director. Accordingly, Mr. Ip Kwok Kwong (“Mr. Ip”) and Mr. So Kwok Yun (“Mr. So”) shall retire from office as Directors by rotation at the 2022 AGM and, being eligible, offer themselves for re-election at the 2022 AGM.

The Nomination Committee has assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and considered that, amongst other independent non-executive Directors, Mr. So remains independent. The Nomination Committee has also assessed and evaluated the performance of each of the retiring Directors during the Year 2022 based on the nomination policy of the Company which was disclosed in the annual report of the Company for the Year 2022 and found their performance satisfactory. The Nomination Committee is also of the view that based on the perspectives, skills and experience of Mr. Ip and Mr. So as set out in Appendix II to this circular can bring further contributions to the Board and its diversity. Therefore upon the nomination of the Nomination Committee, the Board has recommended Mr. Ip and Mr. So to stand for re-election as Directors at the 2022 AGM. For good corporate governance, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

Particulars of the Directors who offer themselves for re-election at the 2022 AGM are set out in Appendix II to this circular.

REFRESHMENT OF THE EXISTING LIMIT ON THE GRANT OF OPTIONS UNDER THE NEW SHARE OPTION SCHEME

The Company adopted the New Share Option Scheme on 30 September 2021. The purpose of the New Share Option Scheme is to enable the Company to grant options to the employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner of the Company or any subsidiary (including any director of the Company or any subsidiary) who is in full-time or part-time employment with or otherwise engaged by the Company or any subsidiary who, in the absolute discretion of the Board, has contributed or may contribute to the Group as incentive or reward for their contribution to the Group.

LETTER FROM THE BOARD

Pursuant to Chapter 23 of the GEM Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer (or the subsidiary) in issue as at the date of approval of the share option scheme. Options lapsed in accordance with the terms of the share option scheme will not be counted for the purpose of calculating the 10% limit. The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% limit under the share option scheme; however, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer (or the subsidiary) under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The GEM Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the share option scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer (or the subsidiary) in issue from time to time.

At the extraordinary general meeting of the Company held on 30 September 2021, the New Share Option Scheme was adopted and the Company was allowed to grant options up to 116,591,172 Shares, representing 10% of the Shares in issue as at the date of approval of the New Share Option Scheme. On 7 July 2022, 116,591,170 options were granted to the Directors and employees of the Group. For further details, please refer to the announcement of the Company dated 7 July 2022. Unless the Existing Scheme Limit was “refreshed”, only 2 Shares might be issued pursuant to the grant of further options under the New Share Option Scheme.

The Directors consider that the refreshment of the Existing Scheme Limit is in the interests of the Group and the Shareholders as a whole because it enables the Company to reward and motivate the eligible participants under the New Share Option Scheme. If the refreshment of the Existing Scheme Limit is approved at the 2022 AGM, based on 1,165,911,720 Shares in issue as at the Latest Practicable Date and assuming that the number of issued Shares remains unchanged on the date of the 2022 AGM, the Company will be allowed under the “refreshed limit” to grant options carrying the rights to subscribe for up to a total of 116,591,172 Shares, representing 10% of the number of issued Shares as at the 2022 AGM. Upon the Share Consolidation becoming effective, based on 233,182,344 Consolidated Shares in issue, the Company will be allowed under the “refreshed limit” to grant options carrying the rights to subscribe for up to a total of 23,318,234 Consolidated Shares, representing approximately 10% of the number of issued Consolidated Shares.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the total number of Shares which may fall to be issued upon the exercise of all outstanding options under the New Share Option Scheme and the Old Share Option Scheme is 185,360,112, representing approximately 15.9% of the Shares in issue as at the Latest Practicable Date. Upon the Share Consolidation becoming effective, the total number of Consolidated Shares which may fall to be issued upon the exercise of all outstanding options under the New Share Option Scheme and the Old Share Option Scheme is 37,072,022, representing approximately 15.9% of the Consolidated Shares in issue. The summary of all outstanding options under the New Share Option Scheme and the Old Share Option Scheme as at the Latest Practicable Date is as follow:

Eligible participants	Date of grant	Number of underlying Shares comprised in options	Exercise price HK\$	Exercisable period
Directors				
So Kwok Yun	31.3.2020	4,402,438	0.151	31.3.2020 – 30.3.2023 (both dates inclusive)
Tang Wai Kee	31.3.2020	4,402,438	0.151	31.3.2020 – 30.3.2023 (both dates inclusive)
Ip Kwok Kwong	7.7.2022	11,659,117	0.055	7.7.2022 – 6.7.2024 (both dates inclusive)
Wu Di	7.7.2022	11,659,117	0.055	7.7.2022 – 6.7.2024 (both dates inclusive)
Sek Wai Kit	7.7.2022	11,659,117	0.055	7.7.2022 – 6.7.2024 (both dates inclusive)
Employees				
	31.3.2020	30,817,066	0.151	31.3.2020 – 30.3.2023 (both dates inclusive)
	10.5.2021	29,147,000	0.117	10.5.2021 – 9.5.2023 (both dates inclusive)
	7.7.2022	<u>81,613,819</u>	0.055	7.7.2022 – 6.7.2024 (both dates inclusive)
		<u>185,360,112</u>		

Note: All options granted were fully vested immediately on the respective dates of grant.

The aggregate number of Shares which may fall to be issued upon the exercise of all outstanding options under the New Share Option Scheme and the Old Share Option Scheme and the options to be granted under the “refreshed limit” is 301,951,284, representing approximately 25.9% of the Shares in issue as at the Latest Practicable Date. Upon the Share Consolidation becoming effective, the aggregate number of Consolidated Shares which may fall to be issued upon the exercise of all outstanding options under the New Share Option Scheme and the Old Share Option Scheme and the options to be granted under the “refreshed limit” is 60,390,256, representing approximately 25.9% of the Consolidated Shares in issue. If the refreshment of the Existing Scheme Limit is approved at the 2022 AGM, the existing outstanding options of the Company and the options to be granted under the “refreshed limit” will not exceed 30% of the number of issued Shares or Consolidated Shares.

LETTER FROM THE BOARD

The refreshment of the Existing Scheme Limit is conditional upon the passing of an ordinary resolution at the 2022 AGM to approve the said refreshment.

Application will be made to the Stock Exchange for granting the listing of, and permission to deal in any new Shares or Consolidated Shares which may fall to be allotted and issued upon the exercise of the rights attaching to the options that may be granted under the “refreshed limit” of the New Share Option Scheme.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every five (5) issued and unissued Shares of par value of HK\$0.02 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of HK\$0.10.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$1,000,000,000 divided into 50,000,000,000 Shares of par value of HK\$0.02 each, of which 1,165,911,720 Shares have been issued as fully paid or credited as fully paid. Assuming that no further Shares are allotted, issued or repurchased between the date of this circular and the date of the 2022 AGM, upon the Share Consolidation becoming effective, the authorised share capital of the Company shall become HK\$1,000,000,000 divided into 10,000,000,000 Consolidated Shares of par value of HK\$0.10 each, of which 233,182,344 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other. The Share Consolidation will not result in any change in the rights of the Shareholders. 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.

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 2022 AGM to approve the Share Consolidation;

LETTER FROM THE BOARD

- (ii) the GEM Listing Committee granting the approval for 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 the Cayman Islands and the GEM Listing Rules to effect the Share Consolidation.

Listing and dealings

Application will be made 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, 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 share capital or debt securities of the Company is 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.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares, if any, 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 benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of existing share certificates held by such holder.

LETTER FROM THE BOARD

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint Suncorp Securities Limited 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. Shareholders who wish to take advantage of this facility should contact Suncorp Securities Limited at Unit 2305, 23/F, The Center, 99 Queen's Road Central, Central, Hong Kong (telephone number: (852) 3899 1803 from 9:00 a.m. on Thursday, 15 September 2022 to 4:00 p.m. on Thursday, 6 October 2022 (both days inclusive)).

Shareholders 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 share certificates

Subject to the Share Consolidation becoming effective, Shareholders may, on or after Wednesday, 31 August 2022 until Monday, 10 October 2022 (both days inclusive), submit share certificates for the Shares (in orange colour) to the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, at the expense of the Company, to exchange for new share certificates of the Consolidated Shares (in yellow colour) (on the basis of five (5) Shares for one (1) Consolidated Share). Thereafter, certificates of Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher. After 4:10 p.m. on Thursday, 6 October 2022, existing share certificates for the Shares will only remain effective as documents of title and may be exchanged for certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of title to the Consolidated Shares on the basis of five (5) Shares for one (1) Consolidated Share.

LETTER FROM THE BOARD

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, there were outstanding Share Options for subscription of an aggregate of 68,768,942 Shares and 116,591,170 Shares under the Old Share Option Scheme and New Share Option Scheme respectively. As a result of the Share Consolidation and pursuant to the terms and conditions of the Old Share Option Scheme and New Share Option Scheme and the GEM Listing Rules, the exercise price and the number of Consolidated Shares to be allotted and issued upon full exercise of the outstanding Share Options will be adjusted in the following manner, with effect from Wednesday, 31 August 2022, being the effective date of the Share Consolidation:

Date of grant	Before adjustments		After adjustments	
	Exercise price per outstanding share option granted (HK\$)	Number of Shares to be allotted and issued upon full exercise of the outstanding share options granted	Exercise price per outstanding share option granted (HK\$)	Number of Consolidated Shares to be allotted and issued upon full exercise of the outstanding share options granted
31 March 2020	0.151	39,621,942	0.755	7,924,388
10 May 2021	0.117	29,147,000	0.585	5,829,400
7 July 2022	0.055	116,591,170	0.275	23,318,234

McMillan Woods (Hong Kong) CPA Limited, Certified Public Accountants and the auditors of the Company, have reviewed the above adjustments and have certified in writing, that the above adjustment of the share options are made in accordance with the Old Share Option Scheme, the New Share Option Scheme and the note to Rule 23.03(13) of the GEM Listing Rules.

Save as disclosed above, the Company does not have any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into any Shares, as at the Latest Practicable Date.

LETTER FROM THE BOARD

REASONS FOR THE SHARE CONSOLIDATION

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 has further stated that (i) market price of the shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

In view of the recent trading price of the Shares at a level less than HK\$0.1 and the value per board lot being less than HK\$2,000, the Board proposes to implement the Share Consolidation in order to comply with the trading requirements under the GEM Listing Rules. The Share Consolidation will increase the nominal value of the Shares, and is expected to bring about a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares. The Board considers that the Share Consolidation would maintain the trading amount for each board lot at a reasonable level in order to attract more investors.

Save for the professional fees and printing charges for the implementation of the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders. Subject to prevailing market conditions, the Group may consider fund raising activities to replenish its general working capital and/or to finance any potential business opportunities after completion of the Share Consolidation. As at the Latest Practicable Date, the Company has not identified or entered into any agreement or arrangement for any business opportunities. As at the Latest Practicable Date, there is not any understanding, agreement or arrangement, for any such fund raising activity in the coming 12 months. As at the Latest Practicable Date, the Company does not have any intention to carry out other corporate actions or arrangements that may affect the trading in the Shares (including share consolidation, share subdivision and change in board lot size) in the coming 12 months.

In view of the above, the Directors are of the view that the Share Consolidation is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

2022 AGM AND PROXY ARRANGEMENT

The 2022 AGM Notice is set out on pages 27 to 34 of this circular. At the 2022 AGM, ordinary resolutions in respect of, among others, the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of the Directors, the refreshment of the Existing Scheme Limit and the proposed Share Consolidation will be proposed.

A form of proxy for use in connection with the 2022 AGM is enclosed with this circular. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and 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 (on or before 14 August 2022) or at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022), together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, not later than 48 hours before the time appointed for holding the 2022 AGM (i.e. by 11:00 a.m. on 27 August 2022) or its adjournment. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2022 AGM or its adjournment should he/she/it so wish. In that event, the form of proxy shall be deemed to be revoked.

In view of the ongoing Novel Coronavirus (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the 2022 AGM as their proxy to vote on the relevant resolutions at the 2022 AGM as an alternative to attending the 2022 AGM in person.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the 2022 AGM Notice to be proposed at the 2022 AGM shall be voted by poll. An announcement on the results of the vote by poll will be made by the Company after the 2022 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required under the GEM Listing Rules to abstain from voting on the resolutions to be proposed at the 2022 AGM. The Board confirm that to the best of their knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he or she has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his Shares to a third party, either generally or on a case-by-case basis.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors believe that the ordinary resolutions in relation to the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of the Directors, the refreshment of the Existing Scheme Limit and proposed Share Consolidation are in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2022 AGM as set out in the 2022 AGM Notice on pages 27 to 34 of this circular.

RESPONSIBILITY STATEMENT

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

Yours faithfully,
For and on behalf of the Board
Asia-Pac Financial Investment Company Limited
Ip Kwok Kwong
Executive Director and Managing Director

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to be sent to the Shareholders with all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Repurchase Mandate.

1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 1,165,911,720 Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued, repurchased and cancelled after the Latest Practicable Date and up to the date of the 2022 AGM, the Directors would be authorised to repurchase up to a maximum of 116,591,172 Shares, representing 10% of the issued Shares as at the 2022 AGM date.

3. REASONS FOR REPURCHASE

The Directors consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or the earnings per share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law, other applicable laws of the Cayman Islands and the GEM Listing Rules. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with that as at 31 March 2022, being the date of its latest published audited consolidated financial statements, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. DIRECTORS AND THEIR CLOSE ASSOCIATES

To the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor their respective close associates have any present intention to sell to the Company any of the Shares in the event that the Repurchase Mandate is approved by the Shareholders at the 2022 AGM.

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

8. TAKEOVERS CODE CONSEQUENCES AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of exercising powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

If the Repurchase Mandate were exercised in full, the shareholding percentage of the substantial shareholders of the Company (based on the number of Shares they held as at the Latest Practicable Date) before and after such repurchase would be as follows:

Name of Shareholders	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Laberie Holdings Limited ("Laberie") <i>(Note)</i>	280,000,000	24.02%	26.68%
SEEC Media Group Limited ("SEEC Media") <i>(Note)</i>	280,000,000	24.02%	26.68%

Note: Laberie was wholly owned by SEEC Media. By virtue of the SFO, SEEC Media is deemed to be interested in all the Shares held by Laberie.

In the event that the Repurchase Mandate is exercised in full, the shareholding interest in the Company of Laberie and the deemed shareholdings interest in the Company of SEEC Media will increase to approximately the respective percentages shown in the last column of the table above. Hence, each of Laberie and SEEC Media would not be required under Rule 26 of the Takeovers Code to make a mandatory offer if the Repurchase Mandate is exercised in full.

To the best of the knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors had no intention to exercise any of the Repurchase Mandate to such an extent as would give rise to the mandatory offer obligation under the Takeovers Code.

Assuming that there is no change in the issued Shares between the Latest Practicable Date and the date of passing the resolution approving the Proposed Repurchase Mandate, the exercise of the repurchase mandate whether in whole or in part will not result in less than 25% of the total issued Shares being held by the public as required by the GEM Listing Rules.

9. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on GEM or otherwise) during the six months immediately prior to the Latest Practicable Date.

10. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the 2022 AGM.

11. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Prices	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2021		
July	0.058	0.041
August	0.084	0.049
September	0.089	0.064
October	0.079	0.056
November	0.083	0.054
December	0.079	0.055
2022		
January	0.068	0.051
February	0.068	0.054
March	0.070	0.051
April	0.070	0.055
May	0.074	0.058
June	0.063	0.045
July (up to the Latest Practicable Date)	0.060	0.047

The following are the particulars of the Directors proposed to be re-elected at the 2022 AGM:

(1) MR. IP KWOK KWONG (葉國光) (AGED 61)

Mr. Ip Kwok Kwong (“Mr. Ip”) is one of the founding directors of the Group and was appointed as an executive Director and the managing director of the Company (the “Managing Director”) in December 2010. He is the compliance officer and an authorised representative of the Company. He is also a member of each of the Remuneration Committee and the Nomination Committee, and a director of certain subsidiaries of the Company. Mr. Ip is responsible for overall management and development including frontline co-ordination with clients, organisations as well as formulation of development strategy of the Group. Professionally, Mr. Ip is a Chartered Valuation Surveyor, a Registered Professional Surveyor (General Practice) under the Surveyors Registration Ordinance of Hong Kong and a Registered Business Valuer of the Hong Kong Business Valuation Forum. Mr. Ip was appointed as a committee member of the People’s Political Consultative Conference of Harbin, the PRC in the second half of 2011 after having received the Outstanding Entrepreneurship Award from the Enterprise Asia, a non-governmental organisation for entrepreneurship in mid-2011. He is now a vice president of Asia Pacific Professional Managers Association.

Save as disclosed above, Mr. Ip does not hold any other position within the Group.

Mr. Ip has entered into a service contract with the Company in May 2011 for a period of 3 years, and shall continue thereafter until terminated by not less than 3 months’ notice in writing served by either party on the other, subject to termination in certain circumstances as stipulated in the service contract. The term of office is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. He is presently entitled to a basic annual salary of HK\$3,600,000 as the executive Director and a year end bonus. Such emolument will be determined annually by the Remuneration Committee by reference to his relevant experience, responsibilities, the time devoted to the Group and the prevailing market conditions. Due to the outbreak of the COVID-19 pandemic, the basic salary of Mr. Ip was adjusted to HK\$10,400 per month for Year 2022 and his emolument for the Year 2022 was HK\$1,302,000.

Mr. Ip did not hold other directorship in any public company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Ip was interested in 15,542,500 Shares and beneficially owns Options to subscribe for a total of 16,061,555 Shares, representing approximately 2.71% of the total issued shares of the Company. The 15,542,500 Shares are owned as to approximately 1.33% by Brilliant One Holdings Limited (“Brilliant One”), which is wholly owned by GC Holdings Limited (“GC Holdings”). GC Holdings is wholly owned by Mr. Ip. By virtue of the SFO, Mr. Ip is deemed to have interests in all the Shares held by Brilliant One.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Ip as a Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules.

(2) MR. SO KWOK YUN (蘇國欣) (AGED 60)

Mr. So Kwok Yun (“Mr. So”) has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee since 15 December 2017. Mr. So obtained a Bachelor of Arts (Architectural Studies) degree and a Bachelor of Architecture degree from the University of Hong Kong in 1984 and 1986, respectively. He was admitted as a member of the Hong Kong Institute of Architects in 1988 and a member of the Royal Institute of British Architects in 1990. He is also currently registered as an Authorized Person under the Buildings Ordinance (Chapter 123 of the laws of Hong Kong) and a Registered Architect in Hong Kong under the Architects Registration Ordinance (Chapter 408 of the laws of Hong Kong). Mr. So has over thirty years of experience in the field of architecture and project management. He has taken up managerial positions with various established architecture and property development companies and was involved in a number of major commercial and residential property projects in Hong Kong, China and overseas. In 2003, Mr. So founded his architecture designing business in Shanghai, China. He further established DPS Design (SH) Co., Ltd.* (世天建築諮詢(上海)有限公司) in 2010 and has been serving as its managing director since its establishment.

Save as disclosed above, Mr. So does not hold any position within the Group.

Mr. So has entered into a letter of appointment with the Company for a term of three years with effect from 15 December 2018, subject to termination in certain circumstances as stipulated in the letter of appointment. The terms of office are also subject to retirement by rotation and reelection at the annual general meeting of the Company in accordance with the Articles. Pursuant to the letter of appointment, Mr. So is entitled to an annual fee of HK\$144,000, which is determined by reference to his duties and responsibilities with the Company and market conditions. His remuneration for the Year 2022 was adjusted to HK\$72,000 due to the outbreak of the COVID-19 pandemic.

Mr. So did not hold other directorship in listed public companies in the past three years and did not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. So beneficially owns Options to subscribe for a total of 4,402,438 Shares. Saved as disclosed above, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Saved as disclosed above, there are no other matters relating to the re-election of Mr. So as a Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

Asia-Pac Financial Investment Company Limited

亞太金融投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8193)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting of Asia-Pac Financial Investment Company Limited (the “Company” and the “AGM”, respectively) will be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 29 August 2022 at 11:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2022 and the respective reports of the directors (the “Directors”) and the independent auditor of the Company (the “Independent Auditor”) thereon.
2. (A) To re-elect Mr. Ip Kwok Kwong as an executive Director.

(B) To re-elect Mr. So Kwok Yun as an independent non-executive Director.

(C) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration for the year ending 31 March 2023.
3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the Independent Auditor to hold office until the conclusion of the next annual general meeting and authorise the Board to fix its remuneration.
4. (A) **“THAT:**
 - (a) subject to paragraph (c) of this Resolution below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (the “Shares”) or securities convertible into the Shares, or options or warrants for similar rights to subscribe for any Shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into or exchangeable for Shares) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this Resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into or exchangeable for Shares) which might require the exercise of such powers during or 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 options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme or similar arrangements of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles of Association”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchange for Shares, shall not exceed the aggregate of:
- (aa) 20% of the aggregate number of the issued Shares as at the date of the passing of this Resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (the “Shareholders”)) the aggregate number of any Shares repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution),
- and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and
- (d) for the purposes of this Resolution:
- “Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company (the “AGM”);

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands or any applicable laws of the Cayman Islands; 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, or offer or issue of warrants, options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange applicable to Hong Kong).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all powers of the Company to purchase the shares in the share capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Commission”) and the Stock Exchange under the Hong Kong Code on Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands (the “Companies Law”) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of the Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “AGM”);
- (ii) the expiration of the period within which the next AGM is required to be held by the articles of association of the Company, the Companies Law, or any applicable laws of the Cayman Islands; 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.”

(C) “**THAT** subject to the passing of resolutions numbered 4(A) and 4(B) as set out in the notice convening the annual general meeting of the Company of which this Resolution forms part (the “Notice”), the general mandate referred to in the Resolution numbered 4(A) as set out in the Notice be extended by the addition to the aggregate number of shares of the Company (the “Shares”) which may be allotted and issued or agreed to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate referred to in Resolution numbered 4(B) as set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this Resolution.”

5. “**THAT:**

- (a) approval be and is hereby granted for refreshing the 10% mandate under the new share option scheme (“New Share Option Scheme”) adopted by the Company on 30 September 2021 (“Refreshed Scheme Mandate”) provided that the total number of shares of the Company which may be allotted and issued upon the

NOTICE OF ANNUAL GENERAL MEETING

exercise of all options to be granted under the New Share Option Scheme and any other share option schemes of the Company (or its subsidiaries) under the limit as refreshed hereby shall not exceed 10% of the total number of issued shares of the Company as at the date on which this resolution is passed (options previously granted under the New Share Option Scheme and any other share option schemes of the Company (or its subsidiaries) (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the New Share Option Scheme or any other share option schemes of the Company (or its subsidiaries)) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and

- (b) the directors of the Company or a duly authorised committee thereof be and they are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the New Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the New Share Option Scheme within the Refreshed Scheme Mandate.”

6. “**THAT** subject to and conditional upon the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the issued shares of the Company consolidated in the manner as set out in paragraph (a) (i) of this resolution below (the “**Share Consolidation**”):

- (a) with effect from 31 August 2022 or the above condition is fulfilled (whichever is later):
- (i) every five (5) issued and unissued ordinary shares with par value of HK\$0.02 each in the share capital of the Company be consolidated into one (1) consolidated share (each a “**Consolidated Share**”) with par value of HK\$0.10 each, such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company;
- (ii) fractional Consolidated Shares will be disregarded and not issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit for the Company; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as he/they consider necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”

By order of the Board
Asia-Pac Financial Investment Company Limited
Ip Kwok Kwong
Executive Director and Managing Director

Hong Kong, 28 July 2022

Head Office and Principal Place of Business

in Hong Kong:
Room 304, 3rd Floor
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

Registered Office:

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P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Notes:

1. Any member of the Company (the “Member”) entitled to attend and vote at the meeting above (the “AGM”) or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more shares of the Company (the “Shares”), more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association. A proxy need not be a Member 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 of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use in connection with the AGM is enclosed. If you are not able to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the AGM or its adjournment should he/she/it so wish. In such event, the form of proxy shall be deemed to be revoked.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of 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 (on or before 14 August 2022) or at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022) not later than 48 hours before the time appointed for holding the AGM (i.e. by 11:00 a.m. on 27 August 2022) or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the AGM or its adjournment should he/she/it so wish.

In view of the ongoing Novel Coronavirus (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

NOTICE OF ANNUAL GENERAL MEETING

4. Where there are joint holders of any 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/she/it were solely entitled thereto; but should more than one of such joint holders be present at the AGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of Members in respect of such Share(s) shall alone be entitled to vote in respect thereof.
5. For determining Members' entitlement to attend and vote at the AGM, the register of Members will be closed from Wednesday, 24 August 2022 to Monday, 29 August 2022 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at AGM, the non-registered shareholders must lodge all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (on or before 14 August 2022) or at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022) for registration not later than 4:30 p.m. on Tuesday, 23 August 2022.
6. In relation to the proposed Resolution numbered 3 above, the Board concurs with the views of the audit committee of the Board and has recommended that McMillan Woods (Hong Kong) CPA Limited be re-appointed as the Independent Auditor.
7. In relation to the proposed Resolutions numbered 4(A) and 4(C) above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). The Directors have no immediate plans to issue any new Shares other than the Shares which may be issued under the share option scheme of the Company.
8. In relation to the proposed Resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they consider appropriate for the benefit of the Members. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 28 July 2022.
9. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in the notice of the AGM will be taken by a poll.
10.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time on the date of the AGM, the AGM will be postponed to the next Business Day on which no tropical cyclone warning No. 8 or above or black rainstorm warning signal is hoisted or in force in Hong Kong at any time between the hours from 8:00 a.m. to 11:00 a.m. and in such case the AGM shall be held at the same time and venue.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time fixed for the holding of the AGM and where conditions permit, the AGM will be held as scheduled.
 - (c) The AGM will be held as scheduled when a tropical cyclone warning signal No. 3 or below or an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, Members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
11. All times and dates specified herein refer to Hong Kong local times and dates.

NOTICE OF ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE AGM

The Company will implement the following measures at the AGM, including:

- compulsory body temperature checks
- refusal of entry of those with a high body temperature
- wearing of face masks throughout the meeting
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures will be denied entry into the AGM venue.