

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

**If you have sold or transferred** all your shares in Amber Hill Financial Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**AMBER HILL FINANCIAL HOLDINGS LIMITED**

**安山金控股份有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 33)**

**(1) PROPOSED CHANGE OF COMPANY NAME;  
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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

A notice convening the EGM to be held at 10F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 23 August 2022 at 4:30 p.m. is set out on pages 8 to 9 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange and the website of the Company.

Whether or not you intend to attend the EGM, you are requested to complete the form of proxy attached to the notice of the EGM in the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (before 15 August 2022) or at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022), as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the EGM (i.e. at or before 4:30 p.m. (Hong Kong time) on Sunday, 21 August 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

1 August 2022

# CONTENTS

|   | <i>Page</i> |
|---|-------------|
| <b>Definitions</b> .....  | 1           |
| <b>Letter from the Board</b> .....  | 2           |
| <b>Appendix — Details of Directors proposed for re-election</b> .....     | 6           |
| <b>Notice of Extraordinary General Meeting</b> .....                      | 8           |
| <b>Precautionary Measures for the Extraordinary General Meeting</b> ..... | 10          |

## DEFINITIONS

*In this circular, unless the context requires otherwise, the words and expressions as stated below will have the following meanings:*

|                                   |  |
|-----------------------------------|--|
| “Articles”                        | the articles of association of the Company, as may be amended and restated from time to time   |
| “Board”                           | the board of Directors   |
| “Company”                         | Amber Hill Financial Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on the main board of the Stock Exchange (Stock Code: 33)           |
| “Directors”                       | the directors of the Company and each a “Director”   |
| “EGM”                             | the extraordinary general meeting of the Company to be convened at 10F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 23 August 2022 at 4:30 p.m.   |
| “Group”                           | the Company and its subsidiaries   |
| “HK\$”                            | Hong Kong dollars, the lawful currency of Hong Kong  |
| “Hong Kong”                       | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Latest Practicable Date”         | 28 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular   |
| “Listing Rules”                   | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “Proposed Change of Company Name” | the proposed change of the English name of the Company from “Amber Hill Financial Holdings Limited” to “International Genius Company” and to dispense with the use of the existing Chinese name of the Company, being “安山金控股份有限公司” |
| “Share(s)”                        | ordinary share(s) of HK\$0.01 each in the capital of the Company   |
| “Shareholder(s)”                  | the holder(s) of the Shares  |
| “Stock Exchange”                  | The Stock Exchange of Hong Kong Limited  |

LETTER FROM THE BOARD



**AMBER HILL FINANCIAL HOLDINGS LIMITED**

**安山金控股份有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 33)**

*Executive Directors:*

Dr. Ng Yu (Chairman)

Mr. Lin Feng

*Non-executive Directors:*

Mr. Dai Chengyan

Mr. Cheung Bonathan Wai Ka

*Independent non-executive Directors:*

Mr. Lo Hang Fong

Mr. Wang Jun Sheng

Mr. Yip Tze Wai Albert

*Registered office:*

94 Solaris Avenue

Camana Bay

PO Box 1348

Grand Cayman KY1-1108

Cayman Islands

*Principal place of business*

*in Hong Kong:*

19/F, One Hennessy

1 Hennessy Road

Wan Chai

Hong Kong

1 August 2022

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;  
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The primary purpose of this circular is to provide you with information regarding, inter alia, (i) the Proposed Change of Company Name; (ii) the proposed re-election of Directors; and (iii) the notice of EGM.

**2. PROPOSED CHANGE OF COMPANY NAME**

As disclosed in the announcement of the Company dated 22 July 2022, the Board proposes to change the English name of the Company from “Amber Hill Financial Holdings Limited” to “International Genius Company” and to dispense with the use of the existing Chinese name of the Company, being “安山金控股份有限公司”, subject to the conditions set out below being fulfilled.

## **LETTER FROM THE BOARD**

### **Conditions of the Proposed Change of Company Name**

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at an EGM approving the Proposed Change of Company Name; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### **Effect of the Proposed Change of Company Name**

The Change of Company Name will not affect any rights of the holders of securities of the Company or the Group's daily business operation and its financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, upon the Proposed Change of Company Name becoming effective, continue to be good evidence of title to such securities and valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing share certificates. Once the Proposed Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

In addition, upon the Proposed Change of Company Name becoming effective and subject to the confirmation by the Stock Exchange, the Company will change its stock short name for trading in the Shares on the Stock Exchange accordingly.

### **Reasons for the Proposed Change of Company Name**

The Board considers that the Change of Company Name will better reflect the current status of the Group and its direction of future development. The Board believes that the new name of the Company will provide the Company with a new corporate image which will benefit the Group's future business development. Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

The Company will make further announcement(s) as and when appropriate on the poll results of the EGM, the effective date of the Proposed Change of Company Name and the new stock short name of the Company for trading in the Shares on the Stock Exchange and other relevant information.

## LETTER FROM THE BOARD

### 3. RE-ELECTION OF DIRECTORS

Pursuant to Article 114 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

Accordingly, Mr. Cheung Bonathan Wai Ka and Mr. Yip Tze Wai Albert shall retire at the EGM and, being eligible, offer themselves for re-election at the EGM.

Details of the Directors proposed to be re-elected at the EGM are set out in the Appendix to this circular.

### 4. THE EGM

The notice convening the EGM is set out on pages 8 to 9 of this circular. Resolutions will be proposed at the EGM for the purpose of considering and if thought fit, approving the resolutions proposed in the notice of the EGM.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to be present at the EGM, you are advised to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (before 15 August 2022) or at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022), as soon as practicable and in any event not less than 48 hours before the time appointed for the EGM (i.e. at or before 4:30 p.m. (Hong Kong time) on Sunday, 21 August 2022) or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions as put to vote at the EGM will be taken by way of poll. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

In order to ascertain the entitlement to attend and to vote at the EGM, the register of members of the Company will be closed from Friday, 19 August 2022 to Tuesday, 23 August 2022 (both dates inclusive), during which period no transfer of the Shares will be effected. In order to be eligible to attend and vote at the EGM, all completed share transfer documents accompanied by the relevant share certificates shall be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54,

## LETTER FROM THE BOARD

Hopewell Centre, 183 Queens Road East, Hong Kong (before 15 August 2022), or at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022), for registration no later than 4:30 p.m. on Thursday, 18 August 2022.

### 5. RECOMMENDATION

The Directors consider that all the proposed resolutions at the EGM are in the interests of the Company and the Shareholders as a whole and, accordingly, the Board recommend all Shareholders to vote in favour of all the resolutions to be proposed at the EGM in respect thereof.

### 6. 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 contained herein or this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**Amber Hill Financial Holdings Limited**  
**Dr. Ng Yu**  
*Chairman and Executive Director*

The details of the Directors who will retire from office at the EGM and, being eligible, offer themselves for re-election at the EGM, are set out below:

Save as disclosed herein, to the best knowledge of the Directors having made all reasonable enquiries, each of the following retiring Directors proposed for the re-election:

- (a) does not hold any other directorship in listed public companies in Hong Kong or overseas in the last three years;
- (b) does not have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO; and
- (c) does not hold any other positions with the Company or any of its subsidiaries nor does he has any other relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company.

In addition, there are no other matters that need to be brought to the attention of the Shareholders nor is there other information required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules in respect of each of the following retiring Directors proposed to be re-elected at the EGM.

#### 1. Mr. Cheung Bonathan Wai Ka

**Mr. Cheung Bonathan Wai Ka** (“**Mr. Cheung**”), aged 30, has been appointed as a non-executive Director with effect from 20 June 2022. Mr. Cheung has 8 years of experience in working in securities brokerage companies. Mr. Cheung has served as a licensed person for dealing in securities (type 1 regulated activity), advising on corporate finance (type 6 regulated activity) and asset management (type 9 regulated activity) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) of various registered institutions. Mr. Cheung was a representative of each of (i) VC Brokerage Limited, which is licensed to carry out type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO, from August 2020 to June 2022; (ii) VC Capital Limited, which is licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO, from September 2017 to June 2022; and (iii) VC Asset Management Limited, which is licensed to carry out type 9 (asset management) regulated activity under the SFO, from August 2018 to June 2022. Mr. Cheung is currently an independent non-executive director of China Silver Technology Holdings Limited, a company listed on Main Board of the Stock Exchange (stock code: 515), since 2016. Mr. Cheung holds the Bachelor of Arts degree in Economics of the University of Waterloo.

For community services, Mr. Cheung is the Chief Advisor of The Honorary Consulates for Fiji of Hong Kong since 2021. Mr. Cheung is also the Honorary Vice President of Hong Kong Industrial & Commercial Association Limited (Tuen Mun Branch) since 2019.

Mr. Cheung has entered into an appointment letter with the Company for a term of three years and his appointment can be terminated by either party giving three months’ prior written notice. In accordance with the Articles and the Listing Rules, Mr. Cheung will hold office until

the next general meeting of the Company at which time he will be eligible for re-election and his appointment would be subject to retirement by rotation. Mr. Cheung is entitled to a director's fee of HK\$600,000 per annum, which was determined with reference to his background, qualifications, experience, duties and responsibilities to the Company and the prevailing market conditions.

## 2. Mr. Yip Tze Wai Albert

**Mr. Yip Tze Wai Albert ("Mr. Yip")**, aged 57, has been appointed as an independent non-executive Director with effect from 17 May 2022. Mr. Yip is the Chairman of Syndicate Capital (Asia) Limited and has been appointed as the Chief Strategy Officer at BOA International Financial Group since January 2020. Mr. Yip has over 30 years of banking and financial experience leading strategic planning, corporate finance, internal audit, operations, risks management, compliance and regulatory functions in multi-national corporations. During the past three decades, Mr. Yip was appointed as Chief Executive Officer, Chief Financial Officer, Chief Audit Executive and other senior executive positions across Asia Pacific and the United States by Fortune 500 leaders in the banking and financial sectors. Mr. Yip was the former Senior Vice President and Asia Pacific Regional Head of Corporate Audit at State Street Corporation. Mr. Yip was also the former Asia Head of Audit Services at Manulife Financial. He served other senior management roles in BOA, State Street Bank and Westpac Bank.

Mr. Yip holds the Master of Science Degree in Information System and Bachelor of Arts (Honorary Degree) in Accountancy. Mr. Yip also earned designations of Fellow Certified Practising Accountant (FCPA) of CPA Australia, and Forensic Certified Public Accountant (Forensic CPA) of Forensic CPA Society. Among his public duties in professional bodies, he currently serves as the Chairman of WealthTech Committee and Convenor of Investment Committee at Institute of Financial Technologists of Asia (IFTA), promoting the development and investment in fintech. Mr. Yip was the former Governor and Chairman of Professional Development Committee of the Institute of Internal Auditors Hong Kong Chapter and the former Chairman of the Financial Services Committee of CPA Australia, Greater China Division.

For community services, Mr. Yip is the honoree in Asia to receive the WACE Award from Advancing Cooperative & Work-Integrated Education for his achievement and contribution to university students' career developments globally. Mr. Yip also received the Honorary Doctorate of Business Administration (Hon. DBA) designation due to his significant contribution to ESG initiatives on a worldwide basis.

Mr. Yip has entered into an appointment letter with the Company for a term of three years and his appointment can be terminated by either party giving three months' prior written notice. In accordance with the Articles and the Listing Rules, Mr. Yip will hold office until the next general meeting of the Company at which time he will be eligible for re-election and his appointment would be subject to retirement by rotation. Mr. Yip is entitled to a director's fee of HK\$360,000 per annum, which was determined with reference to his background, qualifications, experience, duties and responsibilities to the Company and the prevailing market conditions.

**NOTICE OF EXTRAORDINARY GENERAL MEETING**



**AMBER HILL FINANCIAL HOLDINGS LIMITED**

**安山金控股份有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 33)**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “**EGM**”) of Amber Hill Financial Holdings Limited (the “**Company**”) will be held at 10F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 23 August 2022 at 4:30 p.m. for the following purposes:

Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 1 August 2022.

**SPECIAL RESOLUTION**

1. To consider and, if thought fit, to pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands, the English name of the Company be and is hereby changed from “Amber Hill Financial Holdings Limited” to “International Genius Company” and to dispense with the use of the existing Chinese name of the Company, being “安山金控股份有限公司”; and
- (b) any one director of the Company be authorized on behalf of the Company to do all such acts and things and execute and deliver all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the foregoing and to attend to any registration and/or filing in the Cayman Islands and Hong Kong for and on behalf of the Company.”

**ORDINARY RESOLUTIONS**

2. (a) To re-elect Mr. Cheung Bonathan Wai Ka as a non-executive director of the Company; and

## NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) To re-elect Mr. Yip Tze Wai Albert as an independent non-executive director of the Company.

By order of the Board  
**Amber Hill Financial Holdings Limited**  
**Dr. Ng Yu**  
*Chairman and Executive Director*

Hong Kong, 1 August 2022

*Registered Office:*  
94 Solaris Avenue Camana Bay  
PO Box 1348  
Grand Cayman, KY1-1108 Cayman Islands

*Principal Place of Business in Hong Kong:*  
19/F, One Hennessy  
1 Hennessy Road  
Wan Chai  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote in his/her stead. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and voting in person should he/she so wish. In such event, his/her form of proxy will be deemed to be revoked.
2. A form of proxy for the EGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (before 15 August 2022) or at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022), not less than 48 hours before the time appointed (i.e. Sunday, 21 August 2022 at 4:30 p.m.) for holding the EGM or any adjourned meeting.
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

To ascertain the members' entitlement to attend and vote at the EGM, the register of members will be closed from Friday, 19 August 2022 to Tuesday, 23 August 2022, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to be eligible to attend and vote at the meeting, all completed share transfer documents, accompanied by the relevant share certificates, shall be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (before 15 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 Thursday, 18 August 2022.

4. Details of the retiring directors proposed to be re-elected as Directors are set out in Appendix to this circular.
5. Members of the Company or their proxies shall produce documents of their proof of identity when attending the EGM.
6. If Typhoon signal number 8 or above, or "extreme conditions" caused by super typhoons or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of Company at [ahfh.com.hk](http://ahfh.com.hk) and on the HKEXnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

## PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

The health of our shareholders, staff and stakeholders is one of our top concerns, the following precautionary measures will be taken with a view to prevent and control the spread of the novel coronavirus (COVID-19) at the EGM, including:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee will have to submit a completed health declaration form prior to entry into the meeting venue. Based on the declaration provided, the attendee may be denied entry into the meeting venue or be required to leave the meeting venue.
- (iii) Each attendee will be required to wear a surgical face mask throughout the meeting and inside the meeting venue.
- (iv) Seating at the EGM will be arranged so as to maintain a safe distance between attendees.
- (v) No refreshment will be served, and there will be no corporate gift available for distribution.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our head office and principal place of business in Hong Kong or to our email at [contact@ahfh.com.hk](mailto:contact@ahfh.com.hk).

If any shareholder has any question relating to the meeting, please contact Customer Service Hotline of Tricor Investor Services Limited, the Company's branch share registrar and transfer office at (852) 2980 1333 from 9:00 a.m. to 6:00 p.m., Monday to Friday (excluding Hong Kong public holidays).