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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 OF EXTRAORDINARY GENERAL MEETING

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
- (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 and on the HKEXnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this announcement, (i) the executive Directors are Dr. Ng Yu and Mr. Lin Feng; (ii) the non-executive Directors are Mr. Dai Chengyan and Mr. Cheung Bonathan Wai Ka; and (iii) the independent non-executive Directors are Mr. Lo Hang Fong, Mr. Wang Jun Sheng and Mr. Yip Tze Wai Albert.