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BISON FINANCE GROUP LIMITED

貝森金融集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 888)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of Bison Finance Group Limited (the “**Company**”) as requisitioned by the Requisitionist (as defined in the circular of the Company dated on or around the date of this notice of special general meeting) in accordance with the section 74(1) of the Companies Act of 1981 of Bermuda will be held at 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 26 September 2022 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendment(s), the following resolution of the Company as ordinary resolution:

ORDINARY RESOLUTION

Proposed Resolution by the Requisitionist

“**THAT** the Company shall refrain from allotting or issuing additional Shares and/or Instruments (or entering into any agreement or option relating to such allotment or issuance) pursuant to or in connection with the General Mandate, until the conclusion of the next annual general meeting of the Company.

In this resolution, the following expressions shall have the following meaning:

“**Shares**” mean shares in the capital of the Company.

“**Instruments**” means, collectively: (a) any securities convertible into Shares; (b) options, warrants or similar rights to subscribe for any Shares or such convertible securities; and (c) any other instrument that, if issued, could result in an increase of Shares allotted and/or issued by the Company.

“**General Mandate**” means the general mandate to the directors of the Company to issue shares and other equity securities, in accordance with the terms of ordinary resolution 4(A) as set out in the annual general meeting notice published by the Company on 13 May 2022.”

By Order of the Board
Bison Finance Group Limited
ZHU Dong
Executive Director

Hong Kong, 6 September 2022

Notes:

- (1) Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion. In light of the epidemic situation of COVID-19, the Company wishes to encourage the members of the Company to exercise their right to vote at the SGM by appointing the chairman of the SGM as their proxy as an alternative to attend the SGM or any adjourned meeting in person, by completing and returning the proxy from attached to the circular of the Company dated on or around the date of this notice of SGM.
- (2) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited ("**Hong Kong Share Registrar**") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the SGM or any adjournment thereof and if such event, the authority of the proxy shall be deemed to be revoked.
- (3) The register of members of the Company will be closed from Wednesday, 21 September 2022 to Monday, 26 September 2022, both dates inclusive, for the purpose of ascertaining the entitlement of the shareholders of the Company (the "**Shareholders**") to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Hong Kong Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 20 September 2022.
- (4) Voting at the SGM will be taken by poll.
- (5) In light of the attempt to prevent and control the spread of COVID-19 at the SGM venue, the Company will implement precautionary measures at the SGM. Please refer to the section headed "Precautionary Measures for the SGM" as set out on page 3 of this notice of SGM.

PRECAUTIONARY MEASURES FOR THE SGM

In view of the epidemic situation of COVID-19, the Company will take including without limitation of the following precautionary measures at the SGM venue in the attempt to prevent and control the spread of COVID-19 at the SGM:

- Compulsory body temperature checks will be conducted for every Shareholder, proxy, and other attendees at the entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms, may be denied entry into or be required to leave the venue of the SGM at the Company's discretion, to the extent permitted by the applicable laws and regulations.
- Each attendee is required to wear a surgical face mask throughout the SGM and inside the meeting venue, no mask will be provided at the SGM venue and to maintain a safe distance from other attendees.
- Any person attending the SGM will be required to make a declaration as to whether they have travelled outside Hong Kong in the 14-day period prior to the SGM, and those who has travelled outside Hong Kong in the 14-day period prior to the SGM will not be permitted to attend the SGM.
- No corporate gift will be distributed and no refreshment will be served at the SGM.

In light of the epidemic situation of COVID-19, **the Company wishes to encourage the Shareholders to exercise their right to vote at the SGM by appointing chairman of the SGM as their proxy as an alternative to the SGM in person, by completing and returning the proxy form attached to the circular of the Company dated 6 September 2022.**

If any Shareholder chooses not to attend the SGM in person but has any question about any resolution or about the Company, or has any matter for putting to the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office, our principal place of business at 6th Floor, 18 King Wah Road, North Point, Hong Kong or to our email at cosec@bison.com.hk.

If any Shareholder has any question relating to the SGM, please contact Computershare Hong Kong Investor Services Limited, the Company's Hong Kong share registrar as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong
Tel: +852 2862 8555
Fax: +852 2865 0990
Online Enquiries: www.computershare.com/hk/contact

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures or make any changes to the arrangement of the SGM as appropriate at short notice in order to minimise any risk to the Shareholders and others attending the SGM and to comply with any requirements or recommendations of any government agencies from time to time.

As at the date of this announcement, the board of directors of the Company comprises Dr. MA Weihua as the Chairman and non-executive Director; Mr. XU Peixin, Mr. SUN Lei and Mr. ZHU Dong as executive Directors; and Dr. QI Daqing, Mr. CHEN Yigong and Mr. FENG Zhonghua as independent non-executive Directors.