
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **China Fortune Financial Group Limited**, you should at once hand this supplemental circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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China Fortune Financial Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 290)

Website: <http://www.290.com.hk>

SUPPLEMENTAL CIRCULAR IN RELATION TO (1) REQUISITION FOR CONVENING AN EXTRAORDINARY GENERAL MEETING; (2) PROPOSED REMOVAL OF DIRECTOR; AND (3) SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

This supplemental circular should be read together with the circular of the Company dated 7 October 2022 and the notice convening the EGM dated 7 October 2022 as set out on pages 8 to 9 of the abovementioned circular.

A supplemental notice convening the EGM is set out on pages 12 to 13 of this supplemental circular. A Second Proxy Form for use at the EGM is also enclosed. Such Second Proxy Form is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.290.com.hk), respectively. Whether or not you are able to attend the meeting, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the EGM or any adjournment thereof, should you so wish and in such event the form of proxy shall be deemed to be revoked.

20 October 2022

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DEFINITIONS

In this supplemental circular, unless otherwise defined, terms used herein shall have the following meanings:

“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Circular”	the circular of the Company dated 7 October 2022 in respect of the matters to be considered at the EGM
“Company”	China Fortune Financial Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Dr. Liu”	Dr. LIU Zhiwei, the chairman of the Board and an executive Director
“EGM”	the extraordinary general meeting of the Company to be convened and held at Units No. 4102-06, 41/F, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Friday, 11 November 2022 at 11:00 a.m. or any adjournment thereof
“First Proxy Form”	the proxy form which was despatched to the Shareholders on 7 October 2022 together with the Circular
“General Mandate”	the general mandate granted to the Directors pursuant to an ordinary resolution passed by the Shareholders at the annual general meeting of the Company convened and held on 2 September 2021
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	18 October 2022, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information for inclusion in this supplemental circular

DEFINITIONS

“Letter from Mr. Chen”	a letter from Mr. Chen dated 12 October 2022 addressed to the Company and the Shareholders which sets out a statement by Mr. Chen in response to the October Requisition
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Chen”	Mr. CHEN Zhiwei, a non-executive Director
“Ms. Sun”	Ms. SUN Qing, an executive Director
“Notice of EGM”	the notice convening the EGM as set out on pages 8 to 9 of the Circular
“October Announcement”	the announcement of the Company dated 10 October 2022 in relation to, among others, the receipt of the October Requisition
“October Proposed Resolution”	the ordinary resolution to be put forward at the EGM as requested by the October Requisitionist under the October Requisition to remove Mr. Chen as a non-executive Director
“October Requisition”	the requisition contained in the October Requisition Letter relating to the proposed removal of Mr. Chen as a non-executive Director
“October Requisition Letter”	A letter received on 10 October 2022 by the Company from the October Requisitionist setting out the October Requisition
“October Requisitionist”	HKSCC Nominees Limited, which held, as at the date of deposit of the Requisition Letter, not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company in its capacity as the nominee shareholder for Liu Zhiwei
“PRC”	The People’s Republic of China which for the purpose of this supplemental circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Removal Requisition”	the requisition contained in the September Requisition Letter relating to the proposed removal of Dr. Liu and Ms. Sun as Directors

DEFINITIONS

“Rescission Requisition”	the requisition contained in the September Requisition Letter relating to the proposed rescission of the Share Issue
“Second Proxy Form”	the proxy form which will be despatched to the Shareholders together with this supplemental circular
“September Announcement”	the announcement of the Company dated 19 September 2022 in relation to, among others, the receipt of the September Requisition
“September Proposed Resolutions”	the ordinary resolutions to be put forward at the EGM as requested by the September Requisitionist under the Removal Requisition to remove Dr. Liu and Ms. Sun as Directors
“September Requisition”	the Rescission Requisition and the Removal Requisition
“September Requisition Letter”	a letter received on 16 September 2022 by the Company from the September Requisitionist setting out the September Requisition
“September Requisitionist”	HKSCC Nominees Limited, which held, as at the date of deposit of the September Requisition Letter, not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company in its capacity as the nominee shareholder for Santo Limited
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Issue”	the allotment and issue of 183,000,000 new Shares under the General Mandate (as disclosed in the announcement of the Company dated 1 September 2022)
“Shareholder(s)”	holder(s) of Share(s)
“Subscribers”	the subscribers of the new Shares which were allotted and issued by the Company under the Share Issue
“Subscription Agreement”	the subscription agreement dated 1 September 2022 entered into between the Subscribers as subscriber and the Company as issuer in relation to the Share Issue
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percentage

LETTER FROM THE BOARD



China Fortune Financial Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 290)

Website: <http://www.290.com.hk>

Executive Directors:

Dr. LIU Zhiwei (*Chairman*)

Ms. SUN Qing

Registered Office:

P.O. Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Non-Executive Directors:

Mr. HAN Hanting

Mr. CHEN Zhiwei

Mr. LIU Haoyuan

Head Office and Principal Place of

Business in Hong Kong:

Units No. 4102-06

41/F, COSCO Tower

183 Queen's Road Central

Hong Kong

Independent Non-Executive Directors:

Mr. CHAN Kin Sang

Mr. CHIU Kung Chik

Mr. LI Gaofeng

Mr. ZHAO Gen

20 October 2022

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
IN RELATION TO
(1) REQUISITION FOR CONVENING
AN EXTRAORDINARY GENERAL MEETING;
(2) PROPOSED REMOVAL OF DIRECTOR; AND
(3) SUPPLEMENTAL NOTICE OF
EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the September Announcement, the Circular and the October Announcement.

LETTER FROM THE BOARD

This supplemental circular should be read together with the Circular and the Notice of EGM.

The purpose of this supplemental circular is to give you the supplemental notice of EGM and to provide you with information regarding the October Proposed Resolution, to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

2. SHAREHOLDER'S REQUISITION

The Requisition

Subsequent to the despatch of the Circular and as disclosed in the October Announcement, the Board received the October Requisition Letter on 10 October 2022 from the October Requisitionist as the nominee holder for Liu Zhiwei requesting the Board to convene an extraordinary general meeting to consider the October Requisition.

Relevant provisions under the Articles

Pursuant to article 72 of the Articles, general meetings of the Company may be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

In accordance with the relevant provisions under the Articles, the Board has proceeded to duly convene the EGM within 21 days from the date of deposit of the October Requisition Letter.

3. PROPOSED REMOVAL OF NON-EXECUTIVE DIRECTOR

Pursuant to the October Requisition, an ordinary resolution will be put forward at the EGM for the Shareholders to consider and, if thought fit, approve the removal of Mr. Chen as a non-executive Director.

LETTER FROM THE BOARD

Subsequent to the publication of the October Announcement, the Company received the Letter from Mr. Chen dated 12 October 2022 addressed to the Company and the Shareholders which sets out a statement by Mr. Chen in response to the October Requisition. The full text of the Letter from Mr. Chen is appended to this supplemental circular as Appendix I. As the Letter from Mr. Chen is written in Chinese, the Chinese text of the Letter from Mr. Chen shall prevail over its English translation in case of any inconsistency.

4. REASONS FOR THE OCTOBER PROPOSED RESOLUTION

The October Requisition Letter did not set out any reasons and/or grounds for the October Proposed Resolution. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect thereof.

5. LETTERS FROM SANTO LIMITED AND RESPONSE FROM THE BOARD

Letters from Santo Limited

The Company received letters from Santo Limited dated 29 September 2022 and 11 October 2022 (the “**Santo Letters**”). The following is a summary of the allegations by Santo Limited in the Santo Letters:

- (a) that the Rescission Requisition has been incorrectly disclosed in the September Announcement and the Circular as “the retraction of the authorisation of the General Mandate” instead of the intended meaning of “rejection of the Share Issue”;
- (b) that insufficient information was disclosed in the announcements of the Company dated 1 September 2022 and 23 September 2022 in relation to the Share Issue and the Subscribers, including detailed background of the Subscribers and their source of funds and method of payment for subscribing to the Share Issue; and
- (c) the observation of the Board (as disclosed in the Circular) stating that in the event the September Proposed Resolutions are both passed at the EGM, the Company would be left with no executive Directors is incorrect as the September Requisition mentioned a restructuring of the Board.

LETTER FROM THE BOARD

Response from the Board

The Board (with Mr. Chen dissenting) responded to the abovementioned allegations of Santo Limited (using the same numbering) as follows:

- (a) Santo Limited may have misunderstood the meaning of the definition of “Rescission Requisition”. The definition of “Rescission Requisition”, as disclosed in the September Announcement and the Circular, makes no reference to retraction of the authorisation of the General Mandate and clearly refers to the rescission of the Share Issue.

As disclosed in the announcement of the Company dated 23 September 2022 and the Circular, completion (the “**Completion**”) of the Share Issue was proceeded with on the basis that the Rescission Requisition did not operate as, or otherwise impose, a stay on the transactions contemplated under the Subscription Agreement. Furthermore, the Subscription Agreement, was entered into by the Company with proper authorisations and approvals and when the condition precedent to Completion as set out in the Subscription Agreement was fulfilled, the Company was legally obliged to proceed with Completion under the Subscription Agreement notwithstanding the Rescission Requisition.

- (b) The Company has complied with all disclosure requirements in accordance with the applicable rules and regulations (including the Listing Rules) in relation to the Share Issue.
- (c) No detailed proposal to restructure the Board was set out in the September Requisition Letter. As at the date of the Circular and as at the Latest Practicable Date, Dr. Liu and Ms. Sun comprised all the executive Directors. In the event the September Proposed Resolutions are both passed at the EGM, the Company would be left with no executive Directors at the conclusion of the EGM.

6. SUPPLEMENTAL NOTICE OF EGM AND SECOND PROXY FORM

Since the Notice of EGM and the First Proxy Form despatched together with the Circular do not contain the proposed resolution in relation to the removal of Mr. Chen as a non-executive Director as set out in this supplemental circular, a supplemental notice of EGM and the Second Proxy Form are enclosed with this supplemental circular to include such proposed resolution.

LETTER FROM THE BOARD

Whether or not you are able to attend the EGM, you are requested to complete and sign the Second Proxy Form in accordance with the instructions printed thereon and return the Second Proxy Form to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the meeting or any adjournment thereof, should you so wish and in such event the Second Proxy Form shall be deemed to be revoked. Shareholders who have appointed or intend to appoint proxies to attend the EGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

A Shareholder who has not yet lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the EGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar and transfer office in Hong Kong.

A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong should note that:

- (i) **If no Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her.** The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM (including, if properly put, the resolution for the removal of Mr. Chen as a non-executive Director as set out in this supplemental circular) except for the resolution to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) **If the Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.**

LETTER FROM THE BOARD

- (iii) If the Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong less than 48 hours before the time appointed for the holding of EGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of EGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's branch share registrar and transfer office in Hong Kong. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's branch share registrar and transfer office in Hong Kong by not less than 48 hours before the time appointed for the holding of EGM or any adjourned meeting.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the EGM or any adjourned meeting thereof and voting in person should they so wish.

7. RECOMMENDATIONS

The Board expresses no opinion on how the Shareholders should vote on the ordinary resolution in relation to the October Proposed Resolution.

8. RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

By Order of the Board
China Fortune Financial Group Limited
LIU Zhiwei
Chairman and Executive Director

The following is the English translation of the Letter from Mr. Chen. As the Letter from Mr. Chen is written in Chinese, the Chinese text of the Letter from Mr. Chen shall prevail over its English translation in case of any inconsistency.

12 October 2022

To China Fortune Financial Group Limited and its Shareholders

Dear Sir/Madam,

I have noted that Dr. LIU Zhiwei, the Chairman of the board of directors and an executive director of China Fortune Financial Group Limited (the “**Company**”), sent a letter to the directors of the Company on 30 September 2022 proposing a motion for my removal as a director of the Company in his personal capacity as a shareholder of the Company, and a letter to the Company on 3 October 2022 in his personal capacity as a shareholder of the Company requesting that an extraordinary general meeting be convened in accordance with Article 72 of the articles of association of the Company to consider my removal as a non-executive director of the Company (the “**Motion**”). I express deep regret at the Motion and give my reply in writing in respect hereof as follows.

It is noted that the Motion is in response to my recent letter to the Company in my capacity as a director of Santo Limited (“**Santo**”), a shareholder of the Company, urging the Company to pay attention and respond to certain matters, including but not limited to requesting the board of directors of the Company to convene an extraordinary general meeting to consider: (1) the rejection of the issue of new shares of the Company under the general mandate as approved and announced by the Company on 1 September 2022; and (2) *the removal of all the executive directors of the Company as at 9 September 2022, being the date of the letter from Santo setting out its requisition which was attached to the requisition letter sent by HKSCC Nominees Limited as the nominee shareholder for Santo and received by the Company on 16 September 2022*, and the restructuring of the board of directors of the Company (collectively, the “**Requisition**”). I would like to clarify that all letters issued by Santo to the Company and the Requisition are made for the purpose of safeguarding the interests and long-term development of the Company as a whole and that I only exercised my power as a director of Santo for the sole purpose of protecting all legitimate and reasonable rights and interests of Santo as a shareholder of the Company, which is not in any way related to or in conflict with my capacity as a director of the Company and the exercise of my powers in such capacity.

I have been observing all my legal, fiduciary and other duties as a director of the Company and have continued to refresh my knowledge of directors’ duties and legal obligations by, among other things, attending internal seminars organized by the Company on the latest developments of laws and regulations and corporate governance requirements, and familiarizing myself with materials on the latest developments of laws, rules and regulations relating to directors’ duties and corporate governance. As such, I would like to reiterate that my sending letters and making the Requisition to the Company on behalf of a shareholder cannot and should not be regarded in any way or to any extent as a non-compliance or breach of my duties as a director of the Company, and therefore cannot be a reason or basis for my removal as a director of the Company.

In his letter to the board of directors of the Company dated 30 September 2022, Dr. LIU Zhiwei explained his decision to put forward the Motion as an individual shareholder and the reasons for it, stating that I “*directly and indirectly caused a series of negative events such as the recent withdrawal of the HK\$100 million working capital loan by China Everbright Bank, the resignation of the Company’s CEO, the unrest among the Company’s employees and the significant drop in the Company’s share price, which resulted in the loss of assets of the Company’s investors and shareholders (including state-owned shareholders)*”. I strongly reject these allegations, and deny all of them, including the truthfulness of their contents, and clarify that there is no direct or indirect evidence that these allegations, if substantiated, are in any way causally related to Santo’s letters or the filing of the Requisition.

Finally, I wish to emphasize once again that I have always adhered to the standards and principles of being a director of the Company and that all decisions are made for the overall development of the Company and in the best interest of its shareholders. In relation to the issue of new shares under the general mandate as approved and announced by the board of directors of the Company on 1 September 2022, I also made certain enquiries at the meeting of the board of directors of the Company regarding the issue of new shares (e.g. whether the Company had fully considered alternative financing methods before the issue of new shares, whether there was room for upward adjustment of the issue price, whether the background of the subscribers would be helpful to the future development of the Company), all of which were made in the best interests of the Company and its shareholders as a whole.

The purpose of this written statement is to present all the objective facts to the shareholders and I hereby reserve the right under the articles of association to speak and explain to the shareholders at the general meeting in relation to the Motion. I earnestly urge all shareholders to give careful consideration to the above matters and sincerely hope to have your understanding and support at the general meeting

I would like to request the Company to forward this letter to all shareholders of the Company.

Sincerely,



CHEN Zhiwei

Non-executive Director

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING



China Fortune Financial Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 290)

Website: <http://www.290.com.hk>

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

REFERENCES ARE MADE TO the circular of China Fortune Financial Group Limited (the “**Company**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of the Company both dated 7 October 2022, convening the EGM to be held at Units No. 4102-06, 41/F, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Friday, 11 November 2022 at 11:00 a.m.. This supplemental notice should be read together with the Notice.

Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the supplemental circular of the Company dated 20 October 2022 (the “**Supplemental Circular**”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held as originally scheduled. In addition to the resolutions set out in the Notice, the EGM will be held to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

3. “**THAT** Mr. CHEN Zhiwei be and is hereby removed as a non-executive director of the Company with immediate effect upon passing of this resolution.”

Apart from the amendment set out above, all the information contained in the Notice shall remain valid and effective.

By Order of the Board
China Fortune Financial Group Limited
LIU Zhiwei
Chairman and Executive Director

Hong Kong, 20 October 2022

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) The Second Proxy Form containing the new resolution under item numbered 3 is enclosed with the Supplemental Circular. Please refer to the section headed “SUPPLEMENTAL NOTICE OF EGM AND SECOND PROXY FORM” on pages 7 to 9 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
- (2) Save for the above supplemental resolution, there are no other changes to the resolutions set out in the Notice. Please refer to the Notice for details of the other resolutions to be considered at the EGM, the eligibility for attending the EGM, proxy and other relevant matters.
- (3) Whether or not the Shareholders are able to attend the EGM in person, the Shareholders are required to complete the Second Proxy Form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong.
- (4) The Shareholders are reminded that return of the First Proxy Form and/or the Second Proxy Form will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish.
- (5) All dates and times mentioned in this supplemental notice refer to Hong Kong dates and times.