
IMPORTANT

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 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 Financial Services Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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.



**PROPOSED GRANTING OF GENERAL MANDATES
TO BUY BACK SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of China Financial Services Holdings Limited to be held by way of a virtual meeting via the e-Meeting System on Monday, 19 June 2023 at 11:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting via the e-Meeting System at <http://spot-emeeting.tricor.hk/#/605>, please complete and sign the form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return the same to the Company's share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Friday, 16 June, 2023). Completion and return of the form of proxy will not preclude you from attending and voting via the e-Meeting System at the Annual General Meeting or any adjournment thereof if you so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.cfsh.com.hk>).

23 May 2023

References to time and dates in this circular are to Hong Kong time and dates.

CONTENTS

	<i>Page</i>
Definitions	1
Special Arrangements for the Annual General Meeting	3
Letter from the Board	4
Buy-back and Issuance Mandates	5
Re-election of Directors	6
Annual General Meeting and Proxy Arrangement	7
Voting at the Annual General Meeting	7
Recommendation	8
General Information	8
Appendix I – Explanatory Statement on the Buy-back Mandate	9
Appendix II – Details of the Directors Proposed to be Re-elected at the Annual General Meeting	13
Notice of Annual General Meeting	17

DEFINITIONS

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

“Annual General Meeting/AGM”	the annual general meeting of the Company to be held by way of a virtual meeting via the e-Meeting System on Monday, 19 June 2023 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 22 of this circular, or any adjournment thereof;
“Article”	an article of the Articles of Association;
“Articles of Association”	existing articles of association of the Company adopted on 19 March 1993 and amended on 10 September 1996, 7 June 2004, 23 May 2006, 30 May 2012 and 25 April 2022;
“Board”	the board of Directors;
“Buy-back Mandate”	as defined in paragraph (a) under the heading “BUY-BACK AND ISSUANCE MANDATES” of the Letter from the Board;
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Company”	China Financial Services Holdings Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“e-Meeting System”	electronic platform for the registered Shareholders, proxies and corporate representatives attending the AGM via internet;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	as defined in paragraph (b) under the heading “BUY-BACK AND ISSUANCE MANDATES” of the Letter from the Board;
“Latest Practicable Date”	18 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
“PRC”	the People’s Republic of China which, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time.

SPECIAL ARRANGEMENTS FOR THE AGM

All registered Shareholders will be able to join the AGM via the e-Meeting System at <http://spot-meeting.tricor.hk/#/605>. The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer.

Through the e-Meeting System, registered Shareholders will be able to view the live video broadcast and participate in voting and submit questions online. Login details and information will be despatched separately to registered Shareholders regarding the e-Meeting System.

HOW TO ATTEND AND VOTE

Shareholders who wish to attend the AGM and exercise their voting rights can do one of the following:

- (1) attend the AGM via the e-Meeting System which enables live streaming and interactive platform for submitting questions and voting online; or
- (2) appoint the chairman of the AGM as your proxy, or appoint other person(s) as your proxy(ies) by providing their email address(es) in the proxy form for receiving the designated log-in username and password, to attend and vote on your behalf via the e-Meeting System.

Completion and return of the form of proxy will not preclude you from attending and voting via the e-Meeting System at the Annual General Meeting if you so wishes. Your proxy's authority and instruction will be revoked if you attend and vote via the e-Meeting System at the AGM.

If you are a non-registered Shareholder, you may consult directly with your banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (as the case may be) for necessary arrangement to attend and vote via the e-Meeting System at the AGM if you wish.

If you have any questions relating to the AGM, please contact the Hong Kong share registrar of the Company. Tricor Tengis Limited, as follows:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Email: is-enquiries@hk.tricorglobal.com

Telephone: (852) 2980 1333 during business hours from 9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong public holidays

LETTER FROM THE BOARD



China Financial Services Holdings Ltd

China Financial Services Holdings Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 605)

Executive Directors:

Mr. Zhang Min

Non-executive Directors:

Mr. Tao Chun

Independent Non-executive Directors:

Mr. Chan Chun Keung

Mr. Lee Ka Wai

Madam Zhan Lili

Mr. Zhang Kun

Mr. John Paul Ribeiro

Registered Office:

Suite 5606

56/F, Central Plaza

18 Harbour Road

Wanchai

Hong Kong

23 May 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO BUY BACK SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the Annual General Meeting relating to (i) the general mandates to buy back the Company's own fully-paid up Shares and to issue new Shares; (ii) the extension of the Issuance Mandate granted to the Directors to issue and allot the Shares bought back by the Company under the Buy-back Mandate; and (iii) the re-election of Directors.

LETTER FROM THE BOARD

BUY-BACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 25 April 2022, the Company granted the general mandates to the Directors enabling them to buy back Shares and issue new Shares. Such mandates will lapse at the conclusion of the Annual General Meeting of the Company.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing such resolution (“Buy-back Mandate”);
- (b) to allot, issue or deal with Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing such resolution (“Issuance Mandate”); and
- (c) to extend the Issuance Mandate by an amount representing the total number of Shares bought back by the Company not exceeding 10% of the total number of issued Shares of the Company as at the date of passing such resolution pursuant to and in accordance with the Buy-back Mandate.

The Buy-back Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolutions nos. 6 and 7 set out in the notice of the Annual General Meeting.

As at the Latest Practicable Date, the total number of Shares in issue of the Company was 209,286,067 Shares.

Subject to the passing of the ordinary resolution no. 7, the Company would be allowed under the Issuance Mandate to allot, issue or deal with additional Shares of a maximum of 41,857,213 Shares on the basis that no further Shares will be issued or bought back prior to the date of the forthcoming Annual General Meeting.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buy-back Mandate. An explanatory statement as required by the Listing Rules in connection with the Buy-back Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Article 109(A), at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term or holding office as executive chairman or managing director) shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The Directors shall be eligible for re-election at the relevant annual general meeting. Accordingly, Mr. Zhang Min and Madam Zhan Lili shall retire at the Annual General Meeting, and they, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to Article 100, 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 general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. As such, Mr. Zhang Kun and Mr. John Paul Ribeiro, who have been appointed by the Board as independent non-executive Directors, shall hold office until the Annual General Meeting and they, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors who are eligible to offer themselves for re-election at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

LETTER FROM THE BOARD

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 22 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Buy-back Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares bought back pursuant to the Buy-back Mandate, the re-election of Directors and the re-appointment of auditors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cfsh.com.hk). Whether or not you intend to attend the Annual General Meeting via the e-Meeting System, you are requested to complete and sign in accordance with the instructions printed thereon and return the form of proxy, together with the original or a notarially certified copy of the power of attorney or other authority (if any) under which it is signed, to the Hong Kong share registrar of the Company, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible, but in any event not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be) (i.e. not later than 11:00 a.m. on Friday, 16 June 2023). Completion and return of a form of proxy shall not preclude you from attending and voting at the Annual General Meeting via the e-Meeting System or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

VOTING AT THE ANNUAL GENERAL MEETING

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, 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. The chairman of the Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a poll pursuant to the Listing Rules and the Articles of Association.

LETTER FROM THE BOARD

After the conclusion of the Annual General Meeting, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cfsh.com.hk).

RECOMMENDATION

The Directors consider that the proposed granting of the Buy-back Mandate, granting/extension of the Issuance Mandate, the re-election of Directors and re-appointment of auditors are in the best interests of the Group and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement on the Buy-back Mandate) and Appendix II (Details of the Directors Proposed to be Re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
For and on behalf of the Board
China Financial Services Holdings Limited
Zhang Min
Chairman

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buy-back Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong.

REASONS FOR SHARE BUY-BACK

The Directors believe that the flexibility afforded by the Buy-back Mandate would be beneficial to the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to buy back Shares will be beneficial to those Shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the total number of Shares bought back by the Company and thereby resulting in an increase in net assets and/or earnings per Share of the Company. Such buy-back will only be made when the Directors believe that such buy-back will benefit the Company and its Shareholders.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue of the Company was 209,286,067 Shares.

Subject to the passing of the ordinary resolution no. 6, the Company would be allowed under the Buy-back Mandate to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing such resolution. On the basis that no further Shares will be issued or bought back prior to the date of the forthcoming Annual General Meeting, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 20,928,606 Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date on which the authority set out in the ordinary resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

FUNDING OF SHARE BUY-BACK

The Directors propose that buy-back of Shares under the Buy-back Mandate would be financed from the Company's internal resources.

Buy-back must be funded out of funds legally available for the purpose under the Companies Ordinance. The Companies Ordinance provides that the buy-back of shares may only be effected out of the company's distributable profits or out of the proceeds of a fresh issue of shares made for the purpose. Any amount of premium payable on the buy-back of shares shall be paid out of the company's distributable profits. If the shares to be bought back were issued at a premium, any premium payable on the buy-back may be paid out of the proceeds of a fresh issue of shares made for the purpose, up to an amount equal to (a) the aggregate of the premiums received by the company on the issue of the shares bought back; or (b) the current amount to the company's share premium account (including any sum transferred to that account in respect of premiums on the new shares) whichever is the less. A listed company may not buy back 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.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
May		Suspended
June		Suspended
July		Suspended
August		Suspended
September		Suspended
October		Suspended
November		Suspended
December		Suspended
2023		
January		Suspended
February	1.75	1.2
March	1.58	0.65
April	0.94	0.57
May (up until the Latest Practicable Date)	0.63	0.52

SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to buy back pursuant to the Buy-back Mandate in accordance with the Listing Rules and the laws of Hong Kong (including the Companies Ordinance).

If as a result of a share buy-back by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Cheung Siu Lam and Madam Lo Wan, being spouse of Mr. Cheung Siu Lam, were interested in 115,664,312 Shares together representing approximately 55.27% of the Shares issued by the Company. In the event that the Directors exercised in full the power to buy back Shares of the Company in accordance with the Buy-back Mandate, the total interests of Mr. Cheung Siu Lam and Madam Lo Wan in the Shares of the Company would be increased to approximately 61.41% of the issued Shares of the Company. The Directors are not aware of any consequences which will arise under the Rules 26 of the Takeovers Code as a result of any buy-back to be made under the Buy-back Mandate. The Directors do not have any present intention to exercise the proposed Buy-back Mandate to such an extent as would give rise to such an obligation or which will result in the amount of Shares held by the public being reduced to less than 25%.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) presently intends to sell Shares to the Company pursuant to the Buy-back Mandate in the event that the Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

Stated below are the details of the following Directors who will retire and be eligible for re-election at the Annual General Meeting according to the Articles of Association and the Listing Rules:

MR. ZHANG MIN AGED 65, EXECUTIVE DIRECTOR

Mr. Zhang Min, aged 65, has extensive experience in finance and banking industry. Mr. Zhang joined the Group in December 2021 as a non-executive director of the Company and was re-designated as an executive director of the Company on 17 October 2022 and appointed as the chief executive officer of the Company on 22 November 2022. Mr. Zhang is also the chairman of the Business Risks Committee of the Company and a director of certain subsidiaries of the Group.

Mr. Zhang holds a Bachelor of Philosophy Degree from the Beijing Normal College and a master of Laws Degree from the Renmin University of China. Since 23 March 2015, he was appointed as independent non-executive director of China Eco-Farming Limited (stock code: 8166), a company listed on the GEM of the Stock Exchange. He was an executive director of Value Convergence Holdings Limited (Stock code: 821), from 25 June 2018 to 2 December 2019. He was appointed as the chief executive officer and an executive director of Macrolink Capital Holdings Limited (stock code: 758) from 10 August 2016 to 22 August 2018. He was appointed as a non-executive director of GoFintech Innovation Limited (Stock code: 290) on 8 December 2010. He was redesignated and appointed as chairman of the Board, executive director and a member of the remuneration committee of the company from 12 April 2011 to 30 June 2014. In addition, he was an independent non-executive director of Silver Base Group Holdings Limited (Stock code: 886) from 28 January 2011 to 1 April 2014. Other than China Eco-Farming Limited, the aforesaid companies are listed on the Main Board of the Stock Exchange.

Mr. Zhang was also the chief marketing officer of the China Cinda Asset Management Co., Ltd from 28 April 2011 to 31 August 2013 and was the chief executive of China Construction Bank Corporation, Hong Kong Branch, from September 2006 to March 2011 and a director of CCB International (Holdings) Limited and China Construction Bank (Asia) Corporation Limited from August 2006 to March 2011. Both CCB International (Holdings) Limited and China Construction Bank (Asia) Corporation Limited are wholly-owned subsidiaries of China Construction Bank Corporation (together with its subsidiaries referred to as the “CCBC Group”), a joint stock company incorporated in the PRC with limited liability, whose issued shares are listed on the main board of the Stock Exchange. He was the president of the Beijing Banking Association from 2003 to 2005 and the Beijing Investment Institution from 2001 to 2006. Mr. Zhang possesses over 20 years’ experience in the banking industry through his work with the CCBC Group.

Mr. Zhang has entered into a service contract with the Company for a term of 1 year which is renewable annually unless terminated by either party giving to the other party one month's prior notice and is subject to retirement by rotation and re-election in accordance with the Listing Rules and the articles of association of the Company. He is entitled to receive a director's fee of HK\$120,000 per annum and an annual emolument of HK\$240,000 for his position as the CEO of the Company which is subject to review and a discretionary bonus which is based on the performance of the Company and of Mr. Zhang, determined by the Board with reference to his duties and responsibilities as well as the prevailing market conditions.

Save as disclosed above, Mr. Zhang (i) has not been a director of any listed company in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (as defined under the Listing Rules) of the Company; and (iii) does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

MADAM ZHAN LILI

Madam Zhan Lili, aged 50, joined the Group in May 2018 as an independent non-executive Director. She is a member of the Audit Committee, the Remuneration Committee, Business Risks Committee and the Nomination Committee of the Company. Madam Zhan completed her studies in business administration at the Faculty of Business Administration of Capital University of Economics and Business in 2003. Madam Zhan was an assistant to the General Manager of Tomson (Shanghai) Company Limited from 2000 to 2001. She worked in the human resource department of the Beijing branch of Industrial Bank Co., Ltd. from 2003 to 2007 and was a president assistant of Beijing Hai Dian Science & Technology Development Co., Ltd., a company engaged in electronics and information technology, environmental protection materials, property development and e-business, from 2007 to 2015. From 2008 to 2017, she worked as an independent non-executive director of Bloomage BioTechnology Cooperation Limited (a company which was withdrawn from listing on the Stock Exchange in 2017) and Hiersun Industrial Co., Ltd.

Madam Zhan has entered into a service contract with the Company for a term of 1 year which is renewable annually unless terminated by either party giving to the other party one month's prior notice and is subject to retirement by rotation and re-election in accordance with the Listing Rules and the articles of association of the Company. She is entitled to receive a director's fee of HK\$120,000 per annum which is subject to review and a discretionary bonus which is based on the performance of the Company and of Madam Zhan, determined by the Board or its delegated committee with reference to her duties and responsibilities as well as the prevailing market conditions.

Madam Zhan (i) has not been a director of any listed company in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (as defined under the Listing Rules) of the Company; and (iii) does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

MR. ZHANG KUN AGED 40, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Zhang Kun, aged 40, joined the Group in March 2023 as an independent non-executive Director. He is the Chairman of the Remuneration Committee and a member of the Audit Committee, Nomination Committee and Business Risks Committee of the Company. Mr. Zhang has extensive experience in corporate finance, investments and international capital markets. Mr. Zhang is currently the chairman of the board of directors and chief executive officer of Templewater Holdings Limited, a private equity investment and alternative asset management firm of which he co-founded in March 2019. He is also the chairman of the board of directors of Citybus Limited and New World First Bus Services Limited since October 2020. Mr. Zhang has previously worked in Chow Tai Fook Enterprises Limited as well as the Corporate Finance Division of Deutsche Bank AG and The Hongkong and Shanghai Banking Corporation Limited. Mr. Zhang has been a member of the Beijing Municipal Committee of the 14th Chinese People's Political Consultative Conference since January 2023. Mr. Zhang holds a Bachelor of Applied Science degree in Electrical Engineering from the University of Waterloo in Canada and a Master of Science degree from Harvard University in the United States of America.

Mr. Zhang has entered into a service contract for the aforementioned positions with the Company for a term of one year which is renewable annually unless terminated by either party giving to the other party one month's prior notice and is subject to retirement by rotation and re-election in accordance with the Listing Rules and the articles of association of the Company. He is entitled to receive a director's fee of HK\$120,000 per annum which is subject to review and a discretionary bonus which is based on the performance of the Company and of Mr. Zhang, determined by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions.

Mr. Zhang (i) has not been a director of any listed company in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (as defined under the Listing Rules) of the Company; and (iii) does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

MR. JOHN PAUL RIBEIRO, AGED 62, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. John Paul Ribeiro, aged 62, joined the Group in March 2023 as an independent non-executive Director. Mr. Ribeiro has served the Hong Kong Police Force for over 34 years and attained the rank of Assistant Commissioner of Police before his retirement. He has expertise across the full spectrum of police works, most notably in key command crime, operational and management posts in Regions and Headquarters. Mr. Ribeiro currently provides expert consultancy services on various commercial matters such as risk management, fraud prevention, Anti Money laundering, asset tracing etc. through his own consultancy firm.

Mr. Ribeiro has entered into a service contract with the Company for a term of one year which is renewable annually unless terminated by either party giving to the other party one month's prior notice and is subject to retirement by rotation and re-election in accordance with the Listing Rules and the articles of association of the Company. He is entitled to receive a director's fee of HK\$120,000 per annum which is subject to review and a discretionary bonus which is based on the performance of the Company and of Mr. Ribeiro, determined by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions.

Mr. Ribeiro (i) has not been a director of any listed company in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (as defined under the Listing Rules) of the Company; and (iii) does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

OTHER INFORMATION

Save as disclosed above, there is no information which is discloseable nor the above Directors involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning the above Directors that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



中金投集团

China Financial Services Holdings Ltd

China Financial Services Holdings Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 605)

NOTICE IS HEREBY GIVEN that the annual general meeting of China Financial Services Holdings Limited (the “Company”) will be held by way of a virtual meeting via the e-Meeting System at <http://spot-emeeting.tricor.hk/#/605> on Monday, 19 June 2023 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2020.
2. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2021.
3. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2022.
4. (a) To re-elect Mr. Zhang Min as an executive director of the Company.
4. (b) To re-elect Madam Zhan Lili as an independent non-executive director of the Company.
4. (c) To re-elect Mr. Zhang Kun as an independent non-executive director of the Company.
4. (d) To re-elect Mr. John Paul Ribeiro as an independent non-executive director of the Company.
4. (e) To authorize the board of directors to fix the respective directors’ remuneration.
5. To re-appoint Baker Tilly Hong Kong Limited as the auditors and to authorize the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is 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 by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 3 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board
China Financial Services Holdings Limited
Chung Chin Keung
Company Secretary

Hong Kong, 23 May 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Registered Shareholders are requested to provide a valid email address of himself/herself or his/her proxy (except for the appointment of the chairman of the AGM) for the proxy to receive the log-in username and password to participate online in the e-Meeting System.
- (ii) All registered Shareholders will be able to join the AGM by way of a virtual meeting via the e-Meeting System at <http://spot-emeeting.tricor.hk/#/605> by utilising the login details and information despatched separately. The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. All non-registered Shareholders may consult directly with their banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (as the case may be) for necessary arrangement to attend and vote via the e-Meeting System at the AGM if they wish.
- (iii) Every member entitled to attend and vote via the e-Meeting System at the AGM (or at any adjournment thereof) is entitled to appoint individuals as his proxies. A proxy need not be a member of the Company.
- (iv) Where there are joint holders of any share, only ONE PAIR of log-in username and password for the e-Meeting System will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she was solely entitled thereto.
- (v) For determining the entitlement to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Wednesday, 14 June 2023 to Monday, 19 June 2023 both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 13 June 2023.
- (vi) A member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies (if holding two or more shares) to attend and vote via the e-Meeting System on his behalf. A proxy need not be a member of the Company.
- (vii) In order to be valid, a 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 the power of attorney or authority must be lodged at the Company's share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the annual general meeting or the adjourned meeting (as the case may be) (i.e. not later than 11:00 a.m. on Friday, 16 June 2023).
- (viii) All the resolutions at the annual general meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on Hong Kong Exchanges and Clearing Limited's and the Company's websites in accordance with the Listing Rules.
- (ix) If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 6:00 a.m. on the date of the Annual General Meeting, then the Annual General Meeting will be postponed and the Shareholders will be informed of the date, time and venue of the rescheduled meeting by a supplementary notice posted on the websites of the Company and the Stock Exchange.

NOTICE OF ANNUAL GENERAL MEETING

- (x) The Annual General Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.
- (xi) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the board comprises Mr. Zhang Min as executive director and chief executive officer, Mr. Tao Chun as non-executive director and Mr. Chan Chun Keung, Mr. Lee Ka Wai, Madam Zhan Lili, Mr. Zhang Kun and Mr. John Paul Ribeiro as independent non-executive directors.