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## **華富建業國際金融有限公司**

**QUAM PLUS INTERNATIONAL FINANCIAL LIMITED**

*(Formerly known as China Tonghai International Financial Limited)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 952)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of Quam Plus International Financial Limited (the “**Company**”) will be held at Artyzen Club, 401A, 4/F Shun Tak Centre (near China Merchants Tower), 200 Connaught Road Central, Hong Kong on Friday, 20 October 2023 at 11:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as the ordinary resolution of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT** the grant of 12,500,000 share options (the “**Share Options**”) to Mr. HAN Xiaosheng, the Co-Chairman of the Board, executive director and substantial shareholder of the Company, entitling him to subscribe in aggregate for 12,500,000 ordinary shares each in the share capital of the Company (“**Share(s)**”) at an exercise price of HK\$0.2 per Share (the principal terms and conditions of such grant are set out in the circular of the Company dated 22 September 2023 (the “**Circular**”)) under and pursuant to the share option scheme of the Company adopted by a resolution of the shareholders of the Company on 23 September 2020 (the “**Share Option Scheme**”) and on such terms as stipulated in the grant letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the board of Directors of the Company (“**Board**”) be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Share Options to Mr. HAN and the issue of the Shares upon the exercise of the Share Options by Mr. HAN, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”

2. “**THAT** the grant of 25,000,000 Share Options to Mr. Kenneth LAM Kin Hing, the Co-Chairman of the Board, executive director and substantial shareholder of the Company, entitling him to subscribe in aggregate for 25,000,000 Shares at an exercise price of HK\$0.2 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and on such terms as stipulated in the grant letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the Board be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Share Options to Mr. LAM and the issue of the Shares upon the exercise of the Share Options by Mr. LAM, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”

On behalf of the Board  
**Quam Plus International Financial Limited**  
**HAN Xiaosheng**  
*Co-Chairman*

Hong Kong, 22 September 2023

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place  
of Business in Hong Kong:*  
5/F and 24/F (Rooms 2401 and 2412)  
Wing On Centre  
111 Connaught Road Central  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint the chairman of the SGM as his proxy or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the Bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish. In the event that you attend the meeting after having deposited a form of proxy to the branch share registrar of the Company in Hong Kong, your form or forms of proxy shall be deemed to be revoked.
3. In the case of joint holders, any one of such holders may attend and vote at the meeting either personally or by proxy, but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of the said persons so present whose name stands first on the register of members in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.

4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under its common seal, or under the hand of any officer or attorney or other person, duly authorised; and the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority must be deposited at the office of the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting.
5. The Directors have fixed 4:30 p.m. on Monday, 16 October 2023 as the record time and date for ascertaining entitlement of the shareholders of the Company (the “Shareholder(s)”) to attend and vote at the meeting. All transfers of shares accompanied by the relevant share certificates must be lodged with the office of the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at the address set out at Note (4) above not later than 4:30 p.m. on Monday, 16 October 2023.
6. If a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal or “extreme conditions” announced by the government of Hong Kong is/are in force in Hong Kong at any time between 9:00 a.m. to 11:30 a.m. on the date of SGM, the SGM will not be held on that day but will be automatically postponed. The Company will publish an announcement on the websites of HKEXnews ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.quamplus.com](http://www.quamplus.com)) respectively to notify the members of the Company of the date, time and place of the rescheduled meeting. The SGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the SGM under bad weather conditions bearing in mind their own situations and if they should choose so to do, they are advised to exercise due care and caution.

As at the date of this notice, the Board comprises:

***Executive Directors:***

Mr. HAN Xiaosheng (*Co-Chairman*)  
Mr. Kenneth LAM Kin Hing (*Co-Chairman*)  
Mr. LIU Hongwei  
Mr. LAM Wai Hon

***Independent Non-executive Directors:***

Mr. Roy LO Wa Kei  
Mr. LIU Jipeng  
Ms. Cindy KONG Siu Ching

***Non-executive Director:***

Mr. FANG Zhou