

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**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 Capital Industrial Financial Services Group 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 transfer was effected for transmission to the purchaser or the 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.

---



**首惠产融**

**首惠產業金融服務集團有限公司\***

**CAPITAL INDUSTRIAL FINANCIAL SERVICES GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 730)**

**PROPOSALS FOR**  
**(1) RE-ELECTION OF RETIRING DIRECTORS;**  
**(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

---

A notice of AGM of Capital Industrial Financial Services Group Limited to be held at 7th Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong at 3:00 p.m. on Wednesday, 22 May 2024 is set out on pages 13 to 17 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

**No corporate gifts** will be distributed to the Shareholders or their proxies who attend the AGM and **no refreshments or drinks** will be served.

\* *For identification purpose only*

---

## DEFINITIONS

---

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

“AGM”	the annual general meeting of the Company to be held at 7th Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong at 3:00 p.m. on Wednesday, 22 May 2024 or any adjournment thereof
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the meaning as ascribed to it under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	Capital Industrial Financial Services Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the meaning as ascribed to it under the Listing Rules
“core connected person”	has the meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive Committee”	the executive committee of the Board, which was established in September 2005
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	10 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board, which was established in September 2005

---

## DEFINITIONS

---

“PRC”	the People’s Republic of China but excluding, for the purpose of this circular, Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board, which was established in September 2005
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	subsidiary(ies) for the time being of the Company within the meaning of the Companies Ordinance or the Companies Act
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	per cent



**首惠产融**

**首惠產業金融服務集團有限公司\***

**CAPITAL INDUSTRIAL FINANCIAL SERVICES GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 730)**

*Directors:*

Sun Yajie (*Chairman*)

Liang Hengyi (*Managing Director*)

Tian Gang (*Executive Director*)

Huang Donglin (*Non-executive Director*)

Tam King Ching, Kenny

*(Independent Non-executive Director)*

Ng Man Fung, Walter

*(Independent Non-executive Director)*

On Danita

*(Independent Non-executive Director)*

*Registered Office:*

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

*Principal Office in Hong Kong:*

Suite 803, 8/F

Harcourt House

39 Gloucester Road

Wanchai

Hong Kong

15 April 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
(1) RE-ELECTION OF RETIRING DIRECTORS;  
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**(1) INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the AGM, which include among other things, (i) re-election of retiring Directors; and (ii) grant of general mandates to issue and to repurchase Shares.

\* *For identification purpose only*

---

## LETTER FROM THE BOARD

---

### (2) RE-ELECTION OF RETIRING DIRECTORS

In accordance with clause 99 of the bye-laws of the Company, Mr. Tian Gang, Mr. Ng Man Fung, Walter and Ms. On Danita will retire by rotation at the AGM and, being eligible, offer himself for re-election.

In accordance with clause 99 of the bye-laws of the Company and Code Provisions B.2.2 and B.2.3 of Appendix 14 of the Listing Rules, Mr. Tam King Ching, Kenny will retire by rotation at the AGM and, being eligible, offer himself for re-election.

Code provision B.2.3 of Appendix 14 to the Listing Rules provides that the further appointment of an independent non-executive director should be subject to a separate resolution to be approved by shareholders if such independent non-executive director has been serving the company for more than nine years. Mr. Tam King Ching, Kenny was appointed as an Independent Non-executive Director in February 1996 and, if he is re-elected at the AGM, he will continue to serve the Company for more than nine years. A separate resolution for his re-election will therefore be proposed for approval by the Shareholders at the AGM pursuant to code provision B.2.3 of Appendix 14 of the Listing Rules.

The Company has received from Mr. Tam King Ching, Kenny the confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. During the tenure of Mr. Tam as an Independent Non-executive Director, he has participated in Board meetings and served on various committees of the Board to give impartial advice and exercise independent judgement on the affairs of the Company but he has not engaged in any executive management of the Company and its subsidiaries. The Nomination Committee has conducted assessment of his independence, and is of the view that he complies with the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. Tam is a practicing Certified Public Accountant in Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the Chartered Professional Accountants of Ontario, Canada. Mr. Tam is a Past President of The Society of Chinese Accountants and Auditors. The Company values Mr. Tam continued service by further replenishing the valuable knowledge of the Board in the professional accounting aspect as well as bringing different perspectives and insights in the boardroom. The Board, having considered his comprehensive knowledge, professional skills and experience as well as his thorough and deepened understanding of the Company, is of the view that Mr. Tam's continued tenure will bring valuable contribution to the future sustainable development of the Company which is in the best interests of the Company and of the Shareholders. In particular, the Board considers that Mr. Tam remains independent and committed in spite of the length of his service.

The Nomination Committee considered and assessed the suitability of the above retiring Directors for re-election. The Committee also took into account the structure and size of the Board as well as the various diversity aspects set out in the Board Diversity Policy.

The Board, having considered the recommendation of the Nomination Committee, is of the view that the diverse and invaluable knowledge, skill sets and experience of each of Mr. Tian Gang (“**Mr. Tian**”), Mr. Ng Man Fung, Walter (“**Mr. Ng**”), Ms. On Danita (“**Ms. On**”)

---

## LETTER FROM THE BOARD

---

and Mr. Tam King Ching, Kenny (“**Mr. Tam**”) in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole.

Details of the retiring Directors proposed to be re-elected at the AGM as required to be disclosed under the Listing Rules are set out as follows:

**Mr. Tian Gang**, aged 54, was appointed as an Executive Director of the Company in March 2021 and is a member of Executive Committee. Mr. Tian joined the Company in July 2017 and is currently the deputy general manager of the Company and managing director of South China International Leasing Co., Ltd., a non-wholly owned subsidiary of the Company. He worked at China Construction Bank Beijing Branch from August 1990 to July 2017. Mr. Tian successively served as branch accountant, deputy director and director of the business department, manager of the real estate credit department, director of the company and institutional business center, assistant to the president and branch president. He obtained a postgraduate degree (on-the-job) from the Party School of the Central Committee of the Chinese Communist Party. Mr. Tian has worked in the financial field for more than 30 years and has extensive experience in the financial industry.

Save as disclosed above, Mr. Tian does not hold any other directorships in any listed public companies in the last three years prior to the Latest Practicable Date and does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Tian is beneficially interested in 1,685,000 Shares of the Company, which is approximately 0.04% of the issued capital of the Company. Save as disclosed above, Mr. Tian does not have any interests in the Shares within the meaning of Part XV of the SFO.

A service agreement was entered into between Mr. Tian and a wholly owned subsidiary of the Company for a term of three years commencing on 24 March 2024. Under the service agreement, Mr. Tian is entitled to a salary and discretionary bonus as may be determined by the Board or Remuneration Committee from time to time. For the financial year 2023, the monthly salary of Mr. Tian is RMB72,000. Such salary was determined by the Board and the Remuneration Committee with reference to Mr. Tian roles and duties as well as the prevailing market conditions.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Tian which need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Ng Man Fung, Walter**, aged 56, was appointed as an Independent Non-executive Director of the Company in March 2021 and is the member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Ng is an executive director of Mingfa Group (International) Co., Ltd. (stock code: 846), the shares of which are listed on the Main Board of the Stock Exchange and its main business is real estate development and investment in the People’s Republic of China. He had served as an analyst in CEF Brokerage

---

## LETTER FROM THE BOARD

---

Limited from July 1996 to June 1998 and a vice president of research department in GK Goh Securities Limited from December 1998 to July 1999, responsible for the analysis of the internet, retail and traditional manufacturing companies and their related markets. In addition, Mr. Ng served as the head of corporate finance of Nan Hai Corporation Limited (stock code: 680) from July 1999 to January 2015, responsible for mergers and acquisitions and corporate financing activities. The shares of Nan Hai Corporation Limited were delisted on the Main Board of the Stock Exchange with effect from 16 November 2023. He also served as the chief financial officer of MEML Holdings Limited and DoDoPal Holdings Limited from March 2015 to September 2017 and from September 2017 to September 2019 respectively. Mr. Ng holds a bachelor degree in economics from Oregon University.

Save as disclosed above, Mr. Ng does not hold any other directorships in any listed public companies in the last three years prior to the Latest Practicable Date and does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Ng does not have any interests in the shares of the Company.

An engagement letter was entered into between Mr. Ng and the Company for a term of three years commencing on 19 March 2024. Under the engagement letter, Mr. Ng is entitled to a director's fee as may be determined by the Board from time to time. For the financial year 2023, the monthly director's fee of Mr. Ng is HK\$20,000. Such director's fee was determined by the Board with reference to Mr. Ng's experience and duties as well as the then prevailing market conditions.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Ng which need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Ms. On Danita**, aged 47, was appointed as an Independent Non- executive Director of the Company in March 2021 and is the member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Ms. On is currently the investor and corporate communications director of Chow Tai Fook Jewellery Company Limited (stock code: 1929). She has worked in PricewaterhouseCoopers, Morgan Stanley, Citadel Investment Group and Ying Sheng Science Co., Ltd. (stock code: 209). The shares of both Chow Tai Fook Jewellery Co., Ltd. and Ying Sheng Science Co., Ltd. are listed on the Main Board of the Stock Exchange. Ms. On holds a bachelor degree in business administration from the Chinese University of Hong Kong and a master degree in finance from the London School of Business. She is a member of the Hong Kong Institute of Certified Public Accountants. Ms. On has more than 20 years of experience in auditing, management consultation, securities research, asset management and investor relations.

Save as disclosed above, Ms. On does not hold any other directorships in any listed public companies in the last three years prior to the Latest Practicable Date and does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company.

---

## LETTER FROM THE BOARD

---

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Ms. On does not have any interests in the shares of the Company.

An engagement letter was entered into between Ms. On and the Company for a term of three years commencing on 19 March 2024. Under the engagement letter, Ms. On is entitled to a director's fee as may be determined by the Board from time to time. For the financial year 2023, the monthly director's fee of Ms. On is HK\$20,000. Such director's fee was determined by the Board with reference to Ms. On's experience and duties as well as the then prevailing market conditions.

Save as disclosed above, there are no other matters in relation to the re-election of Ms. On which need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Tam King Ching, Kenny**, aged 74, was appointed as an Independent Non-executive Director of the Company in February 1996 and is the Chairman of each of the Audit Committee and the Remuneration Committee, as well as a member of the Nomination Committee. Mr. Tam is a practising Certified Public Accountant in Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the Chartered Professional Accountants of Ontario, Canada. Mr. Tam is a Past President of The Society of Chinese Accountants and Auditors. He also serves as an Independent Non-executive Director of certain listed companies on the Main Board of the Stock Exchange, namely, BeijingWest Industries International Limited (stock code: 2339), Kingmaker Footwear Holdings Limited (stock code: 1170), Starlite Holdings Limited (stock code: 403), West China Cement Limited (stock code: 2233) and Wisdom Education International Holdings Company Limited (stock code: 6068). Mr. Tam holds a bachelor degree in commerce from Concordia University, Canada.

Save as disclosed above, Mr. Tam does not hold any other directorships in any listed public companies in the last three years prior to the Latest Practicable Date and does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Tam does not have any interests in the shares of the Company.

An engagement letter was entered into between Mr. Tam and the Company for a term of three years commencing on 1 January 2023. Under the engagement letter, Mr. Tam is entitled to a director's fee as may be determined by the Board from time to time. For the financial years 2023, the monthly director's fee of Mr. Tam is HK\$20,000. Such director's fee was determined by the Board and the Remuneration Committee with reference to Mr. Tam's experience and duties as well as the prevailing market conditions.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Tam which need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

---

## LETTER FROM THE BOARD

---

### (3) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, separate ordinary resolutions will be proposed to renew the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of such resolution; (ii) to repurchase Shares comprising the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution; and (iii) to add the aggregate nominal amount of the Shares repurchased by the Company to the general mandate to the Directors to allot new Shares of up to 20% of the issued share capital of the Company.

The mandates to issue and repurchase Shares granted at the annual general meeting held on 22 May 2023 will lapse at the conclusion of the AGM. Resolutions Nos. 5 to 7 set out in the notice of AGM will be proposed at the AGM to renew these mandates. With reference to these resolutions, the Directors wish to state that they have no present intention to repurchase any Shares or to issue any new Shares pursuant to the relevant mandates.

Based on 3,972,575,703 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are repurchased or issued prior to the AGM, subject to the passing of the relevant ordinary resolutions to approve the mandate to issue Shares at the AGM, the Directors will be authorised to allot and issue up to a limit of 794,515,140 Shares under the general mandate to issue Shares.

If approved by the Shareholders at the AGM, the general mandate to issue Shares will continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein; or (ii) the revocation or variation of the general mandate to issue Shares by an ordinary resolution of the Shareholders in general meeting.

The explanatory statement, required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase the Shares (the “**Repurchase Mandate**”), is set out in the Appendix to this circular which contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

### (4) ANNUAL GENERAL MEETING

A notice of the AGM is set out in this circular. At the AGM, in addition to the ordinary businesses of the meeting, resolutions will be proposed to approve the general mandates for the issue and repurchase by the Company of its own Shares.

A form of proxy for the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not less than 48 hours before the

---

## LETTER FROM THE BOARD

---

time appointed for the holding of the AGM, or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the relevant resolutions to be proposed at the Annual General Meeting.

### **(5) RESPONSIBILITY STATEMENT**

This 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 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 circular misleading.

### **(6) RECOMMENDATION**

The Directors consider that the proposals for (i) re-election of retiring Directors; and (ii) granting of general mandates to the Directors to issue and repurchase Shares are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the Annual General Meeting in respect thereof.

Yours faithfully,  
For and on behalf of  
**Capital Industrial Financial Services Group Limited**  
**Sun Yajie**  
*Chairman*

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

#### **1. SHAREHOLDERS' APPROVAL**

All proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by special approval of a particular transaction. The Company's sole listing is on the Stock Exchange.

#### **2. SOURCE OF FUNDS**

Repurchases must be funded out of funds legally available for the purpose in accordance with the bye-laws of the Company and the applicable laws of Bermuda. The laws of Bermuda provide that repurchases may only be effected out of the capital paid up on the repurchased Shares or out of the funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account or contributed surplus account.

#### **3. EXERCISE OF THE REPURCHASE MANDATE**

The Shares proposed to be repurchased by the Company must be fully paid up. Under the Listing Rules, the total number of shares which a company is authorised to repurchase on the Stock Exchange is shares representing up to a maximum of 10% of the existing issued share capital as at the date of the resolution granting such general mandate. Exercise in full of the Repurchase Mandate, on the basis of 3,972,575,703 Shares in issue as at the Latest Practicable Date and assuming no Shares are issued and repurchased by the Company prior to the Annual General Meeting, could result in up to 397,257,570 Shares, which represents 10% of the issued share capital of the Company as at the Latest Practicable Date, being repurchased by the Company during the period from the passing of the resolution granting the Repurchase Mandate up to the conclusion of the next annual general meeting of the Company or the expiration of the period within the next annual general meeting of the Company as required by the applicable laws of Bermuda to be held, or when revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever occurs first.

#### **4. REASONS FOR REPURCHASE**

While the Directors do not presently intend to repurchase any Shares, they believe that it is in the best interests of the Company and the Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an

enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## 5. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the bye-laws of the Company and the applicable laws of Bermuda.

The exercise in full of the Repurchase Mandate might have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2023. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

## 6. GENERAL

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, presently intend to sell any Shares to the Company or its Subsidiaries under the Repurchase Mandate in the event that the latter is granted by the Shareholders.
- (b) The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.
- (c) If as a result of a share repurchase by the Company, a 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 a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Shougang Group through its subsidiary was interested in approximately 61.06% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full and no further Shares are issued during the proposed repurchase period, the interest held by Shougang Group through its subsidiary in the issued share capital of the Company will increase to approximately 67.85%. On the basis of the current shareholding in the Company held by Shougang Group, the Directors are not aware of any consequences which the exercise in full of the Repurchase Mandate would have under the Takeovers Code.

- (d) The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date and will not repurchase its Shares if public float is less than 25%.

- (e) No core connected person has notified the Company that he or she has a present intention to sell any Shares to the Company, or that he or she has undertaken not to sell any Shares held by him or her to the Company, in the event that the Repurchase Mandate is granted by the Shareholders.
- (f) The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	0.127	0.116
May	0.128	0.115
June	0.125	0.116
July	0.145	0.119
August	0.147	0.123
September	0.134	0.120
October	0.150	0.118
November	0.147	0.122
December	0.161	0.125
<b>2024</b>		
January	0.167	0.135
February	0.154	0.126
March	0.153	0.131
April (up to the Latest Practicable Date)	0.150	0.134



首惠产融

首惠產業金融服務集團有限公司\*

**CAPITAL INDUSTRIAL FINANCIAL SERVICES GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 730)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Capital Industrial Financial Services Group Limited (the “**Company**”) will be held at 3:00 p.m. on Wednesday, 22 May 2024 at 7th Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for the following purposes:

1. To receive the report of the directors and the audited financial statements for the year ended 31 December 2023.
2. To declare a final dividend for the year ended 31 December 2023.
3. (a) To re-elect, each as a separate resolution, the following retiring directors of the Company:
  - (i) Mr. Tian Gang;
  - (ii) Mr. Ng Man Fung, Walter
  - (iii) Ms. On Danita; and
  - (iv) Mr. Tam King Ching, Kenny.(b) to authorize the board of directors to fix the remuneration of all the Directors.
4. To re-appoint PricewaterhouseCoopers as auditors and to authorise the board of directors to fix its remuneration.
5. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;

\* For identification purpose only

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 bye-laws of the Company or any applicable laws or rules to be held; and
- (iii) the revocation or variation of this resolution by any Ordinary Resolution of the Shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company 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 any class thereof (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any territories outside Hong Kong).”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, and that the exercise by the Directors of all the powers of the Company to repurchase such shares subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and it is hereby generally and unconditionally approved;
- (b) in addition, the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the directors;
- (c) the aggregate nominal amount of shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the authority pursuant to paragraph (a) shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 bye-laws of the Company or any applicable laws or rules to be held; and
- (iii) the revocation or variation of this resolution by any ordinary resolution of the Shareholders of the Company in general meeting.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

7. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution of the Company:

“**THAT** conditional upon the passing of resolution no. 6 as set out in the notice convening this meeting of which this Resolution forms part, the aggregate nominal amount of the shares in the Company which are repurchased by the Company pursuant to and in accordance with the said resolution no. 6 shall be added to the aggregate nominal amount of the shares in the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to and in accordance with resolution no. 5 as set out in the notice convening this meeting of which this Resolution forms part.”

By Order of the Board  
**Capital Industrial Financial Services Group Limited**  
**Sun Yajie**  
*Chairman*

Hong Kong, 15 April 2024

*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of any officer or attorney duly authorised.
- (3) 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, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, 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 holding the meeting, or any adjourned meeting thereof.
- (4) The register of members of the Company will be closed from Friday, 17 May 2024 to Wednesday, 22 May 2024, inclusive, during such period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 16 May 2024.
- (5) Completion and return of the form of proxy will not preclude members of the Company from attending and voting in person at the meeting or at any adjourned meeting thereof should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (6) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (7) For determining the entitlement to the final dividend, the register of members of the Company will be closed from Tuesday, 28 May 2024 to Thursday, 30 May 2024, inclusive, during such period no transfer of shares will be registered. In order to be qualified for the final dividend, all transfers form accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 27 May 2024.
- (8) **No corporate gifts** will be distributed to the Shareholders or their proxies who attend the AGM and **no refreshments or drinks** will be served.