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If you have sold or transferred all your shares in **Quam Plus International Financial Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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華富建業國際金融有限公司

QUAM PLUS INTERNATIONAL FINANCIAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 952)

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) to be held at Artyzen Club, 401A, 4/F Shun Tak Centre (near China Merchants Tower), 200 Connaught Road Central, Hong Kong on Friday, 21 June 2024 at 2:30 p.m. is set out on pages 16 to 20 of this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment should you so wish.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the meanings as set out below:

“AGM”	annual general meeting of the Company to be held on Friday, 21 June 2024 at 2:30 p.m.
“Board”	board of Directors
“Bye-law(s)”	the bye-law(s) of the Company, as amended from time to time
“China Oceanwide”	China Oceanwide Holdings Limited (in liquidation), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 715.HK)
“Company”	Quam Plus International Financial Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Stock Exchange (Stock Code: 952)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares during the prescribed period up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase the Shares during the prescribed period up to a maximum of 10% of the number of issued Shares as at the date of passing the relevant resolution granting the Repurchase Mandate

DEFINITIONS

“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme of the Company adopted on 23 September 2020
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers as approved by the SFC
“%”	per cent

For the purpose of this circular, unless otherwise specified or the context requires otherwise, “” denotes an English translation of a Chinese name and is for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.*



華富建業國際金融有限公司
QUAM PLUS INTERNATIONAL FINANCIAL LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 952)

Executive Directors:

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

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Director:

Mr. FANG Zhou

*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

Independent Non-executive Directors:

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

26 April 2024

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for the approval of (i) the granting to the Directors of general mandates to issue Shares and repurchase Shares; (ii) the extension of the Issue Mandate by adding to it the aggregate number of shares repurchased by the Company under the Repurchase Mandate; (iii) the re-election of retiring Directors; and to give the Shareholders a notice of AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 30 June 2023, the Directors were granted general mandates to exercise power of the Company to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company and to repurchase Shares up to a maximum of 10% of the issued share capital of the Company. These general mandates will lapse at the conclusion of the AGM.

Pursuant to these mandates, no Share has been allotted, issued and repurchased up to the Latest Practicable Date.

The following ordinary resolutions will be proposed at the AGM:

- (a) to approve the granting of the Issue Mandate; as at the Latest Practicable Date, there were an aggregate of 6,197,049,220 Shares in issue. On the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the exercise in full of the Issue Mandate could accordingly result in up to 1,239,409,844 Shares being issued by the Company which represents up to 20% of the number of issued Shares as at the date of passing the resolution;
- (b) to approve the granting of the Repurchase Mandate; on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the exercise in full of the Repurchase Mandate could accordingly result in up to 619,704,922 Shares being repurchased which represents up to 10% of the number of issued Shares as at the date of passing the resolution; and
- (c) to extend the Issue Mandate by an amount representing the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 86(2), the Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or, subject to the authorisation by the members in general meeting, as an addition to the Board. Any Director so appointed shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

Pursuant to Bye-law 87, 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 to but not less than one-third, shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election or appointment but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

LETTER FROM THE BOARD

Any Directors appointed pursuant to Bye-law 86(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, pursuant to Bye-laws 86 (2) and 87, Mr. HAN Xiaosheng and Mr. LIU Hongwei, the executive Directors and Mr. LIU Jipeng, the independent non-executive Director, will retire by rotation at AGM and being eligible, offer themselves for re-election as Directors. Ms. Cindy KONG Siu Ching, the newly appointed independent non-executive Director, will hold office until the AGM and, being eligible, has offered herself for re-election as Director.

The nomination committee of the Company (the “**Nomination Committee**”) has reviewed the structure and composition of the Board, the qualifications, skills and experience and contribution of the retiring Directors and the newly appointed Director with reference to the nomination principles and criteria set out in the board diversity policy and nomination policy of the Company and the corporate strategy of the Company. The retiring independent non-executive Director is also 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.

The biographical details as required under Rule 13.51(2) of the Listing Rules of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the AGM to be held at Artyzen Club, 401A, 4/F Shun Tak Centre (near China Merchants Tower), 200 Connaught Road Central, Hong Kong on Friday, 21 June 2024 at 2:30 p.m. is set out on pages 16 to 20 of this circular.

A form of proxy for use at the AGM and at any adjournment thereof is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment should you so wish.

LETTER FROM THE BOARD

Record Date

The Board has fixed 4:30 p.m. on Monday, 17 June 2024 as the record time and date for ascertaining Shareholders' entitlement to attend and vote at the AGM. All transfers of Shares accompanied by the relevant share certificates must be lodged with 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 not later than 4:30 p.m. on Monday, 17 June 2024.

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. Therefore, all resolutions proposed at the AGM shall be voted by poll. The results of the poll will be announced in accordance with Rule 13.39(5) of the Listing Rules after the conclusion of the AGM.

RECOMMENDATIONS

The Directors believe that the proposed resolutions as set out in the notice of AGM, including, among other things, the proposed resolutions in relation to the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and the reappointment of the auditor of the Company are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

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.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices of this circular.

Yours faithfully,
By order of the Board
Quam Plus International Financial Limited
HAN Xiaosheng
Co-Chairman

This Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, there are 6,197,049,220 issued shares of the Company. Subject to the passing of the necessary ordinary resolution and on the basis that no further Shares are allotted and issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to 619,704,922 Shares as at the Latest Practicable Date.

REASONS FOR REPURCHASES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders. Repurchase of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share of the Company and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cash flow or working capital facilities, which will be legally available for the repurchase in accordance with the memorandum of association, Bye-laws, the laws of Bermuda and/or any other applicable laws.

The laws of Bermuda provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company before the Shares are repurchased.

The Directors do not intend to exercise the Repurchase Mandate to such an 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. No material adverse effect on the working capital requirements or gearing position of the Company (as compared with the position disclosed in the audited financial accounts contained in the Company's annual report for the year ended 31 December 2023) is anticipated in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period.

GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell 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 Company is authorised to repurchase its own Shares.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda. The Directors have confirmed that neither this explanatory statement nor the proposed share repurchase has any unusual features.

TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholders of the Company (as defined in the Listing Rules) and their respective interests in the Shares were as follows:

Name of substantial Shareholders	Number of Shares and/or underlying Shares held	Approximate percentage of existing total issued Shares	Approximate percentage of total issued Shares if the Repurchase Mandate is exercised in full
Quam Tonghai Holdings Limited	4,216,809,571 <i>(Note 1)</i>	68.05%	75.61%
Mr. HAN Xiaosheng	4,229,309,571 <i>(Notes 1 and 2)</i>	68.25%	75.83%
Mr. Kenneth LAM Kin Hing	4,354,882,404 <i>(Notes 1 and 3)</i>	70.27%	78.08%

Notes:

1. Quam Tonghai Holdings Limited is the beneficial owner of 4,216,809,571 Shares and it is owned as to 51% by Mr. Kenneth LAM Kin Hing and 49% by Mr. HAN Xiaosheng, whose respective shares in Quam Tonghai Holdings Limited are charged pursuant to a share charge dated 3 May 2022 (as supplemented by a supplemental deed dated 3 February 2023) in favour of Nautical League Limited (a company beneficially solely owned by Ms. LU Xiaoyun, the daughter of Mr. LU Zhiqiang).
2. Mr. HAN Xiaosheng owned as to 49% of Quam Tonghai Holdings Limited. By virtue of the SFO, he was deemed to be interested in 4,216,809,571 Shares held by Quam Tonghai Holdings Limited. He also has a long position on 12,500,000 Shares by virtues of the share options granted to him under the Share Option Scheme upon the exercise of share options.
3. Mr. Kenneth LAM Kin Hing is beneficially interested in 113,072,833 Shares and has a long position on 25,000,000 Shares by virtues of the share options granted to him under the Share Option Scheme upon the exercise of share options. He also owned as to 51% of Quam Tonghai Holdings Limited. By virtue of the SFO, he was deemed to be interested in 4,216,809,571 Shares held by Quam Tonghai Holdings Limited.

On the basis that the shareholding of the Shareholders remained unchanged up to the date of AGM, in the event that the Repurchase Mandate is to be exercised in full, the interests of the respective Shareholders would be increased to approximately the percentage shown in the respective last column above.

In the opinion of the Directors, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code but would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The share capital of the Company in public hands would accordingly be reduced to less than 25%. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that the resultant share capital of the Company in public hands would be reduced to below 25%. Accordingly, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any exercise of the Repurchase Mandate.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company, whether on the Stock Exchange or otherwise, during the six months preceding the Latest Practicable Date.

SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2023	0.199	0.195
May 2023	0.199	0.152
June 2023	0.174	0.155
July 2023	0.190	0.158
August 2023	0.200	0.162
September 2023	0.177	0.155
October 2023	0.180	0.152
November 2023	0.190	0.157
December 2023	0.190	0.179
January 2024	0.190	0.190
February 2024	0.207	0.157
March 2024	0.220	0.208
April 2024 (up to Latest Practicable Date)	0.235	0.222

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

The biographical details of retiring Directors who are subject to re-election at the AGM are set out below:

Mr. HAN Xiaosheng (韓曉生), aged 67, is the Co-Chairman and executive Director. He joined the Company in February 2017. He is also the chairman of nomination committee of the Company. Mr. HAN is a director and one of the controlling shareholders of Quam Tonghai Holdings Limited, which is a substantial shareholder of the Company. He previously served as an executive director, the chairman of the board and chief executive officer of China Oceanwide, the executive director and chief executive officer and the chairman of supervisory committee of Oceanwide Holdings Co., Ltd.* (泛海控股股份有限公司), whose shares were previously listed on the Shenzhen Stock Exchange (Previous Stock Code: 000046 and delisted in February 2024), the chairman of supervisory committee of China Oceanwide Holdings Group Co., Ltd.* (中國泛海控股集團有限公司), the director of Oceanwide Group Co., Ltd.* (泛海集團有限公司), the director of China Oceanwide Group Limited and the director of Oceanwide Holdings International Financial Development Co., Ltd. He obtained a master's degree in economics from Renmin University of China in July 1996 and a Ph.D in Management from Huazhong University of Science & Technology in June 2018. He is a senior accountant in the People's Republic of China. Save as disclosed above, Mr. HAN had not held any directorships in other publicly listed companies whether in Hong Kong or overseas in the past three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. HAN was interested in 4,216,809,571 Shares within the meaning of Part XV of the SFO and these Shares are held by his controlled corporation, Quam Tonghai Holdings Limited. He also has a long position on 12,500,000 Shares by virtues of the share options granted to him under the Share Option Scheme upon the exercise of share options. Mr. HAN is a party held to be acting in concert pursuant to the Takeovers Code, amongst others, with Mr. Kenneth LAM Kin Hing, executive Director of the Company.

Mr. HAN entered into a service agreement with the Company for a term of three years from 3 February 2023 renewable following the expiration of the term, and is subject to retirement by rotation and re-election in accordance with the provisions of the Bye-laws. He is entitled to receive a monthly director fee of HK\$80,000 which was determined with reference to his relevant experience and qualifications, his duties and responsibilities in the Company as well as the prevailing market condition.

Saved as disclosed above, Mr. HAN has no relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders and there are no other matters which need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. HAN and there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

Mr. LIU Hongwei (劉洪偉), aged 57, is the executive Director with effect from 3 February 2017. He is a member of remuneration committee of the Company. Mr. LIU is also an executive director and deputy chairman of the board of China Oceanwide. He is the director and vice-president of China Oceanwide Holdings Group Co., Ltd.* (中國泛海控股集團有限公司), director and president of China Oceanwide Group Limited. He previously served as a supervisor of Oceanwide Holdings Co., Ltd.* (泛海控股股份有限公司), whose shares were previously listed on the Shenzhen Stock Exchange (Previous Stock Code: 000046 and delisted in February 2024). He obtained a bachelor's degree in engineering from Dalian Ocean University (formerly known as Dalian Fisheries College) in July 1989 and a master's degree in management from Massey University in New Zealand in April 2006. Save as disclosed above, Mr. LIU had not held any directorships in other publicly listed companies whether in Hong Kong or overseas in the past three years preceding the Latest Practicable Date.

The Company has noted that China Oceanwide was ordered to be wound up by the Bermuda Court (“Bermuda Winding-up Order”) in accordance with the applicable laws of Bermuda on 22 September 2023 and Mr. Michael Morrison and Mr. Charles Thresh both of Teneo (Bermuda) Limited and Ms. Chan Mei Lan (Galaxy Chan) of Teneo Asia Limited were appointed as joint provisional liquidators of China Oceanwide with effect from 22 September 2023. On 20 December 2023, China Oceanwide were ordered to be wound up by the High Court of Hong Kong (“Hong Kong Winding-up Order” and together with Bermuda Winding-Up Order, “China Oceanwide Winding-Up Order”) and the Official Receiver became the provisional liquidator of China Oceanwide. The Board has no further information on the China Oceanwide Winding-up Order other than those set out in the announcements published by China Oceanwide dated 25 September 2023 and 3 January 2024 respectively (the “China Oceanwide Announcements”). Please refer to China Oceanwide Announcements for further information in relation to the China Oceanwide Winding-up Order.

Based on publicly available information, China Oceanwide together with its subsidiaries, are principally engaged in real estate development in the United States of America, development in the energy sector in the Republic of Indonesia and finance investments. The trading in the issued shares of China Oceanwide has been suspended since 25 September 2023.

As at the Latest Practicable Date, Mr. LIU did not have any interests in the Shares within the meaning of Part XV of the SFO. He has a long position on 12,500,000 Shares by virtue of the share options granted to him under the Share Option Scheme upon the exercise of share options. Mr. LIU entered into a service agreement with the Company for a term of three years from 3 February 2023 renewable following the expiration of the term, and is subject to retirement by rotation and re-election in accordance with the provisions of the Bye-laws. He is entitled to receive a monthly directors' fee of HK\$50,000 which was determined with reference to his relevant experience and qualifications, his duties and responsibilities in the Company as well as the prevailing market condition.

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

Saved as disclosed above, Mr. LIU has no relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders and there are no other matters which need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. LIU and there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. LIU Jipeng (劉紀鵬) (“Mr. JP Lau”), aged 68, is the independent non-executive Director with effect from 18 December 2017. He is the chairman of remuneration committee of the Company, a member of the audit committee and nomination committee of the Company. He is currently an independent director of CECEP Solar Energy Co., Ltd.* (中節能太陽能股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 000591) and Ucap Cloud Information Technology Co., Ltd.* (開普雲信息科技股份有限公司), whose shares are listed on Shanghai Stock Exchange (Stock Code: 688228). He previously served as independent non-executive director of China Minsheng Banking Corp., Ltd.* (中國民生銀行股份有限公司), whose shares are dually listed on the Stock Exchange (Stock Code: 1988) and the Shanghai Stock Exchange (Stock Code: 600016) from May 2016 to October 2023, independent non-executive director of China Oceanwide from November 2014 to September 2023, an independent director of Zhongjin Gold Corporation, Ltd.* (中金黃金股份有限公司), whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600489) from May 2014 to March 2021, an independent director of Valiant Corporation Ltd.* (中節能萬潤股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 002643) from May 2020 to November 2021, an independent director of CECEP Guozhen Environmental Protection Technology Co., Ltd.* (中節能國禎環保科技股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 300388) from December 2020 to December 2021 and an independent director of Chongqing Changan Automobile Co., Ltd.* (重慶長安汽車股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 000625) from March 2016 to May 2022. He is a senior economist and certified public accountant in China. Mr. JP LIU obtained a Bachelor’s degree in economics from Capital University of Economics and Business (formerly known as Beijing School of Economics) in July 1983 and a Master’s degree in economics from Graduate School of Chinese Academy of Social Sciences in July 1986. Save as disclosed above, Mr. JP LIU had not held any directorships in other publicly listed companies whether in Hong Kong or overseas in the past three years preceding the Latest Practicable Date.

The Company has noted that China Oceanwide was ordered to be wound up by the Bermuda Court (“Bermuda Winding-up Order”) in accordance with the applicable laws of Bermuda on 22 September 2023 and Mr. Michael Morrison and Mr. Charles Thresh both of Teneo (Bermuda) Limited and Ms. Chan Mei Lan (Galaxy Chan) of Teneo Asia Limited were appointed as joint provisional liquidators of China Oceanwide with effect from 22 September 2023. On 20 December 2023, China Oceanwide were ordered to be wound up by the High Court of Hong Kong (“Hong Kong Winding-up Order” and together with Bermuda Winding-Up Order, “China Oceanwide Winding-Up Order”) and the Official Receiver became the provisional liquidator of China Oceanwide. The Board has no further information on the China Oceanwide Winding-up Order other than those set out in the

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

announcements published by China Oceanwide dated 25 September 2023 and 3 January 2024 respectively (the “China Oceanwide Announcements”). Please refer to China Oceanwide Announcements for further information in relation to the China Oceanwide Winding-up Order.

Based on publicly available information, China Oceanwide together with its subsidiaries, are principally engaged in real estate development in the United States of America, development in the energy sector in the Republic of Indonesia and finance investments. The trading in the issued shares of China Oceanwide has been suspended since 25 September 2023.

As at the Latest Practicable Date, Mr. JP LIU did not have any interest in the share of the Company within the meaning of Part XV of the SFO. He has a long position on 5,000,000 Shares by virtue of the share options granted to him under the Share Option Scheme upon the exercise of share options. Mr. JP LIU has entered into a letter of appointment with the Company for a term of one year commencing from 18 December 2023 renewable following the expiration of the term, and is subject to retirement by rotation and re-election in accordance with the provisions of the Bye-laws. He is entitled to receive a fixed annual directors’ fee of HK\$250,000 which was determined with reference to the prevailing market rate, his qualifications, experience, and duties and responsibilities with the Company.

Saved as disclosed above, Mr. JP LIU has no relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders and there are no other matters which need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. JP LIU and there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. Cindy KONG Siu Ching (江小菁), aged 53, is the independent non-executive Director with effect from 18 August 2023. She is a member of the audit committee, remuneration committee and nomination committee of the Company. Ms. KONG is a practicing barrister in Hong Kong. Her practice area covers civil litigations, criminal prosecution and defence. Prior to becoming a barrister in 2014, Ms. KONG was a Chief Inspector of Police in Hong Kong Police Force which predominantly responsible for complex commercial crimes and serious crime investigation. She holds a Bachelor of Social Science degree from Chinese University of Hong Kong (1992), a Master of Business Administration from University of Western Ontario (now known as Western University) (2008), a Bachelor of Laws from Manchester Metropolitan University (2011) and a Postgraduate Certificate in Laws from University of Hong Kong (2013). Save as disclosed above, Ms. KONG had not held any directorships in other publicly listed companies whether in Hong Kong or overseas in the past three years preceding the Latest Practicable Date.

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

As at the Latest Practicable Date, Ms. KONG did not have any interest in the share of the Company within the meaning of Part XV of the SFO. Ms. KONG has entered into a letter of appointment with the Company for a term of one year commencing from 18 August 2023 renewable following the expiration of the term, and is subject to retirement by rotation and re-election in accordance with the provisions of the Bye-laws. She is entitled to receive a fixed annual directors' fee of HK\$250,000 which was determined with reference to the prevailing market rate, her qualifications, experience, and duties and responsibilities with the Company.

Save as disclosed above, Ms. KONG has no relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders and there are no other matters which need to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. KONG and there is no other information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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華富建業國際金融有限公司

QUAM PLUS INTERNATIONAL FINANCIAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 952)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general 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, 21 June 2024 at 2:30 p.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2023.
2. (A) To re-elect Mr. HAN Xiaosheng as an executive director of the Company.
(B) To re-elect Mr. LIU Hongwei as an executive director of the Company.
(C) To re-elect Mr. LIU Jipeng as an independent non-executive director of the Company.
(D) To re-elect Ms. Cindy KONG Siu Ching as an independent non-executive director of the Company.
(E) To authorise the board of directors of the Company to appoint additional directors as and when the board considers necessary and appropriate.
(F) To authorise the board of directors of the Company to fix the directors’ remuneration for the year ending 31 December 2024.
3. To re-appoint HLB Hodgson Impey Cheng Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. As special business, to consider and, if thought fit, to pass with or without amendments the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements or options, including bonds, warrants, debentures, notes and other securities convertible into shares of the Company, which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved in substitution for and to the exclusion of any existing authority previously granted;
- (b) the approval in sub-paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options, including bonds, warrants, debentures, notes and other securities convertible into shares of the Company, which would or might require the exercise of such power during or after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) an issue of shares as scrip dividend pursuant to the Bye-laws of the Company from time to time; or (iii) an issue of shares pursuant to the exercise of warrants to subscribe for shares of the Company or under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees, participants and stakeholders of the Company and/or any of its subsidiaries of shares or rights of the Company, shall not exceed 20% of the total number of issued shares of the Company at the date of passing of this resolution and the said approval shall be limited accordingly;
- (d) subject to the passing of sub-paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (e) for the purpose 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;

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 Bye-laws of the Company 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 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 the holders of shares of the Company on the register on a fixed record date in proportion to their holdings of such shares as at the date (subject to such exclusions 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. As special business, to consider and, if thought fit, to pass with or without amendments the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited (the “**Recognised Stock Exchange**”), subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time or those of any other Recognised Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be repurchased pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the approval granted under sub-paragraph (a) of this resolution shall be limited accordingly;
- (c) subject to the passing of sub-paragraphs (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose 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 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 of the Company in general meeting.”

6. As special business, to consider and, if thought fit, to pass with or without amendments the following resolution as an ordinary resolution of the Company:

“**THAT** subject to the passing of the ordinary resolutions numbered 4 and 5 as set out in the notice of this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of the number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such number of shares of the Company shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution.”

By order of the Board
Quam Plus International Financial Limited
HAN Xiaosheng
Co-Chairman

Hong Kong, 26 April 2024

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint the chairman of the meeting 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 meeting or any adjourned meeting.
5. The board of directors of the Company has fixed 4:30 p.m. on Monday, 17 June 2024 as the record time and date for ascertaining Shareholders' entitlement to attend and vote at the meeting. All transfers of shares accompanied by the relevant share certificates must be lodged with 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, 17 June 2024.
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 12:00 noon to 2:30 p.m. on the date of the meeting, the annual general meeting 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) and the Company (www.quamplus.com) respectively to notify the members of the Company of the date, time and place of the rescheduled meeting. The annual general meeting 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 annual general meeting 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 of the Company 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