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If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **Kingkey Financial International (Holdings) Limited**, you should at once hand this circular and proxy form enclosed with this circular to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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KINGKEY FINANCIAL INTERNATIONAL (HOLDINGS) LIMITED

京基金融國際(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01468)

**(I) PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(II) RE-ELECTION OF DIRECTORS;
(III) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Kingkey Financial International (Holdings) Limited to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 22 August 2024, at 11:00 a.m. is set out on pages 15 to 18 of this circular.

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed on the form and return it to the office of the branch share registrar of the Company, Tricor Investor Services 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 holding the annual general meeting or any adjournment of that meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment of that meeting should you so wish.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong, on Thursday, 22 August 2024, at 11:00 a.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 31 July 2024 for convening the AGM and included in this circular
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors (including independent non-executive Directors)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Kingkey Financial International (Holdings) Limited, a limited company incorporated in the Cayman Islands, the Shares of which are listed on Stock Exchange (Stock Code: 1468)
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Extension Mandate”	a general mandate to the Directors to add to the General Mandate any Shares representing the number of Shares repurchased under the Repurchase Mandate
“General Mandate”	a general mandate to the Directors to allot and issue such number of Shares not exceeding 20% of the total number of issued Shares as at the date of approval of the mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 July 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on Stock Exchange as amended from time to time
“Repurchase Mandate”	a general mandate to the Directors to repurchase such number of Shares not exceeding 10% of the total number of issued Shares as at the date of approval of the mandate
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

EXPECTED TIMETABLE

The expected timetable for the AGM is set out below:

Despatch of AGM circular and the AGM Notice. Wednesday, 31 July 2024

Latest time for lodging transfer documents for entitlements
to attend and vote at the AGM 4:30 p.m.,
Friday, 16 August 2024

Closure of Register of Members for determination of
entitlement to attend and vote at the AGM From Monday, 19 August 2024 to
Thursday, 22 August 2024
(both days inclusive)

Latest time for lodging proxy forms for the AGM 11:00 a.m.,
Tuesday, 20 August 2024

AGM 11:00 a.m.,
Thursday, 22 August 2024

Announcement of voting results of the AGM Thursday, 22 August 2024

Note: All times refer to Hong Kong local time in this circular.

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

LETTER FROM THE BOARD



KINGKEY FINANCIAL INTERNATIONAL (HOLDINGS) LIMITED
京基金融國際(控股)有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01468)

Executive Directors:

Mr. Mong Cheuk Wai (*Chairman*)
Ms. Cheung Pui Ki Gloria

Independent Non-executive Directors:

Ms. Mak Yun Chu
Mr. Leung Siu Kee
Mr. Hung Wai Che
Mr. Chan Ting Fung

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Headquarters, head office and principal
place of business in Hong Kong:*

Room 902, 9th Floor
Harbour Centre, Tower 2
8 Hok Cheung Street
Hung Hom, Kowloon
Hong Kong

31 July 2024

To the Shareholders,

Dear Sir or Madam,

**(I) PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(II) RE-ELECTION OF DIRECTORS;
(III) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following proposed resolutions to be put forward at the AGM for the Shareholders' consideration and, if thought fit, approval of, among others:

- (a) the re-election of retiring Directors;

LETTER FROM THE BOARD

- (b) the grant to the Directors of the new General Mandate;
- (c) the grant to the Directors of the new Repurchase Mandate;
- (d) the grant to the Directors of the new General Extension Mandate; and
- (e) the proposed increase in authorised share capital.

2. VARIOUS MANDATES

On 7 September 2023, resolutions for the general mandate, repurchase mandate and the general extension mandate were passed by the Shareholders and all the aforesaid mandates will lapse at the conclusion of the forthcoming AGM.

(a) General Mandate

An ordinary resolution will be proposed at the AGM to approve the grant of the new General Mandate. The new General Mandate, if granted, will allow the Directors to allot and issue such number of Shares not exceeding 20% of the total number of the issued Shares as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the Company had 9,155,955,680 fully paid-up Shares in issue. Subject to the passing of the resolution granting the new General Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, exercise in full of the new General Mandate could result in new issue of 1,831,191,136 Shares. The Board is currently exploring various possibilities to raise fund for its future operation or expansion which may involve issuance of new Shares under the new General Mandate.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the grant of the new Repurchase Mandate. The new Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution.

Subject to the passing of the proposed resolution granting the new Repurchase Mandate, and on the basis that there were 9,155,955,680 fully paid-up Shares as at the Latest Practicable Date and no Shares will be allotted and issued or repurchased by the Company from the Latest Practicable Date to the date of AGM, the Company will be allowed under the new Repurchase Mandate to repurchase a maximum of 915,595,568 Shares. There is no present intention for any repurchase of Shares pursuant to the new Repurchase Mandate.

LETTER FROM THE BOARD

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the new Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

(c) General Extension Mandate

It is recommended that the new General Extension Mandate be granted to the Directors permitting them, after the grant of the new Repurchase Mandate referred to above, to increase the total number of Shares permitted to be allotted and issued under the new General Mandate by the number of Shares repurchased pursuant to the new Repurchase Mandate.

The authority conferred on the Directors by the new General Mandate, the new Repurchase Mandate and the new General Extension Mandate would continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

(d) Proposed increase in authorised share capital

In order to accommodate the growth of the Group and to provide the Company with greater flexibility to raise funds in the future, the Board proposes to increase the authorised share capital of the Company to HK\$1,000,000,000 divided into 100,000,000,000 Shares by creating an additional 90,000,000,000 Shares (the “Increase in Authorised Share Capital”). Such new Shares, upon issue, shall rank *pari passu* in all respects with the existing Shares. The Board believes the Increase in Authorised Share Capital is in the interests of the Company and the Shareholders as a whole. The Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of an ordinary resolution at the AGM.

3. RE-ELECTION OF DIRECTORS

In accordance with Article 84(1) of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation and, under the code provision B.2.2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years. All retiring Directors shall be eligible for re-election. Article 84(2) further provides that any Director appointed by the Board pursuant to Article 83(3) of the Articles shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

LETTER FROM THE BOARD

Accordingly, the following Directors shall retire from office by rotation at the conclusion of the AGM.

Name	Position
(a) Mr. Leung Siu Kee	Independent Non-executive Director
(b) Ms. Mak Yun Chu	Independent Non-executive Director
(c) Ms. Cheung Pui Ki Gloria	Executive Director

Mr. Leung Siu Kee, Ms. Mak Yun Chu and Ms. Cheung Pui Ki Gloria, being eligible, will offer themselves for re-election at the AGM.

The terms of office of all of the aforesaid Directors, if re-elected, are subject to (a) the terms under their respective service contract or letter of appointment; (b) rotation, removal, vacation or termination of their offices as Directors or the disqualification to act as Directors as set out in the Articles, the applicable laws and the Listing Rules. Their particulars required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

4. AGM

The AGM Notice is set out on pages 15 to 18 of this circular and a form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed on the form and return it to the office of the branch share registrar of the Company, Tricor Investor Services 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 holding the AGM or any adjournment of that meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjournment of that meeting should you so desire.

5. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the Chairman of the AGM, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands. Accordingly, save for purely procedural or administrative matters, the voting on all resolutions at the AGM will be conducted by a way of poll.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Board believes that the resolutions proposed in the AGM Notice are in the interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

7. RESPONSIBILITY OF THE DIRECTORS

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 in this circular misleading.

Yours faithfully,
By order of the Board
Kingkey Financial International (Holdings) Limited
Mong Cheuk Wai
Chairman

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares of the Company was 9,155,955,680.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, the Directors would be allowed under the new Repurchase Mandate to repurchase up to 915,595,568 Shares, which represents 10% of the total number of issued Shares as at the AGM, during the period from the date of resolution granting the new Repurchase Mandate until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the interests of the Company and its Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its memorandum of association of the Company and Articles and the laws of the Cayman Islands.

That is to say, the Company may only repurchase Shares out of capital paid up on the repurchased Shares or the profits of the Company which would otherwise be available for dividend and, in the case of any premium payable on such repurchase, out of profits of the Company which would otherwise be available for dividend or from the Company's share premium account or its contributed surplus account.

On the basis of the combined net tangible assets of the Group as at 31 March 2024 and taking into account the current working capital position of the Group, the Directors consider that no material adverse effect on the working capital and gearing position of the Group would arise

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

in the event that the new Repurchase Mandate was to be exercised in full at any time during the proposed purchase period. The Directors will not propose to exercise the new Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

4. EFFECT ON THE TAKEOVERS CODE

If, as the result of a Share repurchase, 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 Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the new Repurchase Mandate, the number of issued Shares will decrease from 9,155,955,680 to 8,240,360,112.

As at the Latest Practicable Date, the following person held the following percentage of the Shares of the Company:

Name	Number of Shares	Approximate percentage of shareholding
Great Return Group Limited	905,333,332	9.89%

If, which is not presently contemplated, the Directors exercise in full the power to repurchase Shares under the new Repurchase Mandate, the shareholding of Great Return Group Limited would be increased from about 9.89% to approximately 11.00% approximately. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Company has no intention to exercise the new Repurchase Mandate to the effect that it will result in the public float falling below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

5. SHARE PRICE

The highest and lowest prices at which the Shares had been traded on the Stock Exchange during the twelve months to the day prior to the Latest Practicable Date were as follows:

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
2023		
July	1.90	1.41
August	2.08	1.54
September	1.55	0.90
October	0.96	0.82
November	0.96	0.79
December	1.05	0.50
2024		
January	0.610	0.212
February	0.375	0.285
March	0.285	0.069
April	0.077	0.064
May	0.205	0.077
June	0.206	0.112
July (up to the Latest Practicable Date)	0.111	0.083

6. REPURCHASE OF SHARES

The Company had not purchased any Share in the six months preceding the Latest Practicable Date on the Stock Exchange.

7. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any Close Associates of any Director, have any present intention in the event that the new Repurchase Mandate is approved by the Shareholders to sell any Shares to the Company.

No Core Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the new Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the new Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

Set out below are details of the Directors who are proposed to be re-elected at the AGM.

1. MR. LEUNG SIU KEE

Mr. LEUNG, aged 47, was appointed as independent non-executive Director on 16 August 2019. He has more than 20 years of experience in accounting industry. He had worked in two international accounting firms for 5 years, mainly to provide auditing and business assurance services. He has been a director of a certified public accounting limited and a company providing accounting and taxation services since August 2008 and September 2016, respectively. Mr. Leung has been an executive director of Coolpad Group Limited (stock code: 2369) since 19 January 2018 to October 2019 and an independent non-executive director of China Chuanglian Education Financial Group Limited (stock code: 2371), which is listed on the Stock Exchange, since December 2009. He had been an independent non-executive and non-executive director of KK Culture Holdings Limited (stock code: 550) for the period from 8 September 2015 to 26 January 2018. Mr. Leung obtained a bachelor degree of business administration in accounting from The Hong Kong University of Science and Technology in November 1998 with first class honour. He has been a member of the Hong Kong Society of Accountants since March 2003 and currently a practising certified public accountant of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Leung does not hold any other position with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Leung has entered into service agreement with the Company for a term of three years subject to (a) the terms under the service agreement; (b) the rotation, removal, vacation or termination of her office as a Director or the disqualification to act as a Director as set out in the Articles, the applicable laws and the Listing Rules. The remuneration of Mr. Leung is HK\$120,000 per annum which is determined by the Board with reference to his respective qualification and experience, duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Leung does not have any interest in the Company, nor does he have any relationships with any other Directors, senior management or any other substantial or controlling shareholders of the Company.

Save as disclosed above, there is no information relating to the re-election of Mr. Leung that needs to be brought to the attention of the holders of securities of the Company nor is there any information required to be disclosed by the Company pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

2. MS. MAK YUN CHU

Ms. MAK, aged 66, was appointed as independent non-executive Director on 15 March 2016. She is a fellow member of the Association of Chartered Certified Accountants and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, and has over 10 years of experience in accounting and administration. Ms. Mak has been an independent non-executive director of Heng Tai Consumables Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 197) since April 2004 and was an independent non-executive director of Wealth Glory Holdings Limited, a company listed on the GEM of the Stock Exchange from September 2010 to November 2013 (stock code: 8269).

Save as disclosed above, Ms. Mak does not hold any other position with the Company or its subsidiaries, nor has she held any directorships in other listed public companies in the past three years.

Ms. Mak has entered into an appointment letter with the Company for a term of three years. In accordance with the Articles, Ms. Mak shall hold office until the first general meeting of the Company after her appointment and shall be subject to re-election at such meeting. The remuneration of Ms. Mak is HK\$120,000 per annum and her remuneration is determined by the Board with reference to her respective qualification and experience, duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Ms. Mak does not have any interest in the Company, nor does he have any relationships with any other Directors, senior management or any other substantial or controlling shareholders of the Company.

Save as disclosed above, there is no information relating to the re-election of Ms. Mak that needs to be brought to the attention of the holders of securities of the Company nor is there any information required to be disclosed by the Company pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

3. MS. CHEUNG PUI KI GLORIA

Ms. CHEUNG, aged 43, was appointed as executive Director on 12 March 2024. Ms. Cheung has over ten years of experience in auditing and accounting industry. She currently worked as a chief financial officer of Uncharted Group since October 2017. Prior to that, Ms. Cheung served as a chief financial officer and company secretary of Success Dragon International Holdings Limited (stock code: 1182), a company listed on the Main Board of The Stock Exchange from July 2011 to October 2017. She was an audit manager in BDO Limited from September 2010 to July 2011. Ms. Cheung obtained a Bachelor of Business Administration in Account from Lingnan University. She is a member of Hong Kong Institute of Certified Public Accountants and a fellow member of association of chartered certified accountants.

APPENDIX II DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Save as disclosed above, Ms. Cheung does not hold any other position with the Company or its subsidiaries, nor has she held any directorships in other listed public companies in the past three years.

Ms. Cheung has entered into a service agreement with the Company for a term of one year. In accordance with the Articles, Ms. Cheung shall hold office until the first general meeting of the Company after her appointment and shall be subject to re-election at such meeting. The remuneration of Ms. Cheung is HK\$600,000 per annum and her remuneration is determined by the Board with reference to her respective qualification and experience, duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Ms. Cheung does not have any interest in the Company, nor does he have any relationships with any other Directors, senior management or any other substantial or controlling shareholders of the Company.

Save as disclosed above, there is no information relating to the re-election of Ms. Cheung that needs to be brought to the attention of the holders of securities of the Company nor is there any information required to be disclosed by the Company pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



KINGKEY FINANCIAL INTERNATIONAL (HOLDINGS) LIMITED
京基金融國際(控股)有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01468)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the “AGM”) will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 22 August 2024, at 11:00 a.m., Hong Kong for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To adopt the audited consolidated financial statements and the reports of the directors of the Company (“Directors”) and the independent auditors of the Company for the year ended 31 March 2024.
2. To re-elect the following Directors under separate resolutions:
 - (a) Mr. Leung Siu Kee as Director;
 - (b) Ms. Mak Yun Chu as Director;
 - (c) Ms. Chueng Pui Ki Gloria as Director; and
 - (d) to authorise the board of Directors to fix the Directors’ remunerations.
3. To re-appoint Elite Partners CPA Limited as the Company’s auditor and to authorise the board of Directors to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

4. **“THAT:**
 - (a) a general and unconditional mandate be and is hereby given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the Company (“Shares”) or securities convertible into Shares or options, warrants or similar rights to

NOTICE OF ANNUAL GENERAL MEETING

subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion or exchangeable attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares, the issue of which has previously been approved by shareholders of the Company or (d) as any scrip dividend or as a result of similar arrangements pursuant to the articles of association of the Company, provided the number of Shares allotted or issued under the resolution shall not exceed 20% of the total number of issued Shares as at the date of this resolution; and

- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

and “Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

- 5. **“THAT** a general and an unconditional mandate be and is hereby granted to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase Shares, subject to and in accordance with all applicable laws, and subject to the following conditions:
 - (a) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the number of Shares to be repurchased by the Company pursuant to this resolution during the Relevant Period shall be no more than 10% of the total number of the Shares in issue at the date of passing this resolution; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** subject to the availability of unissued share capital and conditional upon the resolutions nos. 4 and 5 above being passed, such number of Shares which are to be repurchased by the Company pursuant to resolution no. 5 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 4 above.”
7. “**THAT:**
- (a) the authorised share capital of the Company be and is hereby increased from HK\$100,000,000 divided into 10,000,000,000 Shares of HK\$0.01 each to HK\$1,000,000,000 divided into 100,000,000,000 Shares by the creation of an additional 90,000,000,000 Shares, and that each such new Share, upon issue and fully paid, shall rank *pari passu* in all respects with the existing issued Shares and have the rights and privileges and be subject to the provisions contained in the memorandum and articles of association of the Company (the “Authorised Share Capital Increase”); and
 - (b) any one or more Directors be and is/are hereby authorised to do all such acts, deeds and things, to sign and execute all such further documents or deeds and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Authorised Share Capital Increase.”

By order of the Board
Kingkey Financial International (Holdings) Limited
Mong Cheuk Wai
Chairman

Hong Kong, 31 July 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment of the AGM should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the AGM is enclosed with the Company's circular dated 31 July 2024. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed on the form together with a valid 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 at the office of the branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment of that meeting.
3. The Register of Members of the Company will be closed from Monday, 19 August 2024 to Thursday, 22 August 2024 (both days inclusive), during which period no transfer of Shares can be registered. Shareholders whose names appear in the Register of Members of the Company on Thursday, 22 August 2024 are eligible to attend and vote at the AGM. All properly completed transfer forms accompanied by relevant share certificates must be lodged with Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 16 August 2024.
4. With regard to resolution no. 5 above, the Directors wish to state that they are currently exploring various possibilities to raise fund for its future operation and expansion which may involve issuance of new Shares pursuant to the general mandate to be granted under resolution no. 6 above.
5. If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 8:00 a.m. on date of the AGM and/or the Hong Kong Observatory has announced at or 8:00 a.m. on date of the AGM that either of the above mentioned warnings is to be issued within the next two hours, the AGM shall be postponed. The Company will post an announcement on the websites of the Company and the Stock Exchange to notify the Shareholders of the date, time and place of the rescheduled meeting.
6. The AGM 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 AGM under bad weather conditions bearing in mind their own situations and if they choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the Board comprises Mr. Mong Cheuk Wai and Ms. Cheung Pui Ki Gloria as executive Directors, and Ms. Mak Yun Chu, Mr. Leung Siu Kee, Mr. Hung Wai Che and Mr. Chan Ting Fung as independent non-executive Directors.