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

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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 Existing 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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This circular is for information purposes only and is being provided to you solely for the purposes of considering the resolutions to be voted upon at the EGM to be held on Thursday, 29 August 2024. This circular does not constitute an offer to issue or sell, or the solicitation of an offer to acquire, purchase or subscribe for securities referred to in this circular.



**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)**

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF EGM**

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Capitalised terms used on this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the EGM 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, 29 August 2024, at 12:00 noon is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you are able to attend the EGM, 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 EGM 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 EGM or any adjournment of that meeting should you so wish.

9 August 2024

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## DEFINITIONS

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

“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Authorised Share Capital Increase”	the proposed increase in authorised share capital of the Company from HK\$100,000,000 divided into 10,000,000,000 Existing Shares to HK\$1,000,000,000 divided into 100,000,000,000 Existing Shares (or 10,000,000,000 Consolidated Shares upon the Share Consolidation becoming effective) by the creation of an additional 90,000,000,000 Existing Shares as disclosed in the announcement of the Company dated 17 June 2024 and in the circular of the Company dated 31 July 2024
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Kingkey Financial International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Stock Exchange (stock code: 1468)
“Consolidated Share(s)”	ordinary share(s) with par value HK\$0.10 each in the share capital of the Company immediately upon the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company

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## DEFINITIONS

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“EGM”	the extraordinary general meeting of the Company to be held and convened to approve, among other things, the Share Consolidation
“Existing Share(s)”	ordinary share(s) with par value of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective
“General Rules of HKSCC”	the terms and conditions regulating the use of HKSCC’s services, as may be amended, supplemented and/or otherwise modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to the operations and functions of CCASS, as from time to time in force
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	7 August 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Registrar”	Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s) as the case may be
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares with par value of HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share with par value of HK\$0.10 each

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## DEFINITIONS

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“Shareholders”	holder(s) of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## EXPECTED TIMETABLE

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*Set out below is the expected timetable for the Share Consolidation, which is subject to the results of the EGM and has been prepared on the assumption that all the conditions to the Share Consolidation will be fulfilled or otherwise waived, and is therefore for indicative purpose only.*

*All times and dates in this circular refer to the Hong Kong local times and dates. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.*

<b>Event</b>	<b>Time and date</b>
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Latest time for lodging transfer documents to qualify for attendance and voting at the EGM. . . . .	4:30 p.m. on Friday, 23 August 2024
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Closure of register of members of the Company to determine the entitlements of the Shareholders to attend and vote at the EGM. . . . .	Monday, 26 August 2024 to Thursday, 29 August 2024 (both days inclusive)
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Latest time for lodging proxy forms for the EGM. . . . .	12:00 noon on Tuesday, 27 August 2024
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Record date for determining attendance and voting at the EGM . . . . .	Thursday, 29 August 2024
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Expected date and time of the EGM. . . . .	12:00 noon on Thursday, 29 August 2024
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Announcement of poll results of the EGM. . . . .	Thursday, 29 August 2024
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Register of members of the Company re-opens . . . . .	Friday, 30 August 2024
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**The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation and therefore the dates are tentative:**

Effective date of the Share Consolidation . . . . .	Monday, 2 September 2024
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Commencement of dealings in the Consolidated Shares . . . . .	9:00 a.m. on Monday, 2 September 2024
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Original counter for trading in the Existing Shares, in board lots of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Monday, 2 September 2024
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## EXPECTED TIMETABLE

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Event	Time and date
Temporary counter for trading in the Consolidated Shares, in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) opens. . . . .	9:00 a.m. on Monday, 2 September 2024
First day for the free exchange of existing share certificates of the Existing Shares into new share certificates of the Consolidated Shares commences. . . . .	Monday, 2 September 2024
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens. . . . .	9:00 a.m. on Monday, 16 September 2024
Parallel trading in the Consolidated Shares (in the form of both existing share certificates and new share certificates) commences. . . . .	9:00 a.m. on Monday, 16 September 2024
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares. . . . .	9:00 a.m. on Monday, 16 September 2024
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares. . . . .	4:00 p.m. on Tuesday, 8 October 2024
Temporary counter for trading in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) closes . . . . .	4:10 p.m. on Tuesday, 8 October 2024
Parallel trading in the Consolidated Shares (in the form of new and existing share certificates) ends. . . . .	4:10 p.m. on Tuesday, 8 October 2024
Latest time for free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . .	4:00 p.m. on Thursday, 10 October 2024

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LETTER FROM THE BOARD

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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)**

*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

9 August 2024

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF EGM**

**INTRODUCTION**

Reference is made to the announcements of the Company (i) dated 31 July 2024 in relation to, among other matters, the Share Consolidation; and (ii) dated 7 August 2024 in relation to, among other matters, the revised timetable in relation to the Share Consolidation.



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## LETTER FROM THE BOARD

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The purpose of this circular is to provide Shareholders with, among other things, (i) further details of the Share Consolidation; and (ii) a notice of the EGM to be convened to consider and, if thought fit, approve, among other things, the Share Consolidation.

### **PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares with par value of HK0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share with par value of HK\$0.10 each.

### **Conditions of the Share Consolidation**

The Share Consolidation is conditional upon the following conditions being fulfilled:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the above conditions, the Share Consolidation is expected to become effective on Monday, 2 September 2024, which is the second Business Day immediately after the date of the EGM.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

### **Effects of the Share Consolidation**

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Existing Shares with par value of HK\$0.01 each, of which 9,155,955,680 Existing Shares have been issued and are fully paid or credited as fully paid.

Immediately upon the Authorised Share Capital Increase and the Share Consolidation becoming effective, and assuming there will be no change in the number of Existing Shares in issue from the Latest Practicable Date to the effective date of the Share Consolidation, the authorised share capital of the Company shall remain HK\$1,000,000,000 but will be divided into 10,000,000,000 Consolidated Shares with par value of HK\$0.10 each, of which 915,595,568 Consolidated Shares will be in issue and fully paid or credited as fully paid.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the Company has no outstanding convertible bonds, options, derivatives, warrants, conversion rights or other similar rights entitling holders thereof to subscribe for or convert into or exchange into Shares.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares will not be allocated to the Shareholders who may otherwise be entitled.

### **Application for listing of the Consolidated Shares**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

The Consolidated Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

None of the Existing Shares or any debt securities of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Exchange of share certificates for the Consolidated Shares**

The new share certificates will be in the colour of blue in order to distinguish them from the existing share certificates which are red in colour. Subject to the Share Consolidation becoming effective, Shareholders may submit share certificates for the Existing Shares to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong, for exchange, at the expense of the Company, for new share certificates for the Consolidated Shares (on the basis of ten (10) Existing Shares for one (1) Consolidated Share) within the prescribed time.

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## LETTER FROM THE BOARD

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Thereafter, all existing share certificates of the Existing Shares will remain effective as documents of title on the basis of ten (10) Existing Shares for every one (1) Consolidated Share, but will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) per certificate issued or cancelled, whichever is higher, payable by Shareholders. The existing share certificates of the Existing Shares will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on Tuesday, 8 October 2024, and thereafter will not be accepted for delivery, trading and settlement purposes.

### **Fractional entitlement to the Consolidated Shares**

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

### **Odd lots arrangements and matching services**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has agreed to appoint Kingkey Securities Group Limited, a designated broker, to provide a matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares, commencing from 9:00 a.m. on Monday, 16 September 2024 to 4:00 p.m. on Tuesday, 8 October 2024 (both days inclusive). Shareholders who wish to take advantage of this service may contact Mr. Herman Chan (telephone number: 3423 0006) of Kingkey Securities Group Limited at 13/F, 88 Lockhart Road, Wan Chai, Hong Kong during office hours in the aforesaid period.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lots arrangement, is recommended to consult his/her/its own professional advisers. Shareholders or potential investors should note that (i) the above odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (ii) odd lots might be sold below the market price.

### **REASONS FOR THE SHARE CONSOLIDATION**

According to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities.

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## LETTER FROM THE BOARD

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According to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated in June 2024, (i) any trading price less than HK\$0.10 will be considered as approaching the extremities of HK\$0.01; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

As at the Latest Practicable Date, the closing price of an Existing Share of the Company was HK\$0.071, with the board lot size of 10,000 Existing Shares, the existing board lot value was only HK\$710, which was less than HK\$2,000.

The Company’s share prices have remained below HK\$0.10 and the value of each board lot has remained below HK\$2,000 most of the time for the past 4 months. In view of the prolonged period of share prices approaching extremity, the proposed Share Consolidation is justified to increase the corresponding share prices and to facilitate trading activities.

The Board considers that after the Share Consolidation becomes effective, the estimated board lot size value would be HK\$7,100. This will enable the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction cost for each securities trade.

Accordingly, the Board is of the view that the Share Consolidation is beneficial to and in the interest of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no plan or intention to carry out any further corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation. Nevertheless, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund-raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

### **NO CHANGE IN BOARD LOT SIZE**

The Existing Shares are currently traded on the Stock Exchange in board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain unchanged at 10,000 Consolidated Shares per board lot.

### **EGM**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation.

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## LETTER FROM THE BOARD

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To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as none of the Shareholders or their associates would have any interest in the Share Consolidation, no Shareholder would be required to abstain from voting in favour of the resolutions relating to the Share Consolidation at the EGM.

A notice convening the EGM to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 29 August 2024 at 12:00 noon is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of the Company and the Stock Exchange.

Whether or not Shareholders are able to attend and vote at the EGM in person, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 12:00 noon on Tuesday, 27 August 2024 or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. The chairman of the EGM shall therefore demand voting on the resolution set out in the notice of EGM be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Existing Share of which he is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his votes or cast all the votes he uses in the same way.

### **CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY**

In order to determine the entitlements of the Shareholders to attend and vote at the EGM, the transfer books and register of members will be closed from Monday, 26 August 2024 to Thursday, 29 August 2024, both days inclusive, during which period no transfer of Shares will be registered.

The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Thursday, 29 August 2024. To be eligible to attend and vote at the EGM, all transfers of Share accompanied by the relevant share certificates must be lodged with the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 23 August 2024.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board considers that the Share Consolidation fair and reasonable and in the interest of the Company and the Shareholders as a whole and recommends all Shareholders to vote in favour of the resolution to be proposed at the EGM.

### 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.

### MISCELLANEOUS

In the event of any inconsistency, the English texts of this circular and the accompanying form of proxy shall prevail over their respective Chinese texts.

**Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon the fulfilment of the conditions as set out in the section headed “Conditions of the Share Consolidation” in this circular. Therefore, the Share Consolidation may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the shares of the Company, and if they are in any doubt about their position, they should consult their professional advisers.**

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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of the Company (the “EGM”) will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 29 August 2024, at 12:00 noon, Hong Kong for the purpose of transacting the following business. The capitalised terms defined in the circular of the Company dated 9 August 2024 (the “Circular”) of which this notice forms part shall have the same meanings when used herein unless otherwise specified:

#### ORDINARY RESOLUTION

1. “**THAT**, subject to and conditional upon the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the Circular, with effect from the second business day after the date on which this resolution is passed by the Shareholders, being a day on which the Shares of the Company are traded on the Stock Exchange:
  - (a) every ten (10) issued and unissued Existing Shares with par value of HK\$0.01 each in the share capital in the Company be consolidated into one (1) Consolidated Share with par value of HK\$0.10 each, and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;
  - (b) immediately following the Share Consolidation becoming effective, the authorised share capital of the Company will be changed from HK\$1,000,000,000 divided into 100,000,000,000 Existing Shares with par value of HK\$0.01 each to HK\$1,000,000,000 divided into 10,000,000,000 Consolidated Shares with par value of HK\$0.10 each;
  - (c) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Directors may think fit; and

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (d) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Share Consolidation.”

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

Hong Kong, 9 August 2024

*Notes:*

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Circular shall have the same meanings when used in this notice.
2. Voting at the EGM will be taken by poll as required under the Listing Rules.
3. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting of the Company. A proxy need not be a member of the Company.
4. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Thursday, 29 August 2024. To be eligible to attend and vote at the EGM, all transfers of Share accompanied by the relevant share certificates must be lodged with the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 23 August 2024.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
6. A form of proxy for the EGM is enclosed. In order to be valid, the form of proxy and (if required by the board of directors of the Company) 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 at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
7. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM, and in such event the instrument appointing a proxy shall be deemed to be revoked.
8. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
9. The English text of this notice of EGM shall prevail over the Chinese text in case of inconsistency.



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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10. If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons is in force at or after 8:00 a.m. on the date of the EGM and/or the Hong Kong Observatory has announced at or 8:00 a.m. on date of the EGM that either of the above mentioned warnings is to be issued within the next two hours, the EGM will be postponed. The Company will publish an announcement on the websites of the Company and the Stock Exchange to notify members of the date, time and place of the rescheduled EGM.
11. If member has any particular access requirements or needs special arrangements for participating at the meeting, please contact the Hong Kong branch share registrar and transfer office of the Company.
12. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the EGM 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 executive Directors are Mr. Mong Cheuk Wai and Ms. Cheung Pui Ki Gloria; and the independent non-executive Directors are Ms. Mak Yun Chu, Mr. Hung Wai Che, Mr. Leung Siu Kee and Mr. Chan Ting Fung.*