
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Supplemental Circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Capital Realm Financial Holdings Group Limited (the “Company”), you should at once hand this Supplemental Circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Supplemental Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Supplemental Circular.

**CAPITAL REALM FINANCIAL HOLDINGS GROUP LIMITED****資本界金控集團有限公司**

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 204)

**SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR TO SHAREHOLDERS DATED 27 AUGUST 2024
RELATING TO PROPOSED GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES,
PROPOSED ADOPTION OF NEW SHARE SCHEME
AND
REVISED NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 27 August 2024 in relation to the AGM to be held on 19 September 2024. The AGM will be postponed to 30 September 2024 at the same time and venue.

The proxy form for use at the AGM have been despatched by the Company on 27 August 2024 and were also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) which shall continue to be valid and should be used for the Postponed AGM. A revised notice of the Postponed AGM is set out on page 10 to 15 of this Supplemental Circular which shall supersede the previous notice for the AGM. This Supplemental Circular and the Revised Notice of AGM will be published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and on the Company's website (<http://www.00204.com.hk>).

12 September 2024

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LETTER FROM THE BOARD



CAPITAL REALM FINANCIAL HOLDINGS GROUP LIMITED
資本界金控集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 204)

Executive Directors:

Mr. Chan Cheong Yee
Mr. Chan Yiu Pun Clement

Non-executive Directors:

Mr. Han Zhenghai (*Joint Chairman*)
Mr. Deng Dongping (*Joint Chairman*)
Mr. Zhu Zhikun (*Deputy Chairman*)
Mr. Ge Zhifu (*Deputy Chairman*)
Mr. Lyu Ping
Ms. Mo Xiuping

Independent non-executive Directors:

Ms. Mo Li
Mr. Shi Zhu
Ms. Chen Shunqing
Mr. Ding Jiasheng

Registered office:

Clarendon House
2 Church Street
Hamilton H11
Bermuda

*Head office and Principal Place of
Business in Hong Kong:*

Suite No. 7, 17/F, Tower 1
China Hong Kong City
33 Canton Road
Tsim Sha Tsui
Kowloon
Hong Kong

12 September 2024

To the shareholders:

Dear Sirs/Madam,

SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR TO SHAREHOLDERS DATED 27 AUGUST 2024
RELATING TO PROPOSED GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES,
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3. The definition of “Repurchase Mandate” in the Circular shall be deleted entirely and replaced by the following:

“Repurchase Mandate” the general and unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of issued Shares of the Company (excluding any Treasury Shares) as at the date of passing of the relevant resolution approving the grant of such mandate

4. The definition of “Scheme Mandate Limit” in the Circular shall be deleted entirely and replaced by the following:

“Scheme Mandate Limit” the maximum number of Shares which may be issued upon the exercise of all Options or Awards to be granted under the New Share Scheme or any other schemes which shall not in aggregate exceed 10% of the Shares in issue (excluding any Treasury Shares) as at the date of approval of the New Share Scheme by the Shareholders

5. The definition of “Service Provider Sublimit” in the Circular shall be deleted entirely and replaced by the following:

“Service Provider Sublimit” the maximum number of Shares which may be issued upon the exercise of all Options or Awards to be granted under the New Share Scheme or any other schemes to Service Providers which shall not in aggregate exceed 1% of the Shares in issue (excluding any Treasury Shares) as at the date of approval of the New Share Scheme by the Shareholders

GENERAL MANDATE

The Company has no plan to issue Shares under the General Mandate (if so approved by the Shareholders at the Postponed AGM) as at the Latest Practicable Date.

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REPURCHASE MANDATE

The Company has no plan to repurchase Shares under the Repurchase Mandate (if so approved by the Shareholders at the Postponed AGM) as at the Latest Practicable Date.

Under the section Appendix I EXPLANATORY STATEMENT in the Circular:

The Company may cancel any Shares it repurchased and/or hold them as Treasury Shares subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. Pursuant to the applicable laws of Bermuda, Treasury Shares must be held in the name of the Company. If the Company intends to hold any repurchased Shares as Treasury Shares, the Company shall, upon completion of the share repurchase, withdraw the repurchased Shares from CCASS and register the repurchased Shares in the Company's register of members in its own name as Treasury Shares. The Company may re-deposit its Treasury Shares into CCASS only if it has an imminent plan to resell them on the Stock Exchange, and the Company will complete the resale as soon as possible.

For the avoidance of doubt, all reference to the Repurchase Mandate up to a maximum of 10% of the issued share capital of the Company as at the date of passing the resolution granting the Repurchase Mandate shall exclude any Treasury Shares.

ADOPTION OF NEW SHARE SCHEME

The Company may use Treasury Shares (if any in the future) to satisfy any grant of Awards or Options under the New Share Scheme.

Under the section Appendix III SUMMARY OF THE PRINCIPAL TERMS OF THE NEW SHARE SCHEME in the Circular:

Under section "(v) (aa) Maximum number of Shares" on page 28 of the Circular, for the avoidance of doubt, the Scheme Mandate Limit shall not in aggregate exceed 86,478,971 Shares, being 10% of the Shares in issue (excluding any Treasury Shares) as at the date of adoption of the Scheme.

Under section "(v) (bb) Maximum number of Shares" on page 28 of the Circular, for the avoidance of doubt, the Service Provider Sublimit shall not exceed 1% of the total number of Shares in issue (excluding any Treasury Shares) on the adoption date.

Under section "(vi) Maximum entitlement of each participant" on page 30 of the Circular, for the avoidance of doubt, the Individual Limit shall exclude any Treasury Shares.

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Under section (bb) of “(vii) Grant to certain connected persons” on page 30 of the Circular, for the avoidance of doubt, the reference to “0.1% of the relevant class of shares in issue” shall exclude any Treasury Shares.

Under section (cc) of “(vii) Grant to certain connected persons” on page 31 of the Circular, for the avoidance of doubt, the reference to “0.1% of the relevant class of shares in issue” shall exclude any Treasury Shares.

Under section “(viii) Restrictions on the times of grant” on page 31 of the Circular, reference to “the period commencing one month immediately before....” should be replaced by “the period commencing 30 days immediately before....”.

For the avoidance of doubt, all reference to the Scheme Mandate Limit being not exceeding 10% of the total number of Share in issue as at the date of adoption of the Scheme or the date of shareholders approval for refreshment of the Scheme Mandate Limit shall exclude any Treasury Shares; and all reference to the Service Provider Sublimit being not exceeding 1% of the total number of Shares in issue as at the date of adoption of the Scheme or the date of shareholders approval for refreshment of the Service Provider Sublimit shall exclude any Treasury Shares.

The following additional principal terms of the New Share Scheme should be added at the end of Appendix III in the Circular:

(xxiii) Alteration to the New Share Scheme

The New Share Scheme may be altered in any respect by a resolution of the Board subject to the followings:

- (aa) any alterations to the terms and conditions of the New Share Scheme which are of a material nature or any alterations to the provisions relating to the matters set out in Rule 17.03 of the Listing Rules to the advantage of the grantee must be approved by the Shareholders of the Company in general meeting;
- (bb) any change to the terms of Options or Awards granted to a grantee must be approved by the Board, the remuneration committee, the independent non-executive Directors and/or the Shareholders of the Company (as the case may be) if the initial grant of the Options or Awards was approved by the Board, the remuneration committee, the independent non-executive Directors and/or the Shareholders of the Company, (as the case may be). This requirement does not apply where the alterations take effect automatically under the existing terms of the New Share Scheme;

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- (cc) the amended terms of the New Share Scheme, the Options or the Awards must still comply with the relevant requirements of Chapter 17 of the Listing Rules; and
- (dd) any change to the authority of the directors, trustee or scheme administrators to alter the terms of the New Share Scheme must be approved by Shareholders of the Company in general meeting.

(xxiv) Termination to the New Share Scheme

The Company by resolution in general meeting or the Board may at any time terminate the operation of the New Share Scheme and in such event no further Options or Awards will be offered but Options or Awards granted prior to such termination but not yet exercised or in respect of which Shares are not yet issued to the grantees shall continue to be valid and exercisable in accordance with provisions of the New Share Scheme.

(xxv) Conditions of the New Share Scheme

The New Share Scheme shall take effect subject to the passing of the necessary resolution to adopt the same by the Shareholders in general meeting and is conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in any Shares to be issued pursuant to the exercise of any Options or Awards which may be granted thereunder.

RESOLUTIONS

Resolution No. 4(a) as set out in the Notice shall be amended to read as follows:

- “(a) subject to paragraph (c) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (including any sale or transfer of treasury shares) in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;”

Resolution No. 4(c) as set out in the Notice shall be amended to read as follows:

- “(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted

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under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate number of shares of the Company in issue (excluding any treasury shares) as at the date of passing this resolution; and”

Resolution No. 5(c) as set out in the Notice shall be amended to read as follows:

“(c) the aggregate number of shares of the Company which may be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate number of shares of the Company in issue (excluding any treasury shares) as at the date of passing of this Resolution and the said approval shall be limited accordingly; and”

Resolution No. 6 as set out in the Notice shall be amended to read as follows:

“**THAT** conditional upon the passing of resolutions numbered 4 and 5 set out in the notice of meeting of which this resolution forms part, the aggregate number of shares of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution numbered 5 shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with ordinary resolution numbered 4 above.”

Resolution No. 7(b) as set out in the Notice shall be amended to read as follows:

“the directors of the Company be and are hereby authorised to grant options or awards for shares in accordance with the rules of the New Share Scheme up to a maximum of 10% of the Shares in issue (excluding any treasury shares) as at the date of passing of this resolution, to issue and allot Shares pursuant to the exercise of the options or awards so granted, to administer the New Share Scheme in accordance with its terms and to take all necessary actions incidental thereto as the Directors of the Company deem fit; and”

Resolution No. 8 as set out in the Notice shall be amended to read as follows:

“**THAT** conditional upon the passing of resolution numbered 7 above, the Service Provider Sublimit (as defined in the New Share Scheme) of 1% of the total number of Shares in issue (excluding any treasury shares) on the date of passing of this resolution be and is hereby approved and adopted.

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NOTICE OF POSTPONEMENT OF ANNUAL GENERAL MEETING

As disclosed in the Notice and the Circular, the upcoming AGM was initially scheduled to be held at Suite No. 7, 17/F, Tower 1, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 19 September 2024 at 11:00 a.m. In view of the further information and amendments to the Circular set out in this Supplemental Circular, the Board has resolved that it was appropriate to postpone the AGM to allow sufficient time for all Shareholders to consider and vote on the relevant resolutions. Accordingly the AGM shall be postponed to **Monday, 30 September 2024 at 11:00 a.m.** at the same venue (the “**Postponed AGM**”).

A revised notice of the Postponed AGM (the “**Revised Notice of AGM**”) is set out in this Supplemental Circular which shall supersede the Notice.

Save for the above-mentioned changes, all other information set out in the Circular and the Proxy Form shall remain unchanged.

NO CHANGE ON BOOK CLOSURE ARRANGEMENT

The period of the closure of the register of members of the Company for determining entitlements of Shareholders to attend and vote at the Postponed AGM remains unchanged (i.e. from Friday, 13 September 2024 to Thursday, 19 September 2024 (both days inclusive)).

DOCUMENTS ON DISPLAY

A copy of the updated rules of the New Share Scheme will be published on the websites of the Company (<http://www.00204.com.hk>) and the Stock Exchange (<http://www.hkexnews.hk>) for a period of 14 days before the date of the Postponed AGM and will be available for inspection at the Postponed AGM.

ATTENDANCE, VOTING AND PROXY FORM ARRANGEMENTS

Shareholders who have not yet returned the Proxy Form but intend to appoint a proxy to attend the Postponed AGM are required to return the Proxy Form to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the Postponed AGM or any adjournment thereof (as the case may be).

Whether or not you are able to attend the Postponed AGM, you are requested to complete and return the Proxy Form in accordance with the instructions printed thereon and return it as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the

LETTER FROM THE BOARD

Postponed AGM or any adjournment thereof. Completion and delivery of the Proxy Form will not preclude you from attending and voting in person at the Postponed AGM or any adjourned Postponed AGM should you so wish.

If you have already validly appointed a proxy to attend and act on your behalf at the Postponed AGM by lodging the Proxy Form before the issue of this Supplemental Circular, and

- (i) if you stick to your decision to vote for or against the relevant resolutions after perusing this Supplemental Circular, the validity of the Proxy Form duly completed and lodged by you shall not be affected;
- (ii) if you change your mind to vote for or against the relevant resolutions after perusing this Supplemental Circular, you should lodge with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, a fresh Proxy Form indicating your final intention. In the case that more than one Proxy Forms has been lodged by a member, the last lodged one will be treated as valid Proxy Form.

Apart from the matters mentioned in this Supplemental Circular and the Revised Notice of AGM, all matters in connection with the Postponed AGM remain the same. For details in connection with the other matters to be dealt with at the Postponed AGM, please refer to the Circular and the Proxy Form.

The Directors are of the opinion that the proposed general mandates to repurchase and issue Shares, the proposed re-election of Directors of the Company, re-appointment of the Auditor and adoption of the New Share Scheme and termination of the Existing Share Option Scheme, are in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Postponed AGM.

By Order of the Board
Capital Realm Financial Holdings Group Limited
Han Zhenghai
Joint Chairman

REVISED NOTICE OF ANNUAL GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



CAPITAL REALM FINANCIAL HOLDINGS GROUP LIMITED

資本界金控集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 204)

REVISED NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Capital Realm Financial Holdings Group Limited (the “Company”) will be held at Suite No. 7, 17/F, Tower 1, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 30 September 2024 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

AS ORDINARY BUSINESS

1. to receive and consider the audited consolidated financial statements and reports of the directors (the “**Directors**”) and the auditor of the Company for the year ended 31 March 2024;
2. to re-elect the retiring Directors and to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint the auditor of the Company and to authorise the board of Directors to fix the auditor’s remuneration;

REVISED NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

to consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions:

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (including any sale or transfer of treasury shares) in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate number of shares of the Company in issue (excluding any treasury shares) as at the date of passing this resolution; and
- (d) for the purposes of this resolution,

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

REVISED 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 or any applicable laws of the Bermuda 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.

“**Rights Issue**” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the Board of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company or, where appropriate, such other securities (subject to such exclusion or other arrangements as the Directors 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).”

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited or on any other stock exchanges on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchanges (as amended from time to time), be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

REVISED NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of shares of the Company which may be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate number of shares of the Company in issue (excluding any treasury shares) as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
 - (d) 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 bye-laws of the Company or any applicable law to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the passing of resolutions numbered 4 and 5 set out in the notice of meeting of which this resolution forms part, the aggregate number of shares of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution numbered 5 shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with ordinary resolution numbered 4 above.”
7. “**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) of the listing of and permission to deal in the shares of the Company (“**Shares**”) to be issued and allotted by the Company under the proposed share scheme of the Company (the “**New Share Scheme**”, a copy of which has been produced to the meeting marked ‘A’ and initialed by the chairman of the meeting for the purpose of identification):
- (a) the New Share Scheme be and is hereby approved and adopted as the Company’s share scheme and the directors of the Company be and are hereby authorized to do all such acts and to take all such steps as they may deem necessary, desirable or expedient to carry into effect, waive or amend the New Share Scheme subject to the terms of the New Share Scheme and the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time);

REVISED NOTICE OF ANNUAL GENERAL MEETING

- (b) the directors of the Company be and are hereby authorised to grant options or awards for shares in accordance with the rules of the New Share Scheme up to a maximum of 10% of the Shares in issue (excluding any treasury shares) as at the date of passing of this resolution, to issue and allot Shares pursuant to the exercise of the options or awards so granted, to administer the New Share Scheme in accordance with its terms and to take all necessary actions incidental thereto as the Directors of the Company deem fit; and
- (c) subject to paragraph (a) and (b) hereinabove, the share option scheme adopted by the Company on 28 December 2018 be and is hereby terminated (save with respect to any outstanding, issued and unexercised options thereof) with effect from the adoption of the New Share Scheme.”
8. “**THAT** conditional upon the passing of resolution numbered 7 above, the Service Provider Sublimit (as defined in the New Share Scheme) of 1% of the total number of Shares in issue (excluding any treasury shares) on the date of passing of this resolution be and is hereby approved and adopted.”

By order of the Board
Capital Realm Financial Holdings Group Limited
Han Zhenghai
Joint Chairman

Hong Kong, 12 September 2024

Register Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Suite No. 7, 17/F., Tower 1
China Hong Kong City, 33 Canton Road
Tsim Sha Tsui, Kowloon
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, vote in his stead. A proxy need not be a member of the Company but must be an individual and be present in person at the meeting to represent the member. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each of such proxy is so appointed.

REVISED NOTICE OF ANNUAL GENERAL MEETING

2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules.
4. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular despatched to the shareholders of the Company on the date hereof.
5. For the purpose of determining shareholders' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 13 September 2024 to Thursday, 19 September 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Thursday, 12 September 2024.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoon announced by the Hong Kong Government is/are" in effect any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.00204.com.hk> and on the HKEXNEWS website of the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Board comprises Mr. Chan Cheong Yee and Mr. Chan Yiu Pun Clement as executive Directors; Mr. Han Zhenghai (Joint Chairman), Mr. Deng Dongping (Joint Chairman), Mr. Zhu Zhikun, Mr. Lyu Ping, Ms. Mo Xiuping and Mr. Ge Zhifu as non-executive Directors; and Ms. Mo Li, Mr. Shi Zhu, Ms. Chen Shunqing and Mr. Ding Jiasheng as independent non-executive Directors.