
THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Sinofortune Financial Holdings Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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華億金控集團有限公司
SINOFORTUNE FINANCIAL HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 08123)

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be held at 16/F., CMA Building, 64-66 Connaught Road Central, Hong Kong on Tuesday, 18 June 2019 at 10:00 a.m. is set out on pages 17 to 23 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Accordingly, the completed proxy form must be returned to Hong Kong Registrars Limited no later than 10:00 a.m. on Friday, 14 June 2019. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.sinofortune.hk.

15 May 2019

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	4
2. Proposed grant of general mandates to issue and repurchase Shares	5
3. Proposed re-election of Directors	6
4. Annual General Meeting	7
5. Explanatory statement	8
6. Recommendation	8
7. General	8
8. Responsibility statement	8
 Appendix I – Explanatory Statement	
	9
 Appendix II – Details of Directors proposed to be re-elected at the AGM	
	15
 Notice of Annual General Meeting	
	17

DEFINITIONS

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

“2018 Annual Report”	the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2018;
“AGM”	the annual general meeting of the Company to be held at 16/F., CMA Building, 64-66 Connaught Road Central, Hong Kong on Tuesday, 18 June 2019 at 10:00 a.m., or any adjournment thereof, to consider and, if appropriate, approve the resolutions proposed in this circular;
“associates”	has the meaning ascribed thereto in the GEM Listing Rules;
“Auditors”	the auditors for the time being of the Company;
“Board”	the board of directors of the Company;
“Company”	Sinofortune Financial Holdings Limited (華億金控集團有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM of the Stock Exchange;
“connected person”	has the meaning ascribed thereto in the GEM Listing Rules;
“day”	calendar day;
“Director(s)”	the director(s) of the Company;
“GEM”	GEM operated by the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries;
“HK\$” or “\$”	Hong Kong Dollars, the lawful currency of Hong Kong;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	8 May 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining information contained herein;
“month”	calendar month;
“New Issue Mandate”	the general mandate to be granted to the Directors to allot, issue and deal with the shares not exceeding 20% of the issued share capital of the Company as at the date of passing of such resolution;
“New Share Option Scheme”	the share option scheme adopted by the Company on 21 June 2012;
“Old Share Option Scheme”	the share option scheme adopted by the Company on 17 December 2001;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	the general mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of such resolution;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs;
“Trading Day”	a day on which the Stock Exchange is open for business of dealing in securities; and
“%”	per cent.

LETTER FROM THE BOARD



華億金控集團有限公司
SINOFORTUNE FINANCIAL HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 08123)

Executive Directors:

Mr. Wang Jiawei (*Chairman and Chief Executive Officer*)
Ms. Lai Yuk Mui

Non-executive Director:

Mr. Liu Runtong
Mr. James Beeland Rogers Jr.

Independent Non-executive Directors:

Professor Zhang Benzhen
Mr. Li Jianxing
Professor Chen Shu Wen

Registered Office:

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

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

16th Floor,
CMA Building
No. 64–66 Connaught Road Central
Hong Kong

15 May 2019

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM, including among other matters (i) the granting of the New Issue Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of retiring Directors; and (iii) the ordinary resolutions relating to these matters. Please refer to the notice of AGM on pages 17 to 23 of this circular for the relevant resolutions.

LETTER FROM THE BOARD

2. PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 27 June 2018, ordinary resolutions were passed by the Shareholders granting general mandates to the Directors to:

- (a) allot, issue and deal with Shares of the Company not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the annual general meeting in 2018;
- (b) repurchase Shares not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the annual general meeting in 2018; and
- (c) add to the general mandate for issuing shares set out in (a) above, the number of shares repurchase by the Company set out in (b) above.

These general mandates will expire at the conclusion of the AGM and the purpose of this circular is to request your support to renew the general mandates at the AGM.

2.1 New Issue Mandate

An ordinary resolution will be proposed at the AGM which, if passed, will grant the Directors the New Issue Mandate to the allot, issue and deal with new Shares not exceeding 20% of the total issued share capital of the Company on the date of passing the relevant resolution.

As at the Latest Practicable Date, the total issued share capital of the Company comprised 7,748,958,120 Shares. Subject to the passing of the relevant ordinary resolution to grant the New Issue Mandate at the AGM and on the basis that no further Shares are allotted, issued and/or repurchased Shares prior to the AGM, the Company will be allowed under the New Issue Mandate to allot, issue and deal with up to 1,549,791,624 new Shares, representing 20% of the issued share capital of the Company as at the date of the AGM.

2.2 Repurchase Mandate

An ordinary resolution will be proposed to grant the Directors the Repurchase Mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the total issued share capital of the Company as at the date of passing the relevant resolution.

LETTER FROM THE BOARD

Subject to the passing of the relevant ordinary resolution to grant the Repurchase Mandate at the AGM and on the basis that no further Shares are allotted, issued and/or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase up to 774,895,812 Shares, representing 10% of the total issued share capital of the Company as at the date of the AGM.

If the New Issue Mandate and the Repurchase Mandate to be granted are approved at the AGM, an ordinary resolution will be proposed at the AGM to authorize that any Shares repurchased under the Repurchase Mandate will be added to the total number of new Shares which may be allotted, issued and dealt with under the New Issue Mandate.

The New Issue Mandate and the Repurchase Mandate would expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting is required by Cayman Islands law or its articles of association; or (iii) which revoked or varied by ordinary resolutions of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

With respect to the New Issue Mandate and the Repurchase Mandate, the Directors confirm that they have no current intention of exercising them.

3. PROPOSED RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely Mr. Wang Jiawei and Ms. Lai Yuk Mui as executive Directors, Mr. Liu Runtong and Mr. James Beeland Rogers Jr. as non-executive Directors, Professor Zhang Benzhen, Mr. Li Jianxing and Professor Chen Shu Wen as independent non-executive Directors.

Article 87(1) of the articles of association of the Company provides that notwithstanding any other provisions in the articles of association of the Company, at each annual general meeting, one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to one-third) shall retire from office by rotation. Every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. In addition, according to Article 86(3) of the articles of association of the Company, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

LETTER FROM THE BOARD

Pursuant to Article 87(1) of the articles of association of the Company, the Directors retiring by rotation at the AGM are Mr. Wang Jiawei, Ms. Lai Yuk Mui and Mr. Li Jianxing. All three Directors are eligible to offer themselves for re-election as Directors. The remaining Directors shall continue to hold office.

Particulars of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II of this circular.

4. ANNUAL GENERAL MEETING

The following are the details of the AGM:

Date:	Tuesday, 18 June 2019
Time:	10:00 a.m.
Venue:	16/F., CMA Building, 64-66 Connaught Road Central, Hong Kong

The notice convening the AGM is set out on pages 17 to 23 of this circular. Resolutions no. 4(1) to 4(3) relate to the general mandates and will be proposed as ordinary resolutions at the AGM for your consideration and approval.

A form of proxy for the use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Accordingly, the completed proxy form must be returned to Hong Kong Registrars Limited no later than 10:00 a.m. on Friday, 14 June 2019. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

5. EXPLANATORY STATEMENT

An explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, containing all relevant information relating to the Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

6. RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions referred to in this circular are in the best interests of the Company and the Shareholders as a whole and therefore recommend that the Shareholders vote in favour of such resolutions at the AGM.

7. GENERAL

Your attention is also drawn to the additional information set out in Appendix I (Explanatory Statement) and Appendix II (Details of Directors proposed to be re-elected at the AGM) of this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 or deceptive.

Yours faithfully
By order of the Board
Sinofortune Financial Holdings Limited
Wang Jiawei
Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the forthcoming AGM authorising the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. REGULATIONS OF THE GEM LISTING RULES

(a) Shareholders' approval

All proposed repurchase of securities on GEM by a company with its primary listing on GEM must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval in relation to specific transactions.

(b) Source of funds

Any Shares repurchase must be financed out of funds legally available for the purpose in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(c) Trading restrictions

The shares to be repurchased by the company must be fully paid. The total number and description of the shares which the company is authorized to purchase, provided that the number of shares which the company is authorized to purchase on GEM or on another stock exchange recognised for this purpose by the Stock Exchange, may not exceed 10% of the issued share capital of the company and the total number of warrants to subscribe for or purchase shares (or other relevant class of securities) authorized to be so purchased may not exceed 10% of the warrants of the company (or such other relevant class of securities, as the case may be), in each case as at the date of the resolution granting the general mandate. A company may not make a new issue of shares or announce a proposed new issue of shares for a period of 30 days after any purchase by the company's shares, whether on GEM or otherwise (other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the company to issue securities, which were outstanding prior to that purchase of its own securities), without the prior approval of the Stock Exchange. A company is also prohibited from making securities repurchases on GEM if the result of the shares repurchase would be that the number of that company's listed securities which are in the hands of the public would fall below the relevant prescribed minimum percentage for that company as determined by the Stock Exchange. A company shall not purchase its share on GEM if the purchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which its shares were traded on GEM.

(d) Status of repurchased securities

The listing of all repurchased securities (whether on GEM or otherwise) is automatically cancelled and the relative certificates must be cancelled and destroyed. Under Cayman Islands law, a company's repurchased shares shall be treated as cancelled and the amount of the company's issued share capital shall be reduced by the aggregate nominal value of the repurchased shares accordingly although the authorized share capital of the company will not be reduced.

(e) Suspension of repurchased

A company shall not purchase its own securities after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information is made publicly available. In particular, during the period of one month immediately preceding the earlier of (i) the date of board meeting for the approval of the company's result for any year, half-year or quarter-year period or any other interim period; and (ii) the deadline for the company to publish an announcement of its result, and ending on the date of the results announcement unless the circumstances are exceptional. In addition, the Stock Exchange may prohibit repurchases of securities on GEM if a company has breached the GEM Listing Rules.

(f) Reporting requirements

Repurchases of securities on GEM or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following any day on which the company makes a purchase of shares, and report the total number of shares purchased by the company, the purchase price per share or the highest and lowest prices paid for such purchases, and shall confirm that those purchases which were made on GEM were made in accordance with the GEM Listing Rules and that there have been no material changes to the particulars contained in this Explanatory Statement. In addition, a company's annual report and accounts are required to include a monthly breakdown of securities repurchases made during the financial year under review, showing the number of securities repurchased each month (whether on GEM or otherwise), the purchase price per share or the highest and lowest prices paid for all such repurchases and the total prices paid, where relevant, and the aggregate price paid by the company for such purchases. The directors' report is also required to contain reference to the purchases made during the year and the directors' reasons for making such purchases. The company shall make arrangements with its broker who effects the purchase to provide the company in a timely fashion the necessary information in relation to the purchase made on behalf of the company to enable the company to report to the Stock Exchange. A company shall procure that any broker appointed by it shall disclose to the Stock Exchange such information with respect to purchases made on behalf of the company as the Stock Exchange may request.

(g) Connected parties

Under the GEM Listing Rules, a company shall not knowingly purchase shares from a connected person (as defined under the GEM Listing Rules) and a connected person shall not knowingly sell his shares to the Company.

2. SHARE CAPITAL

The Repurchase Mandate will authorize the Directors to repurchase Shares on the Stock Exchange or on another exchange recognized for this purpose by the Stock Exchange under the Takeovers Code up to a maximum of 10% of the issued share capital of the Company as at the date on which the resolution approving the Repurchase Mandate is passed.

Exercise in full of the Repurchase Mandate, on the basis of 7,748,958,120 Shares in issue as at the Latest Practicable Date and assuming no further Shares are allotted, issued and/ or repurchased prior to the AGM, could result in up to 774,895,812 Shares being repurchased by the Company during the period from the passing of Resolution no. 4(2) set out in the notice of the AGM up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from Shareholders to enable the Company to repurchase Shares in the market.

Repurchases of the Shares will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the consolidated net asset value of the Group and/or the Company's earnings per share.

4. FUNDING OF REPURCHASES

In repurchasing its Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws of the Cayman Islands. The Company may not purchase its own securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Pursuant to the Repurchase Mandate, repurchases could be funded entirely from the Company's profits or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchases which will be funds legally available under the laws of the Cayman Islands for the purpose.

5. GENERAL

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the articles of association of the Company and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

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

As at the Latest Practicable Date, Mr. Wang Jiawei held 2,102,255,935 Shares of the Company, representing approximately 27.13% of the issued share capital of the Company. In the event the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the aforesaid shareholding interests of Mr. Wang Jiawei would be further increased to approximately 30.14%.

In the opinion of the Directors, such increase may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in such mandatory offer obligation arising.

8. SHARE PURCHASE MADE BY THE COMPANY

No purchases of Shares have been made by the Company in the six months immediately (whether on GEM or otherwise) prior to the Latest Practicable Date.

9. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSON

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

No connected person (as defined in the GEM Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months before the Latest Practicable Date and during May 2019 (up to and including the Latest Practicable Date) were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
May	0.084	0.060
June	0.066	0.056
July	0.070	0.045
August	0.064	0.045
September	0.060	0.046
October	0.060	0.047
November	0.060	0.043
December	0.056	0.039
2019		
January	0.060	0.037
February	0.048	0.036
March	0.048	0.036
April	0.047	0.034
May (up to and including the Latest Practicable Date)	0.046	0.027

The following are the particulars of the Directors proposed to be re-elected at the AGM:

Mr. Wang Jiawei (Former name: Wang Xufeng), aged 32, has been an executive Director, a member of nomination committee of the Company since May 2013. Mr. Wang was also appointed as the chairman and chief executive officer of the Company and a member of remuneration committee of the Company with effect from 22 September 2015. He is a director of various subsidiaries of the Group. Mr. Wang obtained a Bachelor of Science in Mathematics at Imperial College London in the United Kingdom in 2009 and a Master of Science in Finance at City University London in the United Kingdom in 2010. From October 2010 to July 2011, he was a market analyst of the investment department in Shenzhen Shouguan Investment Co., Limited in the PRC. Since August 2011, Mr. Wang has been a manager of Sinofortune Securities Limited (formerly known as First China Securities Limited), a subsidiary of the Group. Mr. Wang is also the director of Victor Creation Global Limited from August 2014 and Elpis Capital from September 2014.

Mr. Wang has a personal interest of 2,102,255,935 Shares within the meaning of Part XV of the SFO. There is no service contract entered into between Mr. Wang and the Company. Mr. Wang does not have a fixed term of service with the Company. He received a total remuneration of HK\$1,818,000 (including director's fee, such salaries, allowances, benefits in kind, employee share option benefits and employees contribution to pension scheme) as Chairman, Chief Executive Officer and an executive Director of the Company during 2018.

Save as disclosed hereof, as at the Latest Practicable Date, Mr. Wang confirms that there is no other information about Mr. Wang that needs to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules nor any matter that has to be brought to the attention of the Shareholders.

Ms. Lai Yuk Mui, aged 49, has been an executive Director of the Company since 1 August 2015 and she was appointed as a member of remuneration committee of the Company with effect from 22 September 2015. She is a director of various subsidiaries of the Group. Ms. Lai received her Bachelor of Arts degree in Financial Services from Edinburgh Napier University in Scotland. Ms. Lai joined the Company in 14 July 2008 as the executive secretary and has been promoted to the Head of Personnel and Administration Department of the Company since 13 February 2009.

Ms. Lai has a personal interest of (i) 2,780,127 Shares and (ii) 3,186,158 underlying Shares derived from options granted to her pursuant to the Old Share Option Scheme within the meaning of Part XV of the SFO. There is no service contract entered into between Ms. Lai and the Company. Ms. Lai received a total remuneration of HK\$618,000 (including director's fee, such salaries, allowances, benefits in kind, employee share option benefits and employees contribution to pension scheme) as an executive Director of the Company during 2018.

Save as disclosed hereof, as at the Latest Practicable Date, Ms. Lai confirms that there is no other information about Ms. Lai that needs to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules nor any matter that has to be brought to the attention of the Shareholders.

Mr. Li Jianxing, aged 61, has been an independent non-executive Director, a member of audit committee, nomination committee and remuneration committee of the Company since 28 March 2011. He was also appointed as chairman of audit committee of the Company with effect from 22 September 2015. Mr. Li graduated from Shanghai Maritime University with a Bachelor Degree in accounting. He also received a Master Degree in Business Administration from Canisius College of Buffalo. Mr. Li has over 30-year experience working in the field of accounting and corporate finance and has substantial experience in management in various listed companies, investment business, investor relations and project management. He was the senior manager of both the investment department and finance department of China Everbright Holdings Co., Ltd from April 1998 to June 2000. He served as the Chief Finance Officer for Intermost Corporation from June 2000 to 2003. From April 2003 to May 2004, he was a General Manager of Investor Relations in China Resources Power Holdings Co., Ltd. He has been a director of Concord Investment Holdings Limited since 2004.

Mr. Li does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Li is appointed for a specific term of two years. There is no service contract entered into between Mr. Li and the Company. Mr. Li received a total remuneration of HK\$125,000 (as a Director's fee) as an independent non-executive Director of the Company during 2018.

Save as disclosed hereof, as at the Latest Practicable Date, Mr. Li confirms that there is no other information about Mr. Li that needs to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules nor any matter that has to be brought to the attention of the Shareholders.

The Company's remuneration policies are determined on the basis of the contributions of staff and directors. Long-term incentive schemes for staff and directors include share options and cash bonuses.

NOTICE OF ANNUAL GENERAL MEETING



華億金控集團有限公司
SINOFORTUNE FINANCIAL HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 08123)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Sinofortune Financial Holdings Limited (the “**Company**”) will be held at 16/F., CMA Building, 64-66 Connaught Road Central, Hong Kong on 18 June 2019 (Tuesday) at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Group comprising the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and auditors for the year ended 31 December 2018;
2.
 - (a) To re-elect Mr. Wang Jiawei as Director.
 - (b) To re-elect Ms. Lai Yuk Mui as Director.
 - (c) To re-elect Mr. Li Jianxing as an independent non-executive Director.
 - (d) To authorise the Directors to fix the Directors’ remuneration.
3. To re-appoint auditors and authorise the Directors to fix their remuneration; and

NOTICE OF ANNUAL GENERAL MEETING

4. As special business, to consider and, if thought fit, pass the following ordinary resolutions (the “**Resolution(s)**”) of the Company:

ORDINARY RESOLUTIONS

- (1) “**THAT:**
- (a) subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares (each a “**Share**”) of HK\$0.01 each in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;
or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time; or
- (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for shares or are convertible into Shares of the Company, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution), and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the date of 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 the articles of association of the Company, or any other applicable law of the Cayman Islands to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their holdings of Shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

(2) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its Shares on GEM of The Stock Exchange of Hong Kong Limited or any other stock exchange on which the Shares of the Company may be listed and recognized by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this Resolution, “**Relevant Period**” means the period from the date of 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 the Articles of Association of the Company, or any other applicable law of Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution.”
- (3) “**THAT** subject to the passing of the Resolution nos. 4(1) and 4(2) set out in the notice convening this meeting, the general unconditional mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with Shares referred to in the Resolution no. 4(1) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution no. 4(2) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing Resolution no. 4(2).”

By order of the Board
Sinofortune Financial Holdings Limited
Wang Jiawei
Chairman

Hong Kong, 15 May 2019

Principal Place of Business in Hong Kong:
16th Floor,
CMA Building,
No. 64–66 Connaught Road Central,
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For determining the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Thursday, 13 June 2019 to Tuesday, 18 June 2019, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all completed transfer of shares, accompanied by the relevant share certificates, must be returned to the Company's share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 12 June 2019.
2. Details on the biographies of the three retiring Directors who offer themselves for re-election are contained in Appendix II of the circular of the Company dated 15 May 2019.
3. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and, on poll, vote on his behalf. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
4. A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting thereof if you so wish. In the event that you attend the meeting after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized 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 authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
6. To be valid, the form of proxy, together with (if required by the Board) any power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be delivered to the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within 12 months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

7. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such share. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of the articles of association be deemed joint holders thereof.

As of the date of this notice, the executive Directors are Mr. Wang Jiawei and Ms. Lai Yuk Mui, the non-executive Directors are Mr. Liu Runtong and Mr. James Beeland Rogers Jr. and the independent non-executive Directors are Professor Zhang Benzhen, Mr. Li Jianxing and Professor Chen Shu Wen.