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財華社
FINET

FINET GROUP LIMITED

財華社集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8317)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of the shareholders (the “**Shareholders**”) of Finet Group Limited (the “**Company**”) will be held at Suite 505–506, 5th Floor, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong on Friday, 30 October 2009 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions (the “**Resolutions**”) as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon (i) the passing of Resolution No. 2 by the Independent Shareholders (as defined in a circular (the “**Circular**”) of the Company dated 14 October 2009 of which this notice forms part, a copy of which is marked “**A**” and signed by the Chairman of this meeting for the purpose of identification); (ii) the Executive (as defined in the Circular) granting the Whitewash Waiver (as defined in the Circular) to Opulent (as defined in the Circular) and parties acting in concert with it and the satisfaction of any conditions attached to the Whitewash Waiver imposed by the Executive; (iii) the Listing Committee of the Stock Exchange (as defined in the Circular) granting approval for the listing of, and permission to deal in, the Offer Shares (as defined in the Circular); (iv) the filing and registration of all documents relating to the Open Offer (as defined in the Circular) as required by law to be filed or registered with the Registrar of Companies in Hong Kong in accordance with the Companies Ordinance (Chapter 32 of the Laws of Hong Kong); and (v) the obligations of the Underwriter (as defined in the Circular) becoming unconditional and not being terminated in accordance with the terms of the Underwriting Agreement (as defined in the Circular):
 - (A) the issue by way of open offer of not less than 899,465,189 Offer Shares and not more than 996,424,048 Offer Shares to the Qualifying Shareholders (as defined in the Circular) on the basis of one Offer Share for every existing Share (as defined in the Circular) then held on the Record Date (as defined in the Circular) at the Subscription Price (as defined in the Circular) of HK\$0.07 per Offer Share payable in full upon application and otherwise on the terms and conditions set out in the Circular be and is hereby approved;

- (B) the Directors (as defined in the Circular) be and are hereby unconditionally and specifically authorised to allot and issue such number of new Shares (as defined in the Circular) as may be required to be allotted and issued pursuant to or in connection with the Open Offer (notwithstanding the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders) (the “**Special Mandate**”) and in particular, the Directors be and are hereby authorised to make such exclusions and/or Excluded Shareholders (as defined in the Circular) as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong **AND THAT** the Special Mandate is in addition to, and shall not prejudice or revoke the general mandate to issue Shares granted to the Directors by the Shareholders at the annual general meeting of the Company held on 31 July 2009 or such other general or special mandate(s) to issue Shares which may from time to time be granted to the Directors prior to the passing of this Resolution;
- (C) the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the unsubscribed Offer Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified;
- (D) the arrangements for absence of excess application for the Offer Shares not validly applied for by the Qualifying Shareholders and the Underwriting Agreement which serves as the alternative arrangement in respect of the untaken Offer Shares under the Open Offer be and are hereby approved, confirmed and ratified; and
- (E) the Directors be and are hereby authorised to do all things and acts and sign all documents which they consider desirable or expedient to implement and/or give effect to any matter relating to or in connection with the implementation of the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder.”

2. “**THAT** subject to the Executive granting the Whitewash Waiver to Opulent and parties acting in concert with it and the satisfaction of any conditions attached to the Whitewash Waiver imposed by the Executive, the Whitewash Waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code (as defined in the Circular) waiving any obligations on the part of Opulent and parties acting in concert with it to make a mandatory offer to Shareholders to acquire Shares and other convertible securities of the Company other than those already owned by Opulent and parties acting in concert with it which would otherwise arise under Rule 26.1 of the Takeovers Code as a result of any allotment or issue of Shares pursuant to the fulfilment by Opulent and parties acting in concert with it of the obligations under the Underwriting Agreement and the Irrevocable Undertakings (as defined in the Underwriting Agreement) be and is hereby approved by the Independent Shareholders **AND THAT** the Directors be and are hereby authorised to do all things and acts and sign all documents which they consider desirable or expedient to implement and/or give effect to any matter relating to or in connection with the Whitewash Waiver.”

3. “**THAT** subject to and conditional upon completion of the Open Offer and the granting by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Consolidated Shares (as defined in the Circular):
- (A) every five issued and unissued Shares of par value HK\$0.01 each in the share capital of the Company be consolidated into one Consolidated Share of par value HK\$0.05 and such consolidation shall take effect at 9 : 30 a.m. on Monday, 30 November 2009;
 - (B) the Consolidated Shares shall rank *pari passu* in all respects with each other in accordance with the Company’s memorandum and articles of association;
 - (C) all fractional Consolidated Shares will be disregarded and not be issued to the holders of the existing Shares but all fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company; and
 - (D) the Directors be and are generally authorised to do all such acts and things and execute all such documents, including under the seal of the Company, where applicable, as they consider necessary or expedient to implement and give effect to the arrangements set out in this resolution.”
4. “**THAT** Mr. Lam Ka Wai, Graham be and is hereby re-elected as an independent non-executive Director.”

By Order of the Board
Yu Gang, George
Chairman

Hong Kong, 14 October 2009

Registered office:

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Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business:

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Grand Millennium Plaza
181 Queen’s Road Central
Hong Kong

Notes:

1. Every Shareholder entitled to attend and vote at the above meeting is entitled to appoint one or, if he is holder of more than one Share, more proxies to attend and vote instead of him. A proxy need not be a Shareholder.
2. A form of proxy for use at the above meeting is enclosed herewith.
3. Where there are joint holders of any Shares, any one of such persons may vote at the meeting personally or by proxy or by a duly authorised corporate representative (as defined in the articles of association of the Company), in respect of such Shares as if he was solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy or by a duly authorised corporate representative, the person whose name stands first on the register of Shareholders in respect of such Shares shall alone be entitled to vote in respect thereof.
4. To be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude any member from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should he so wishes and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Shareholders are recommended to read the circular of the Company containing information concerning the resolutions proposed in this notice.

As at the date of this announcement, the executive Directors are Dr. Yu Gang, George and Mr. Lin Peng, Ben and the independent non-executive Directors are Dr. Lam Lee G., Mr. Wu Tak Lung and Mr. Lam Ka Wai, Graham.

This announcement, 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: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the "Latest Company Announcements" page of the GEM website for at least seven days from the day of its posting and on the website of the Company at www.finet.hk.