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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of the members 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 Thursday, 30 September 2010 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company and its subsidiaries for the year ended 31 March 2010.
2.
  - (a) Subject to Mr. Chow Wing Chau remaining to be an executive Director immediately before the AGM, to re-elect Mr. Chow Wing Chau as an executive Director.
  - (b) Subject to Mr. Yiu Wing Hei remaining to be an executive Director immediately before the AGM, to re-elect Mr. Yiu Wing Hei as an executive Director.
  - (c) Subject to Ms. Chan Siu Lai remaining to be an executive Director immediately before the AGM, to re-elect Ms. Chan Siu Lai as an executive Director.
  - (d) Subject to Mr. Lui Tin Nang remaining to be an independent non-executive Director immediately before the AGM, to re-elect Mr. Lui Tin Nang as an independent non-executive Director.
  - (e) To re-elect Dr. Yu Gang, George as an executive Director.
  - (f) To re-elect Dr. Lam Lee G. as an independent non-executive Director.
  - (g) Subject to Mr. Wu Tak Lung remaining to be an independent non-executive Director immediately before the AGM, to re-elect Mr. Wu Tak Lung as an independent non-executive executive Director.
  - (h) Subject to Mr. Lin Peng, Ben remaining to be an executive Director immediately before the AGM, to re-elect Mr. Lin Peng, Ben as an executive Director.
  - (i) To re-elect Mr. Lam Ka Wai, Graham as an independent non-executive Director.

- (j) To authorize the board (the “**Board**”) of Directors to fix the Directors’ remuneration.
- 3. To re-appoint HLB Hodgson Impey Cheng as the auditors of the Company and to authorize the Board to fix their remuneration.
- 4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

#### **A. “THAT:**

- (i) subject to paragraph (iii) of this resolution and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market 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 additional shares or securities convertible into shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, and options which would or might require the exercise of such power during or after the end of the Relevant Period (as hereinafter defined);
- (iii) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to the exercise of options or otherwise) by the directors of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to:
  - (a) a Rights Issue (as hereinafter defined);
  - (b) the grant or exercise of any option under any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to eligible participants of shares or rights to acquire shares of the Company;
  - (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; and
  - (d) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval in paragraph (i) shall be limited accordingly.

For the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) 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; and
- (3) the revocation or variation of the authority given to the directors of the Company under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangements as the directors of the Company 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 recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

**B. “THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and which are recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange and the Hong Kong Code on Share Repurchases as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which are authorized to be repurchased by the Company pursuant to the approval in paragraph (i) above 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 passing this resolution, and the authority granted pursuant to paragraph (i) above shall be limited accordingly.

For the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) 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; and
- (3) the revocation or variation of the authority given to the directors of the Company under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- C. “**THAT** conditional upon resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to the said resolution numbered 4(A) be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted to the directors of the Company pursuant to the said resolution numbered 4(B), provided that such an amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the Board  
**Ngai Fung King, Carrie**  
*Company Secretary*

Hong Kong, 31 August 2010

*Registered Office:*  
Cricket Square  
Hutchins Drive, PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
Suite 505–506, 5th Floor  
Low Block, Grand Millennium Plaza  
181 Queen’s Road Central  
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 proxies to attend and vote instead of such member. A proxy need not be a member of the Company.
2. In order 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 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. 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 should he so wish.
3. Where there are joint holders of any share any one of such joint holder may vote, 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 be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
4. With respect to the resolution numbered 2 of this notice, Mr. Chow Wing Chau, Mr. Yiu Wing Hei, Ms. Chan Siu Lai, Mr. Lui Tin Nang, Dr. Yu Gang, George, Dr. Lam Lee G., Mr. Wu Tak Lung, Mr. Lin Peng, Ben, Mr. Lam Ka Wai, Graham shall retire, and being eligible, offer themselves for re-election. Details of their information which is required to be disclosed under the GEM Listing Rules are set out in the circular of the Company dated 31 August 2010.
5. Explanatory statements containing further details regarding resolution numbered 4, above as required by the GEM Listing Rules will be made available to the members of the Company on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for 7 days from its posting.

6. As at the date of this notice, the Board comprises Dr. Yu Gang, George, Mr. Lin Peng, Ben, Mr. Chow Wing Chau, Mr. Yiu Wing Hei and Ms. Chan Siu Lai as executive Directors, and Dr. Lam Lee G., Mr. Wu Tak Lung, Mr. Lam Ka Wai, Graham and Mr. Lui Tin Nang as independent non-executive Directors.

*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](http://www.finet.hk).*