

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



**財華社**  
**FINET**

## **FINET GROUP LIMITED**

**財華社集團有限公司\***

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

**(Stock Code: 8317)**

### **NOTICE OF SGM**

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “SGM”) of Finet Group Limited (the “Company”, together with its subsidiaries, the “Group”) will be held at 19/F Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Monday, 10 October 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments or modifications, the following resolutions which will be proposed as an ordinary resolution:

#### **ORDINARY RESOLUTION**

##### **“THAT**

- (a) the sale and purchase agreement dated 29 August 2011 entered into between Finet Group (BVI) Limited, a direct wholly-owned subsidiary of the Company (the “Purchaser”), and Ms. Lo Yuk Yee (the “Vendor”), an executive director and the chairman of the Company, and the sole ultimate beneficial owner of the entire issued share capital of MAXX Capital International Limited, the controlling shareholder of the Company holding an aggregate of 268,552,984 shares of the Company (representing approximately 60.92% of the entire issued share capital of the Company as at the date of this notice) in relation to the acquisition by the Purchaser of 100% equity interest and the shareholder’s loan of Pink Angel Investments Limited (the “Acquisition”) at a consideration of HK\$24,000,000 (subject to adjustment based on aggregate of the net asset value of the Target Company and the balance of the Shareholder’s Loan as at the date of completion), which shall be settled in cash (the “Agreement”, a copy of which has been produced to this meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

\* For identification purposes only

- (b) the directors of the Company be and is hereby authorized for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company to) any documents, instruments and agreements and to do any acts or things as may be deemed by them in their absolute discretion to be necessary or incidental to, ancillary to or in connection with the matters contemplated in the Agreement.

By Order of the Board  
**Lo Yuk Yee**  
*Chairman*

Hong Kong, 21 September 2011

*Registered Office:*  
Clarendon House,  
2 Church Street,  
Hamilton HM 11,  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Room C, 11/F.,  
Bank of East Asia Harbour View Centre,  
56 Gloucester Road,  
Wanchai, Hong Kong

*Notes:*

1. A form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or more than one proxy to attend and vote instead of him. A proxy needs not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or at any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. The votes to be taken at the meeting will be by way of poll.

*As at the date of this announcement, the executive Directors are Ms. Lo Yuk Yee, Mr. Chow Wing Chau and Mr. Yiu Wing Hei; the non-executive Director is Mr. Ip Tze Fai, Alvin; and the independent non-executive Directors are Mr. Wong Wai Kin, Mr. Siu Siu Ling, Robert and Mr. Leung Chi Hung.*

*This announcement, for which the Directors of the Company 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 announcement 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 announcement misleading or deceptive.*

*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).*