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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 SPECIAL GENERAL MEETING

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 30/F, Fortis Tower, 77–79 Gloucester Road, Wanchai, Hong Kong on Thursday, 5 November 2015 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 subscription agreement dated 8 September 2015 as supplemented and amended by the supplemental agreement dated 29 September 2015 (collectively, the “**Subscription Agreement**”, a copy of which is marked “A” and initialed by the chairman of SGM for identification purpose and tabled at the SGM) entered into between the Company, Finet Group Limited, and the Subscriber, Maxx Capital International Limited, in respect of the subscription (the “**Subscription**”) for the convertible bonds (the “**Convertible Bonds**”) of an aggregate principal amount of HK\$69,696,000 to be issued by the Company, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the creation and issue by the Company of the Convertible Bonds of an aggregate principal amount of HK\$69,696,000 to the Subscriber in accordance with the terms and conditions as set out in the Subscription Agreement and the instrument constituting the Convertible Bonds be and are hereby approved, ratified and confirmed;
- (c) the directors of the Company be and are hereby granted a specific mandate to exercise powers of the Company to allot and issue such number of shares of the Company as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds (the “**Conversion Shares**”); and
- (d) any one director of the Company or, if the affixation of the common seal of the Company is necessary, in accordance with the articles of association of the Company, be and is hereby authorised for and on behalf of the Company to approve and execute all documents, instruments and agreements and to do all such acts or things deemed by him

to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Subscription, the issue of the Convertible Bonds, the issue of the Conversion Shares and transactions contemplated thereunder and completion thereof as he may consider necessary, desirable or expedient.”

By Order of the Board
Lo Yuk Yee
Chairman and Executive Director

Hong Kong, 14 October 2015

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

Head office:
Room C, 11/F, Bank of East Asia
Harbour View Centre
56 Gloucester Road
Wanchai Hong Kong

Principal place of business in Hong Kong:
30/F, Fortis Tower
77–79 Gloucester Road
Wanchai Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her/it proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his/her/its behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member.
2. 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, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased shareholder in whose name any share stands shall be deemed joint holders thereof.
3. To be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the branch share registrar of the Company, 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 meeting or any adjournment thereof.
4. Whether or not you propose to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person if you so wish. In the event that you attend the meeting after having lodged the form of proxy, the appointment of the proxy will be deemed to have been revoked.
5. In compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited, all resolutions to be proposed at the meeting convened by this notice will be voted on 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, and the independent non-executive Directors are Mr. Wong Wai Kin, Mr. Siu Siu Ling, Robert and Mr. Leung Chi Hung.

This document, 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 document 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 document misleading.

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.