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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Finet Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, 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 circular.

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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 and continued in Bermuda with limited liability)*

**(Stock Code: 8317)**

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

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The notice convening an annual general meeting (“AGM”) of the Company to be held on 23 September 2016 at 11:00 a.m., at 30/F, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong, is set out on pages 12 to 16 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit it to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

This circular will remain on the website of the Growth Enterprise Market of the Stock Exchange at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company announcements” page for seven days from the date of its posting and on the website of the Company at [www.finet.hk](http://www.finet.hk).

18 August 2016

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, 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.**

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## DEFINITIONS

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*In this circular, the following terms shall have the meanings set out below unless the context requires otherwise:*

“AGM”	an annual general meeting of the Company to be held at 30/F, Fortis Tower, 77–79 Gloucester Road, Wanchai, Hong Kong, on 23 September 2016 at 11:00 a.m., a notice of which is set out on pages 12 to 16 of this circular
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors of the Company
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“Company”	Finet Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the Shares of which are listed on the GEM board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules and the word “connected” shall be construed accordingly
“core connected person(s)”	shall have the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting the general mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Latest Practicable Date”	31 July 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Registrar”	the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise all powers 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 the relevant resolution granting such mandate
“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
“Shareholders”	registered holders of the Shares
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent



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

**(Stock Code: 8317)**

*Executive Directors:*

Ms. Lo Yuk Yee  
Mr. Chow Wing Chau  
Mr. Yiu Wing Hei

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Independent non-executive Directors:*

Mr. Wong Wai Kin  
Mr. Siu Siu Ling, Robert  
Mr. Leung Chi Hung

*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

18 August 2016

*To the Shareholders*

Dear Sir or Madam,

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

**PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES**

At the AGM, an ordinary resolution will be proposed that the Directors be given a general mandate to allot, issue and deal with Shares up to a limit equal to 20% of the issued share capital of the Company at the date of passing of such resolution. Another ordinary

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## LETTER FROM THE BOARD

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resolution will be proposed to increase the limit of this 20% by the number of any Shares repurchased by the Company up to a maximum of 10% of the issued share capital of the Company at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the issued share capital of Company consists of 465,418,880 Shares. Assuming that there being no further issue or repurchase of Shares between the Latest Practicable Date and the date of the AGM, the granting of the General Mandate will authorize the Directors to allot, issue and deal with 93,083,776 Shares.

### **PROPOSED GENERAL MANDATE TO REPURCHASE SHARES**

Another ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution approving the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of Company consists of 465,418,880 Shares. Assuming that there being no further issue or repurchase of Shares between the Latest Practicable Date and the date of the AGM, the granting of the Repurchase Mandate will authorize the Company to repurchase a maximum of 46,541,888 Shares.

An explanatory statement containing all relevant information relating to the Repurchase Mandate and pursuant to the GEM Listing Rules, in particular Rule 13.08, 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.

### **PROPOSED RE-ELECTION OF DIRECTORS**

Pursuant to bye-law 84(1) of the Bye-laws, each of Mr. Leung Chi Hung and Mr. Wong Wai Kin shall retire from office by rotation and shall continue to act as a Director throughout the AGM and, being eligible, will offer herself/himself to be re-elected as a Director at the AGM.

Particulars relating to Mr. Leung Chi Hung and Mr. Wong Wai Kin are set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

The notice convening the AGM is set out on pages 12 to 16 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the AGM in accordance with the instructions printed thereon.

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## LETTER FROM THE BOARD

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### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of the shareholders at the annual general meeting must be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for all resolutions put to the vote at the AGM pursuant to the Bye-laws and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

As no Shareholder has a material interest in the resolutions to be proposed at the AGM, none of them would be required to abstain from voting at the AGM.

### COMPETING INTERESTS

At as the Latest Practicable Date, the Company is not aware of any Directors or substantial shareholders of the Company or any of their respective associates engaging in any business that competes or may compete with the business of the Group or has any other conflict of interests with the Group.

### RECOMMENDATIONS

The Directors are of the opinion that (i) the proposed grant of general mandates to issue new Shares and to repurchase Shares; and (ii) the proposed re-election of Directors; are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote for the relevant resolutions to be proposed at the AGM.

### 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: (1) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement in this circular misleading.

Yours faithfully,  
For and on behalf of  
**Finet Group Limited**  
**Lo Yuk Yee**  
*Chairman and executive Director*



This is an explanatory statement given to all Shareholders relating to the resolution to be proposed at the AGM authorizing the Repurchase Mandate. It contains all the relevant information required pursuant to Rule 13.08 of the GEM Listing Rules which is set out as follows:

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 465,418,880 Shares of HK\$0.01 each.

Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 46,541,888 Shares equivalent to 10% of the issued share capital of the Company. The repurchased Shares will be cancelled and the Company's issued share capital will be reduced accordingly by the nominal value of the Shares repurchased.

### **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate will provide the Company the flexibility to make such repurchases when appropriate and beneficial to the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the relevant time, lead to an enhancement of the net asset value per Share of the Company and/or earnings per Share.

### **3. FUNDING OF REPURCHASES**

Repurchase of Shares will be funded out of funds legally available for such purpose in accordance with the Bye-laws, the applicable laws and regulations of Bermuda and the GEM Listing Rules.

There might be a material adverse impact on the working capital or the gearing position of the Group as compared with the position disclosed in the audited financial statements for the year ended 31 March 2016, being the date to which the latest published audited consolidated financial statements of the Company were made up, 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 Group or on the gearing positions which in the opinion of the Directors are from time to time appropriate for the Group.

#### 4. SHARE PRICES

The highest and lowest prices at which Shares have been traded on GEM in each of the past twelve months on and preceding the Latest Practicable Date were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2015</b>		
August	0.75	0.50
September	0.74	0.50
October	0.67	0.55
November	0.80	0.46
December	0.90	0.64
<b>2016</b>		
January	0.83	0.57
February	0.94	0.70
March	0.95	0.77
April	0.89	0.75
May	0.86	0.66
June	0.84	0.75
July	0.89	0.73

#### 5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the GEM Listing Rules, the Bye-laws and any applicable laws of Bermuda.

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

As at the Latest Practicable Date, no connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorized to make repurchases of Shares.

**Takeovers Code**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register maintained by the Company under Section 336 of the SFO, the following interests in the Shares were recorded:

**(i) Long Positions in the Shares**

Name of Shareholders	Number of Shares held	Approximate percentage of existing shareholding (Note 2)	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
<b>Substantial shareholders</b>			
Lo Yuk Yee (Note 1)	299,384,642 (L)	64.33%	71.47%
Maxx Capital (Note 1)	211,677,644 (L)	45.48%	50.53%
Pablos (Note 1)	245,439,784 (L)	52.74%	58.59%
Central Huijin Investment Ltd.	130,351,206 (L)	28.01%	31.12%
China Construction Bank Corporation	130,351,206 (L)	28.01%	31.12%

(L) denotes long positions

*(ii) Short Positions in the Shares*

Name of Shareholders	Number of Shares held	Approximate percentage of existing shareholding (Note 2)	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
<b>Substantial shareholders</b>			
Lo Yuk Yee (Note 1)	26,184,539 (S)	5.63%	6.25%
Maxx Capital (Note 1)	26,184,539 (S)	5.63%	6.25%
Pablos (Note 1)	26,184,539 (S)	5.63%	6.25%

(S) denotes short positions

*Notes:*

- 211,677,644 ordinary shares of HK\$0.01 each were held by Maxx Capital International Limited (“**Maxx Capital**”), which was wholly-owned by Pablos International Limited (“**Pablos**”) and Pablos was wholly-owned by Ms. LO Yuk Yee, (“**Ms. Lo**”) Director of the Company. Ms. LO is a director of each of Maxx Capital and Pablos.
- As at the Latest Practicable Date, the Company had 465,418,880 ordinary Shares held HK\$0.01 each in issue.

**Public Float**

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the GEM Listing Rules.

**6. SHARE REPURCHASE MADE BY THE COMPANY**

No Shares were repurchased by the Company, whether on the GEM or otherwise, in the last six months prior to the Latest Practicable Date.

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## APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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### Mr. Leung Chi Hung (“Mr. Leung”)

*Independent non-executive Director, the chairman of the corporate governance committee and a member of the audit committee of the Company*

Mr. Leung, aged 60, has commenced his accountancy professional training since 1976 and is a member of certain international accountancy bodies. Mr. Leung is also a Certified Public Accountant (Practising) in Hong Kong and a director of Philip Leung & Co. Limited, Certified Public Accountants (Practising). He is an independent non-executive director of Daido Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 544). Mr. Leung also became an independent non-executive director of eForce Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 943), on 13 December 2013. Mr. Leung is also an independent non-executive director of REF Holdings (stock code: 8177). He was an independent non-executive director of China Investment Development Limited (formerly known as Temujin International Investments Limited), a company listed on the Main Board of the Stock Exchange (stock code: 204) from 30 April 2009 to 11 April 2011. He was an independent non-executive director of Dore Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 628) from 17 April 2002 to 1 June 2010. Mr. Leung joined our Group on 23 February 2011.

A letter of appointment has been entered into between the Company and Mr. Leung. The appointment of Mr. Leung is for a term of one year subject to retirement by rotation and re-election at the general meeting in accordance with the Bye-laws. As at the Latest Practicable Date, Mr. Leung was entitled to HK\$10,000 per month which was determined by the remuneration committee of the Company with reference to his duties and responsibilities in the Company and the market benchmark.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. Leung did not (i) hold any other positions with the Company and other members of the Group; (ii) have any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and/or other major appointments and professional qualifications; and (iii) have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Leung did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Saved as disclosed in this circular, the Board is not aware of any matters which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Leung, as a Director.

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## APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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### **Mr. Wong Wai Kin (“Mr. Wong”)**

*Independent non-executive Director, the chairman of the audit committee and a member of the remuneration committee, nomination committee and corporate governance committee of the Company*

Mr. Wong, aged 58, is a practising certified public accountant and a proprietor of a public accounting firm in Hong Kong. Mr. Wong holds a Diploma in Accounting and is a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Wong has over 32 years of professional and commercial experience in accounting, auditing, taxation and corporate finance. Mr. Wong joined our Group on 13 September 2010.

A letter of appointment has been entered into between the Company and Mr. Wong. The appointment of Mr. Wong is for a term of one year subject to retirement by rotation and re-election at the general meeting in accordance with the Bye-laws. As at the Latest Practicable Date, Mr. Wong is entitled to HK\$10,000 per month which was determined by the remuneration committee of the Company with reference to his duties and responsibilities in the Company and the market benchmark.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. Wong did not (i) hold any other positions with the Company and other members of the Group; (ii) have any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and/or other major appointments and professional qualifications; and (iii) have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Wong did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed in this circular, the Board is not aware of any matters which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Wong as a Director.



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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Finet Group Limited (the “**Company**”) will be held at 11:00 a.m. on 23 September 2016, at 30/F, Fortis Tower, 77–79 Gloucester Road, Wanchai, Hong Kong to transact the following ordinary businesses:

#### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 March 2016.
2.
  - (a) To re-elect Mr. Leung Chi Hung as an independent non-executive Director of the Company.
  - (b) To re-elect Mr. Wong Wai Kin as an independent non-executive Director of the Company.
  - (c) To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.
4. To consider and, if thought fit, pass, with or without amendments, as an ordinary resolution:

**“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 (“**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

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## NOTICE OF AGM

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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 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;
- (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) above 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 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 bye-laws 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 bye-laws of the Company or any applicable laws to be held; and



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## NOTICE OF AGM

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- (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).”

5. To consider and, if thought fit, pass the following resolution, with or without amendments, as an ordinary resolution:

“**THAT:**

- (i) subject to paragraph (ii) below 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 (“**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 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 purposes of this resolution,

“**Relevant Period**” means the period from the 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 law to be held; or

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## NOTICE OF AGM

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- (3) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”
6. As special business, to consider and, if thought fit, pass the following resolution, with or without amendments, as an ordinary resolution:

**“THAT:**

subject to the passing of the resolution numbered 4 and 5 set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to resolution numbered 4 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 shares in the capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the said resolution.”

By order of the Board  
**Finet Group Limited**  
**Lo Yuk Yee**  
*Chairman and executive Director*

Hong Kong, 18 August 2016

*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.

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## NOTICE OF AGM

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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 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.
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 notice, the board of directors of the Company comprises the following Directors:

*Executive Directors:*

Ms. Lo Yuk Yee (*Chairman*)

Mr. Chow Wing Chau

Mr. Yiu Wing Hei

*Independent non-executive Directors:*

Mr. Wong Wai Kin

Mr. Siu Siu Ling, Robert

Mr. Leung Chi Hung