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## **China Fortune Financial Group Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 290)**

*Website: <http://www.290.com.hk>*

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of China Fortune Financial Group Limited (the “**Company**”) will be held at 43rd Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong, on Thursday, 27 August 2020 at 11:30 a.m. for the purpose of considering, and if thought fit, passing with or without modifications, the following resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**
  - (a) the supplemental loan agreement (the “**Supplemental Loan Agreement**”) dated 13 May 2020 entered into between Fortune Finance Limited (the “**Lender**”), a wholly-owned subsidiary of the Company, as the lender, Shine Well Holdings Limited (the “**Borrower**”) as the borrower and Mr. LAI Tse Ming (the “**Guarantor**”) as the guarantor, a copy of which has been produced to the EGM and marked “A” and initialled by the chairman of the EGM for the purposes of identification), pursuant to which the Lender agreed to extend the repayment date of the loan under the loan agreement for the HK\$155,000,000 term loan facility (the “**Loan**”) dated 29 January 2019 between the Lender, the Borrower and the Guarantor to 21 months after the drawdown date of the Loan (i.e. 31 October 2020) and further extended for a further 6 months to 30 April 2021 subject to the Lender’s prior written consent and the terms thereof be and are hereby confirmed, approved and ratified;
  - (b) all the transactions contemplated under the Supplemental Loan Agreement be and are hereby confirmed, approved and ratified; and
  - (c) the directors (“**Directors**”) of the Company be and are hereby authorised to do such acts and things, to sign and execute all such further documents and to take such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Supplemental Loan Agreement and any transactions contemplated thereunder.”

2. “**THAT:**

- (a) the amendment deed (the “**Amendment Deed**”) dated 8 July 2020 and entered into between the Company and Riverhead Capital (International) Management Co., Ltd. (“**Riverhead Capital**”) in relation to the proposed extension (the “**CB Extension**”) of the maturity date of the second tranche (the “**Tranche 2 CB**”) of the 3-year 2% unsecured redeemable convertible bonds (the “**Convertible Bonds**”) in the aggregate principal amount of up to HK\$305,661,000 issued by the Company in the aggregate principal amount of HK\$60,000,000 issued to Riverhead Capital on 28 June 2017 from the date falling on the third anniversary of the issue date of the Tranche 2 CB (i.e. 28 June 2020) to the fifth anniversary of the issue date of the Tranche 2 CB (i.e. 28 June 2022) (a copy of which has been produced to the EGM and marked “B” and initialled by the chairman of the EGM for the purposes of identification) be and are hereby confirmed, approved and ratified;
- (b) the board of Directors be and is hereby granted a specific mandate to allot and issue the conversion shares upon exercise of the conversion rights attached to the Tranche 2 CB in accordance with terms and conditions of the Convertible Bonds as altered by the Amendment Deed; and
- (c) the Directors be and are hereby authorised to do such acts and things, to sign and execute all such further documents and to take such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the CB Extension contemplated under the Amendment Deed.”

By Order of the Board  
**China Fortune Financial Group Limited**  
**ZHU Yi**  
*Chief Executive Officer  
and Executive Director*

Hong Kong, 29 July 2020

*Registered Office:*  
P.O. Box 309, Uglan House  
Grand Cayman, KY1-1104  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*  
43rd Floor,  
COSCO Tower,  
183 Queen’s Road Central,  
Hong Kong

*Notes:*

- (a) Any member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on behalf of him/her/it. A proxy needs not be a member. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
- (b) In order to be valid, a 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 that power of authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a member from attending and voting in person at the EGM or any adjournment thereof should such member so wishes and, in such event, the form of proxy shall be deemed to be revoked.
- (c) Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register of members of the Company in respect of the relevant joint holding.
- (d) All votes to be taken at the EGM shall be conducted by way of poll.
- (e) If a Typhoon Signal No. 8 or above is hoisted, a or a "Black" rainstorm warning signal is in force at or at any time after 8:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the Company's website and HKExnews website to notify the shareholders of the Company of the date, time and place of the rescheduled EGM.

*As at the date of this announcement, the board of Directors consists of three executive Directors, namely Mr. XIE Zhichun (Chairman), Mr. ZHU Yi and Ms. SUN Qing; three non-executive Directors, namely Mr. HAN Hanting, Mr. CHEN Zhiwei and Mr. WU Ling; and four independent non-executive Directors, namely Mr. CHAN Kin Sang, Mr. CHIU Kung Chik, Mr. LI Gaofeng and Mr. LIU Xin.*