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EASY REPAY FINANCE & INVESTMENT LIMITED

易還財務投資有限公司

(Continued into Bermuda with limited liability)

(Stock code: 8079)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of Easy Repay Finance & Investment Limited (the “**Company**”) will be held at 701–702, 7/F, One Lyndhurst Tower, No. 1 Lyndhurst Terrace, Central, Hong Kong at 11:00 a.m. on 29 May 2020 for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the maximum number of directors of the board of directors (the “**Director(s)**”) of the Company for the purposes of Bye-law 101 of the bye-laws of the Company (the “**Bye-laws**”) be fixed at 11, which number shall be deemed to include any Director appointed pursuant to any of resolutions 2 to 7 below, whether or not the appointment has taken effect.”
2. “**THAT** Mr. Cheung Siu Fai be and is hereby appointed as a director of the Company pursuant to Bye-Law 90 of the Bye-Laws with effect from the later of (a) the conclusion of the SGM or (b) where applicable, the earliest time at which such appointment can be given in effect in compliance with the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong (the “**Takeovers Code**”).”
3. “**THAT** Mr. Fong Wai Ho and is hereby appointed as a director of the Company pursuant to Bye-Law 90 of the Bye-Laws with effect from the later of (a) the conclusion of the SGM or (b) where applicable, the earliest time at which such appointment can be given in effect in compliance with the Takeovers Code.”

4. “**THAT** Mr. Lam Chik Shun, Marcus be and is hereby appointed as a director of the Company pursuant to Bye-Law 90 of the Bye-Laws with effect from the later of (a) the conclusion of the SGM or (b) where applicable, the earliest time at which such appointment can be given in effect in compliance with the Takeovers Code.”
5. “**THAT** Mr. Leung Wai Kei be and is hereby appointed as a director of the Company pursuant to Bye-Law 90 of the Bye-Laws with effect from the later of (a) the conclusion of the SGM or (b) where applicable, the earliest time at which such appointment can be given in effect in compliance with the Takeovers Code.”
6. “**THAT** Mr. Wong Ka Wei be and is hereby appointed as a director of the Company pursuant to Bye-Law 90 of the Bye-Laws with effect from the later of (a) the conclusion of the SGM or (b) where applicable, the earliest time at which such appointment can be given in effect in compliance with the Takeovers Code.”
7. “**THAT** Mr. Wong Yiu Kui be and is hereby appointed as a director of the Company pursuant to Bye-Law 90 of the Bye-Laws with effect from the later of (a) the conclusion of the SGM or (b) where applicable, the earliest time at which such appointment can be given in effect in compliance with the Takeovers Code.”
8. “**THAT** general mandate given to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company by an ordinary resolution passed at the annual general meeting of the Company held on 5 December 2019 be revoked with immediate effect.”

On behalf of the Board
Easy Repay Finance & Investment Limited
Shiu Yeuk Yuen
Chairman

Hong Kong, 11 May 2020

Principal Place of Business:
Unit A, 8th Floor, D2 Place Two
15 Cheung Shun Street
Cheung Sha Wan, Kowloon
Hong Kong

Notes:

1. A form of proxy for use at the SGM 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 or attorney duly authorised.

3. Any shareholder of the Company entitled to attend and vote at the SGM convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need 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 certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof (as the case may be).
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 SGM convened or at any adjourned meeting (as the case may be) 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 SGM, whether in person or by proxy, priority 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 directors of the Company as at the date of this announcement are Mr. Shiu Yeuk Yuen and Ms. Siu Yeuk Hung, Clara, being executive Directors, Mr. Lee King Fui, Mr. Siu Chi Yiu, Kenny and Mr. Ho Siu King, Stanley, being independent non-executive Directors.
8. The register of members of the Company will be closed from 26 May 2020 to 29 May 2020, both dates inclusive, during which period no transfer of Shares will be registered, in order to determine the entitlement to attend and vote at the SGM. In order to be entitled to attend and vote at the SGM, unregistered holders of Shares should ensure that all transfers of Shares accompanied by the relevant Share certificates and properly completed transfer forms must be lodged for registration with the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 25 May 2020.

As at the date of this announcement, the board of directors of the Company comprises Mr. Shiu Yeuk Yuen and Ms. Siu Yeuk Hung, Clara as executive directors; Mr. Lee King Fui, Mr. Siu Chi Yiu, Kenny and Mr. Ho Siu King, Stanley as independent non-executive directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the website of the GEM at www.hkgem.com for at least seven days from the date of its posting and on the Company's website at www.ecrepay.com.