
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **HKBridge Financial Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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港橋金融控股有限公司

HKBridge Financial Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 2323)

PROPOSALS FOR:

- (I) RE-ELECTION OF RETIRING DIRECTORS;**
- (II) GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES OF THE COMPANY;**
- AND**
- (III) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening an annual general meeting of HKBridge Financial Holdings Limited (the “Company”) to be held at Unit 6812–13, 68th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 28 June 2019 at 10:00 a.m. is set out on pages 16 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and the website of the Company (www.hkbridge.com.hk) respectively.

Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. 26 June 2019 (Wednesday) before 10:00 a.m.) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof if you so wish and in such event, the proxy shall be deemed to be revoked.

29 May 2019

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at Unit 6812–13, 68th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 28 June 2019 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 19 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 3(a) of the Letter from the Board in this circular;
“Bye-laws”	the bye-laws of the Company, as adopted, amended or altered from time to time;
“close associate”	has the meaning ascribed to it under the Listing Rules;
“Company”	HKBridge Financial Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2323);
“core connected person”	has the meaning ascribed thereto under the Listing Rules;
“Director”	any director of the Company from time to time;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of PRC;
“Issuance Mandate”	as defined in paragraph 3(b) of the Letter from the Board in this circular;
“Latest Practicable Date”	20 May 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as may be amended, supplemented or modified from time to time;
“PRC”	the People’s Republic of China;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the issued shares of the Company, shares forming part of the issued ordinary shares of the Company;
“Shareholder(s)” or “member(s)”	duly registered holder(s) of Share(s);
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong;
“%”	per cent.

LETTER FROM THE BOARD



港橋金融控股有限公司

HKBridge Financial Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 2323)

Executive Directors:

Mr. LIU Tingan

(Chairman and Chief Executive Officer)

Mr. CHEOK Ho Fung

(Deputy Chairman)

Non-executive Director:

Mr. MAO Yumin

Independent Non-executive Directors:

Mr. NG Man Kung

Mr. LAU Fai Lawrence

Mr. MAK Kwok Kei

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Principal Place of Business

in Hong Kong:

Unit 6812-13, 68th Floor

The Center

99 Queen's Road Central

Hong Kong

29 May 2019

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR:

(I) RE-ELECTION OF RETIRING DIRECTORS;

(II) GENERAL MANDATES TO REPURCHASE SHARES

AND TO ISSUE NEW SHARES OF THE COMPANY;

AND

(III) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting to enable you to make a decision on whether to vote for or against the resolutions, among other matters, for (i) the re-election of Directors retiring at the Annual General Meeting; (ii) the granting of the Buyback Mandate to the Directors; (iii) the granting of the Issuance Mandate to the Directors and (iv) the extension of the Issuance Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Buyback Mandate.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 99 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not less than one-third, shall retire from office such that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall include any Director who wishes to retire and does not offer himself for re-election and those who have been longest in office since their last election or appointment but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Pursuant to Bye-law 102(B) of the Bye-laws, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Pursuant to Bye-law 99 of the Bye-laws, Mr. Cheok Ho Fung (executive Director) and Mr. Mao Yumin (non-executive Director) shall retire at the Annual General Meeting.

Pursuant to Bye-law 102(B) of the Bye-laws, Mr. Mak Kwok Kei (independent non-executive Director) shall retire at the Annual General Meeting.

All the retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Ng Man Kung (independent non-executive Director), Dr. Ngai Wai Fung (independent non-executive Director) (resigned on 18 April 2018), Mr. Lau Fai Lawrence (independent non-executive Director) and Mr. Mak Kwok Kei (independent non-executive Director) (appointed on 17 July 2018) had made annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and had met independence guidelines set out in Rule 3.13 of the Listing Rules, and are considered as independent.

Biographical details of the retiring Directors are set out in Appendix II (Details of retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular pursuant to Rule 13.74 of the Listing Rules.

Any Shareholder who wishes to nominate a person to stand for election as a Director at the Annual General Meeting must lodge with the Company at the Company's principal place of business in Hong Kong at Unit 6812-13, 68th Floor, The Center, 99 Queen's Road Central, Hong Kong (For the attention of the Chairman of the Board/ Company Secretary), or at the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong within the period from Wednesday, 29 May 2019 to Tuesday, 4 June 2019, both days inclusive, (i) written notice of intention to propose such a resolution, (ii) the aforesaid notice must (a) include the personal particulars of the candidate as

LETTER FROM THE BOARD

required by Rule 13.51(2) of the Listing Rules; (b) be signed by the Shareholder concerned; (c) be signed by the candidate indicating his/her willingness to be elected as a Director; and (d) include the candidate's written consent of publishing his/her personal information.

3. BUYBACK AND ISSUANCE MANDATES

At the last annual general meeting of the Company held on Friday, 29 June 2018, general mandates were granted to the Directors to exercise the powers of the Company to buy back Shares and to issue new Shares respectively. The buyback mandate granted on 29 June 2018 will expire at the conclusion of the Annual General Meeting. However, up to the Latest Practicable Date, the issuance mandate granted on 29 June 2018 had not been exercised out of 441,600,000 Shares (i.e. 20% of the then issued share capital of the Company for the time being the aforesaid issuance mandate had been granted on 29 June 2018).

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of the following new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate amount of up to 10% of the aggregate amount of the issued Shares as at the date of passing of such resolution (the "**Buyback Mandate**");
- (b) to allot, issue or deal with Shares of an aggregate amount of up to 20% of the aggregate amount of the issued Shares as at the date of passing of such resolution (the "**Issuance Mandate**"); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next following annual general meeting of the Company to be held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions nos. 5 and 6 set out in the notice of the Annual General Meeting. With reference to the Buyback Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares pursuant thereto.

Subject to the passing of the ordinary resolution no. 6 set out in the notice of the Annual General Meeting and on the basis that no further Shares would be issued prior to the Annual General Meeting, the Company would be allowed under the ordinary resolution no. 6 to issue a maximum of 441,600,000 Shares (representing 20% based on the issued shares of the Company as at the Latest Practicable Date).

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing certain information required by the Listing Rules to enable them to make an informed decision on whether

LETTER FROM THE BOARD

to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I (Explanatory Statement on the Buyback Mandate) to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, among other matters, (i) the re-election of retiring Directors; (ii) the granting of the Buyback Mandate to the Directors; (iii) the granting of the Issuance Mandate to the Directors and (iv) the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company (www.hkbridge.com.hk) respectively. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and be deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority at the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. 26 June 2019 (Wednesday) before 10:00 a.m.) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting and any adjournment thereof, if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

For good corporate governance and as required by the Listing Rules, the chairman of the Annual General Meeting will demand a poll on each of the resolutions set out in the notice of the Annual General Meeting in accordance with the Bye-laws, except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative manner (as defined under the Listing Rules) to be voted on by a show of hands. On a poll, every Shareholder present in person or by proxy, or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he is the holder.

The poll voting results conducted at the Annual General Meeting will be published by an announcement to be made by the Company in accordance with the Listing Rules following the conclusion of the Annual General Meeting on the website of the Stock Exchange and the Company respectively.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the granting of the Buyback Mandate and the granting/extension of the Issuance Mandate are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

6. GENERAL

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Buyback Mandate) and Appendix II (Details of retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,

Liu Tingan

Chairman and Chief Executive Officer

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate.

1. REASONS FOR SHARE BUYBACK

The Directors believe that the proposed granting of the Buyback Mandate is in the best interests of the Company and the Shareholders as a whole.

Buy-backs of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. TOTAL ISSUED SHARES

As at the Latest Practicable Date, the total issued Shares comprised 2,208,000,000 Shares.

Subject to the passing of the ordinary resolution no. 5 set out in the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the date of the Annual General Meeting, the Directors would be authorised under the Buyback Mandate to repurchase a maximum of 220,800,000 Shares (representing 10% of the Shares in issue as at the date of Annual General Meeting) during the period in which the Buyback Mandate remains in force.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Memorandum of Association, the Bye-laws, the laws of Bermuda and/or any other applicable laws.

The Company is empowered by its Memorandum of Association and Bye-laws to repurchase Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchased by a company may only be paid out of either the capital paid up on the relevant shares, or the funds of the company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company before the shares are repurchased.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2018 to be issued by the Company) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes 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 for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, shareholding percentage of the substantial Shareholders within the meaning of Part XV of the SFO, and in the event that the Directors exercise the Buyback Mandate in full under the SFO are set out below:

Name of shareholders	Notes	Capacity	Nature of interest	Number of ordinary shares held as at the Latest Practicable Date	Percentage of Issued capital as at the Latest Practicable Date
Youfu Investment Co., Ltd. ("Youfu")	(1)	Beneficial owner	Long position	902,316,957	40.87
Mr. Sun Mingwen	(1)	Interests of corporation controlled	Long position	902,316,957	40.87
Zhisheng Enterprise Investment Co., Ltd. ("Zhisheng")	(2)	Beneficial owner	Long position	170,097,333	7.70
Ms. He Yeqin	(2)	Interests of corporation controlled	Long position	170,097,333	7.70

Name of shareholders	Notes	Capacity	Nature of interest	Number of ordinary shares held as at the Latest Practicable Date	Percentage of Issued capital as at the Latest Practicable Date
China Tian Yuan Manganese Limited ("China Tian Yuan")	(3)	Beneficial owner	Long position	360,000,000	16.3
寧夏天元錳業有限公司 ("Ningxia Tian Yuan")	(3)	Interests of corporation controlled	Long position	360,000,000	16.3
Mr. Jia Tianjiang	(3)	Interests of corporation controlled	Long position	360,000,000	16.3
Ms. Dong Jufeng	(3)	Interests of corporation controlled	Long position	360,000,000	16.3

Notes:

1. Mr. Sun Mingwen is the beneficial owner of the entire issued share capital of Youfu and is deemed to be interested in the 902,316,957 Shares, representing approximately 40.87% of the total issued Shares as at the Latest Practicable Date, held by Youfu under the SFO.
2. Ms. He Yeqin is the beneficial owner of the entire issued share capital of Zhisheng and is deemed to be interested in the 170,097,333 Shares representing approximately 7.70% of the total issued Shares as at the Latest Practicable Date, held by Zhisheng under the SFO.
3. Ms. Dong Jufeng is the spouse of Mr. Jia Tianjiang. The shares of China Tian Yuan are wholly-owned by Ningxia Tian Yuan whose shares are 77.02% held by Mr. Jia Tianjiang. Thus, Mr. Jia Tianjiang, Ms. Dong Jufeng and Ningxia Tian Yuan are deemed to be interested in the 16.30% of the total issued Shares held by China Tian Yuan under the SFO.
4. The total issued share capital of the Company has been enlarged from 2,196,000,000 Shares to 2,208,000,000 Shares after the issuance of 12,000,000 awarded Shares on 19 January 2018 and no further awarded Shares had been granted up to the Latest Practicable Date under the share award scheme of the Company.

6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

As at the Latest Practicable Date, the Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares traded on the Stock Exchange during each of the previous 12 months and up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
May	2.350	1.900
June	2.030	1.260
July	1.550	0.820
August	1.300	0.930
September	1.230	0.920
October	1.000	0.820
November	0.980	0.740
December	1.100	0.660
2019		
January	0.870	0.510
February	0.840	0.610
March	0.830	0.730
April	0.800	0.640
May up to the Latest Practicable Date	0.770	0.600

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No buy-back of Shares had been made by the Company during the previous six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Bye-laws and will be proposed to be re-elected at the Annual General Meeting are provided below.

(1) Mr. Mak Kwok Kei (“Mr. Mak”)

Mr. Mak (alias: Eric), aged 33, is an independent non-executive Director, the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee since 17 July 2018.

Mr. Mak has over nine years of experience in securities sales and trading and capital markets advisory at various international investment banks, specialising in initial public offerings and capital fund raising for companies in Hong Kong and China. He worked as a trainee in Credit Agricole Corporate and Investment Bank (Hong Kong Branch), a financial services company, where he was mainly engaged in transacting various high grade corporate and government bonds with central banks in Asia, from September 2009 to November 2010. He also worked at Nomura International (Hong Kong) Limited, a financial services company, as associate where he was mainly engaged in both primary and secondary equity fund raising activities for listed companies and high-net-worth individuals in Asia, from November 2010 to August 2015. From October 2015 to June 2018, he has served as a managing director and head of equity capital markets in Zhongtai International Capital Limited, a corporate finance advisory company. He is primarily responsible for providing capital markets advisory services to clients and operating and managing the equity capital markets franchise. Since January 2019, he has served as managing director of China Investment Securities (Hong Kong) Financial Holdings Limited. He is in charge of the investment banking division, including IPO sponsoring debt and equity fund raising and financial advisory.

Mr. Mak has been a limited partner in WI Harper Fund VIII LP, which is mainly engaged in venture capital investments in healthcare and technology sectors, since May 2016.

Mr. Mak is currently an independent non-executive director of Lapco Holdings Limited (stock code: 8472), whose shares are listed on the Growth Enterprise market of the Stock Exchange.

Mr. Mak obtained a bachelor degree with first class honour in applied business management from Imperial College London, United Kingdom in August 2008 and subsequently obtained a master degree in philosophy from University of Cambridge, United Kingdom in October 2009.

Mr. Mak has entered into a letter of appointment with the Company for an initial term of three years commencing from 17 July 2018 and is entitled to a Director fee of HK\$101,538 for the period from 17 July 2018 to 31 December 2018 (i.e. HK\$220,000 per annum since 17 July 2018) per annum which was determined and approved by the Board subject to the authority granted by the Shareholders to authorise the Board to

fix the Directors' fees, based on the recommendation by the Remuneration Committee, with reference to the market rate for the position, the remuneration policy of the Company, his qualifications, experience, and duties and responsibilities with the Company.

The term of independent non-executive Director is renewable automatically for successive terms of three years each commencing from the next day after the expiry of the then current term of appointment, unless terminated by not less than three months' notice in writing served by the independent non-executive director or the Company expiring at the end of the initial term or at any time thereafter. He is subject to retirement by rotation and re-election at the forthcoming general meetings of the Company in accordance with its Bye-laws.

Save as disclosed above, Mr. Mak has not held any other position with the Company or other members of the Group and he has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Other than the relationship arising from being an independent non-executive Director, the chairman of the Nomination Committee, a member of the Audit Committee and a member of the Remuneration Committee, Mr. Mak does not have any relationships with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, nor have they any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO, and there are no other matters relating to Mr. Mak that need to be brought to the attention of the Shareholders, nor any information required to be disclosed pursuant to subparagraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

(2) Mr. Cheok Ho Fung (“Mr. Cheok”)

Mr. Cheok (alias: Peter), aged 67, is an executive Director, deputy chairman of the Board and a member of the Executive Committee. He is also the founder of the Group.

Mr. Cheok has over 30 years of experience in the PCBs industry and is also involved in the business of real estates development in China, and other high tech products.

Mr. Cheok had held the positions of financial controller and various management positions in different multinational companies involved in computer related products, application systems, motor vehicles and agricultural equipment, ship repairing and oil-rig construction, business-form printing and PCBs manufacturing. Mr. Cheok has been a fellow member of the Association of Chartered Certified Accountants since 1980, a fellow member of the Chartered Institute of Management Accountants since 1981 and the Hong Kong Institute of Certified Public Accountants since 1990.

Mr. Cheok has entered into a service agreement with the Company on 30 May 2002 for an initial fixed term of three years and shall continue thereafter for successive terms of one year each commencing from the day immediately following the expiry of the then current terms of the service agreement. He is subject to retirement by rotation and re-

election at the annual general meeting of the Company pursuant to the Bye-laws of the Company. For the financial year ended 31 December 2018, Mr. Cheok received annual emoluments of HK\$5,424,046, including the housing benefits in kind. His emoluments and performance bonus was approved by the Board subject to the authority granted by the Shareholders to authorise the Board to fix the Directors' remuneration at the annual general meeting of the Company with reference to his duties and responsibilities with the Company and the prevailing market situation and shall be reviewed by the Remuneration Committee from time to time. Under the service agreement with Mr. Cheok, such agreement may be terminated by either party by giving not less than six months' written notice to the other party.

Prior to 15 January 2016, Mr. Cheok was one of the substantial Shareholders (as defined under the Listing Rules), a director and a shareholder of Inni International Inc. which was also one of the substantial Shareholders.

Save as disclosed above, Mr. Cheok has not held any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Other than the relationship arising from being an executive Director, deputy chairman of the Board and a member of the Executive Committee, and being the father of Mr. Cheok Lup Yin, Eric, Mr. Cheok does not have any relationships with any other Directors and senior management (as defined in the Listing Rules), and there are no other matters concerning Mr. Cheok that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to sub-paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

(3) Mr. Mao Yumin (“Mr. Mao”)

Mr. Mao, aged 64, joined the Group on 10 March 2017 as a non-executive Director. He has over 30 years of experience in the banking and financial sector. Prior to Mr. Mao's retirement from China Construction Bank in May 2016, he was the executive director and the chief executive officer of China Construction Bank (Asia) from July 2013 to May 2016; he was the chief executive of China Construction Bank, Hong Kong Branch from April 2011 to May 2016; the chief investment officer of China Construction Bank from September 2007 to March 2011; the non-executive director and the chairman of China Construction Bank (London) from January 2009 to June 2011; and the executive director and the vice chairman of China Construction Bank (Asia) from September 2007 to March 2011. From March 2011 to January 2017, he served as a non-executive director of China Construction Bank International (Holdings) Limited.

Since June 2016, Mr. Mao has served as a non-executive director of JiangSu Zeyun Pharmaceutical Co., Ltd (江蘇知原藥業有限公司). Since July 2016, Mr. Mao has also served as an independent director of each of China Galaxy International Financial Holdings Limited, a licensed corporation to conduct regulated activities under the SFO and China Life Insurance (Overseas) Company Limited, a corporation principally

engaged in the provision of life insurance, investment and provident fund services. Mr. Mao has also served as a non-executive director of China Construction Bank (Asia) Corporation Limited since August 2016.

Mr. Mao was the non-executive director of Kong Sun Holdings Limited (HKSE Stock Code: 0295) from April 2017 to May 2017. He was the executive director and chief executive officer of Shanghai Aijian Corporation Limited from June 2006 to July 2007 (a company listed on the Shanghai Stock Exchange, stock code: 600643). He was the senior vice president and the executive director of Cathay International Holdings Limited (a company listed on the London Stock Exchange stock code: CTI), from May 2003 to June 2006. He was the chief executive of China Construction Bank, Hong Kong Branch from March 1997 to March 2003 and was the general manager of International Department of China Construction Bank head office from May 1994 to December 1996.

Mr. Mao received his bachelor's degree in finance from Jiangxi University of Finance and Economics in 1983 and completed the Program for Management Development (the 70th Session) in Graduate School of Business Administration of Harvard University in 1995.

Mr. Mao has been appointed by the Board for an initial term of three years commencing from 10 March 2017, which is renewable automatically for successive term of three years on the same terms and conditions, unless it is terminable by either party by giving to the other three months' prior notice in writing. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Company's Bye-laws. His remuneration will be approved by the Board subject to the authority granted by the Shareholders to authorize the Board to fix the Directors' remuneration at the annual general meeting of the Company with reference to his duties and responsibilities with the Company and the prevailing market situation and shall be reviewed by the Remuneration Committee from time to time. Under the employment agreement with Mr. Mao, he is entitled to a director's fee of HK\$935,484 for the Year (i.e. HK\$1,200,000 per annum for the period from 10 March 2017 to 22 July 2018 and adjusted to HK\$600,000 per annum since 23 July 2018).

Save as disclosed above, Mr. Mao has not held any other position with the Company or other members of the Group and he has not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Other than the relationship arising from being a non-executive Director of the Board, Mr. Mao does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, nor have they any interest or deemed interest in the shares and underlying shares of the Company within the meaning of Part XV of the SFO, and there are no other matters concerning Mr. Mao that need to brought to the attention of the Shareholders nor any information required to be disclosed pursuant to sub-paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

NOTICE OF THE ANNUAL GENERAL MEETING



港橋金融控股有限公司

HKBridge Financial Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 2323)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of HKBridge Financial Holdings Limited (the “**Company**”) will be held at Unit 6812–13, 68th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 28 June 2019 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and Independent Auditors of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2018.
2. To re-elect the retiring directors of the Company (the “**Director(s)**”).
3. To authorise the board (“**Board**”) of Directors for fixing the remuneration of the Directors.
4. To re-appoint the retiring auditors of the Company, BDO Limited, and to authorise the Board to fix their remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares (“**Shares**”), subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total amount of Shares to be purchased pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the total amount of Shares in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or

NOTICE OF THE ANNUAL GENERAL MEETING

- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting; and
 - (iii) 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.”
6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate amount of issued Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options granted under a share option scheme of the Company; and
 - (iii) the awarded Shares granted under a share award scheme of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement for the time being adopted providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company,

shall not exceed 20% of the aggregate amount of the issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or

NOTICE OF THE ANNUAL GENERAL MEETING

- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meeting; and
- (iii) 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

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

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

“**THAT** conditional upon the passing of resolutions nos. 5 and 6 set out in the notice convening this meeting, the general mandate referred to in resolution no. 6 above be and is hereby extended by the addition to the aggregate amount of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate amount of Shares purchased by the Company pursuant to the mandate referred to in resolution no. 5 above, provided that such amount shall not exceed 10% of the aggregate amount of the Shares in issue as at the date of passing this resolution.”

By order of the Board
HKBridge Financial Holdings Limited
SU Zhiyang
Company Secretary

Hong Kong, 29 May 2019

Principal Place of Business in Hong Kong:

Unit 6812-13, 68th Floor
The Center
99 Queen's Road Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not also be a member of the Company. A member who is the holder of two or more Shares may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

NOTICE OF THE ANNUAL GENERAL MEETING

2. To be effective, 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 or authority, must be deposited at the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. 26 June 2019 (Wednesday) before 10:00 a.m.) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Tuesday, 25 June 2019 to Friday, 28 June 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 24 June 2019.
4. In relation to the ordinary resolutions nos. 5, 6 and 7 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company pursuant to the relevant mandates.
5. Save for the resolutions proposed by the chairman of the meeting regarding the approval on the procedural and administrative matters (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules")) to be voted on by a show of hands during the meeting, any voting on the resolutions set out herein should be taken by poll at the meeting as required by the Listing Rules.
6. As at the date of this notice, the Board of Directors of the Company comprises Mr. Liu Tingan and Mr. Cheok Ho Fung being executive Directors, Mr. Mao Yumin being non-executive Director and Mr. Ng Man Kung, Mr. Lau Fai Lawrence and Mr. Mak Kwok Kei being independent non-executive Directors.