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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 dealers or registered institutions in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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**華邦金融控股有限公司**

**Huabang Financial Holdings Limited**

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

**(Stock code: 3638)**

**PROPOSED GRANT OF OPTIONS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an extraordinary general meeting (the “EGM”) of Huabang Financial Holdings Limited (the “Company”) to be held at 29th Floor, Enterprise Square Two, 3 Sheung Yuet Road, Kowloon Bay, Hong Kong on Tuesday, 31 October 2017 at 11:00 a.m. or any adjournment thereof is set out on pages 12 to 13 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.huabangfinancial.com](http://www.huabangfinancial.com)).

Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon as soon as possible and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. The completion and return of the proxy form will not preclude you from attending and voting in person in the EGM or any adjournment thereof if you so wish.

12 October 2017

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms or expressions have the following meanings:*

“Announcement”	the announcement of the Company dated 28 August 2017 in relation to the grant of Options by the Company (including the proposed grant of Options to Mr. Yeung)
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the same meaning as defined in the Listing Rules
“Board”	the board of Directors
“Company”	Huabang Financial Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“Date of Grant”	28 August 2017
“Director(s)”	the director(s) of the Company
“EGM Notice”	the notice of the Extraordinary General Meeting to be despatched to the Shareholders together with this circular
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 29th Floor, Enterprise Square Two, 3 Sheung Yuet Road, Kowloon Bay, Hong Kong on Tuesday, 31 October 2017 at 11:00 a.m. to consider and, if appropriate, to approve the grant of Options to Mr. Yeung
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Huabang CF”	Huabang Corporate Finance Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Latest Practicable Date”	9 October 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Yeung” or “Grantee”	Mr. Yeung Wai Fai Andrew, an employee of the Group
“Options”	the share options to subscribe for Shares under the Share Option Scheme
“Proposed Grant”	the conditional grant of 85,000,000 Options to Mr. Yeung on 28 August 2017 to subscribe for 85,000,000 Shares
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.0008333 each in the share capital of the Company
“Share Option Scheme”	the share option scheme as adopted by the Company on 21 August 2013 and refreshed on 24 February 2017
“Shareholder(s)”	holder(s) of the issued Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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LETTER FROM THE BOARD

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**華邦金融控股有限公司**

**Huabang Financial Holdings Limited**

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

**(Stock code: 3638)**

*Executive Directors:*

Mr. George Lu  
Mr. Lau Wan Po  
Mr. Pang Chung Fai Benny  
Ms. Lau Wing Sze

*Registered Office:*

PO Box 309, Uglan House,  
Grand Cayman,  
KY1-1104,  
Cayman Islands

*Independent non-executive Directors:*

Mr. Loo Hong Shing Vincent  
Mr. Shin Yick Fabian  
Mr. Mu Binrui  
Mr. Lam Allan Loc

*Head office and principal place of  
business in Hong Kong:*

29th Floor, Enterprise Square Two,  
3 Sheung Yuet Road, Kowloon Bay,  
Kowloon, Hong Kong.

12 October 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GRANT OF OPTIONS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the Proposed Grant of Options to Mr. Yeung and the EGM notice.

**GRANT OF OPTIONS**

Reference is made to the Announcement, the Company conditionally granted Options to Mr. Yeung to subscribe for an aggregate of 85,000,000 Shares, subject to acceptance of Mr. Yeung and approval by the Shareholders in the EGM.

As at the Date of Grant of the Options, the Company had 3,856,560,000 Shares in issue. As at the Latest Practicable Date, Mr. Yeung is not interested in any Shares of the Company. No Options have been granted to Mr. Yeung within 12 months prior to the Date of Grant. The grant of 85,000,000 Options was made pursuant to the limit of the Share Option Scheme as adopted by the Company on 21 August 2013 and refreshed on 24 February 2017. The grant of Options to Mr. Yeung shall be subject to the approval by the

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## LETTER FROM THE BOARD

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Shareholders at the EGM. Mr. Yeung and his associate shall abstain from voting in favour of such resolution at the EGM. As at the Latest Practicable Date, the Directors were not aware that any Shareholders had stated their intention to vote against the resolution approving the grant of Options to Mr. Yeung at the EGM.

### Principal terms of the Grant of Options to Mr. Yeung

Date of Grant	:	28 August 2017
Exercise price of Options granted	:	HK\$0.62 per Share, representing the highest of: <ul style="list-style-type: none"><li>(i) the closing price of HK\$0.62 per Share as stated in the Stock Exchange's daily quotation sheets on the Date of Grant;</li><li>(ii) the average closing price of HK\$0.554 per Share as stated in the Stock Exchange's daily quotation sheets for the last five trading days immediately preceding the Date of Grant; and</li><li>(iii) the nominal value of HK\$0.0008333 per Share.</li></ul>
Number of Options granted	:	85,000,000 Options, each Option shall entitle the Grantee to subscribe for one Share upon exercise of such Option
Consideration for the Grant	:	Upon acceptance of the Options, the Grantee shall pay HK\$1 to the Company as consideration for the grant of Options
Validity period of Options	:	3 years, from the Date of Grant up to 27 August 2020, both dates inclusive
Vesting period of Options	:	<ul style="list-style-type: none"><li>(i) one-third of the Options (rounded down to the nearest whole number) shall be exercisable from the Date of Grant to 27 August 2020;</li><li>(ii) one-third of the Options (rounded down to the nearest whole number) shall be exercisable from 28 August 2018 to 27 August 2020; and</li><li>(iii) one-third of the Options (rounded down to the nearest whole number) shall be exercisable from 28 August 2019 to 27 August 2020.</li></ul>

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## LETTER FROM THE BOARD

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- Rights of Shares to be Issued upon Exercise of Options : The Shares to be issued and allotted upon the exercise of the Options will rank pari passu in all respects with the Shares in issue as of the date when the name of the Grantee is registered on the register of members of the Company and accordingly will entitle the holder the same rights in relation to voting, dividends or other distributions and transfer as the Shares in issue in accordance with the Articles of Association. The Options themselves, however, do not carry any right to voting, dividend, distribution, transfer or other rights (including those arising on the liquidation of the Company) prior to their being exercised and the underlying Shares being issued.
- Performance targets : no performance targets have been set as a condition to the exercise of the Options
- Holding period : no minimum holding period for which the Options must be held before it can be exercised

None of the Directors is a trustee of the Share Option Scheme nor has a direct or indirect interest in the trustee(s) of the Share Option Scheme.

The Options are exercisable from the Date of Grant. There is no minimum period for which an Option must be held before it can be exercised.

The exercise price of the Options is:

- (i) at a discount of HK\$0.74 or 54.41% to the closing prices of the Shares from the Date of Grant up to the Latest Practicable Date;
- (ii) at a premium of HK\$0.066 or 11.91% to the average closing prices of the Shares as quoted on the Stock Exchange for the last five trading days immediately preceding the Date of Grant being HK\$0.554; and
- (iii) at a premium of approximately HK\$0.51 or 463.64% to the net asset value of approximately HK\$0.11 per Share of the Company.

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## LETTER FROM THE BOARD

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Details of Mr. Yeung and the Options granted to him are as follows:

Name	Capacity	Number of Shares to be issued upon exercise of the Options granted to the Grantee	Approximate percentage of the number of Shares to be issued upon exercise of the Options granted to the total number of issued Shares as at the Date of Grant
Yeung Wai Fai Andrew	Employee of the Group	85,000,000	2.20%

### Conditions of the Proposed Grant

The Proposed Grant is conditional upon the Shareholders passing an ordinary resolution to approve the Proposed Grant at the EGM.

### Reasons for the Grant of Options to Mr. Yeung

The purpose of the Share Option Scheme is to give incentives to the eligible participants as defined in the Share Option Scheme for their contribution to the Group. The Board has taken into consideration of the following factors when determining the Proposed Grant:

(i) *Mr. Yeung's Background and Qualifications*

Mr. Yeung joined the Group since 1 November 2016 and is the principal and one of the responsible officers of Huabang CF, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. Mr. Yeung is responsible for the strategic development of the business of Huabang CF. Mr. Yeung is a seasoned investment banker and has over 16 years of investment banking experience.

Mr. Yeung graduated from the Hong Kong Polytechnic University with a bachelor of arts (Hons.) in accountancy in 1994. Mr. Yeung has been a certified public accountant with the Hong Kong Institute of Certified Public Accountants. Mr. Yeung was the head of investment banking and advisory of Kim Eng Securities (Hong Kong) Limited from July 2015 to October 2016. He was the head of corporate finance advisory of Edmond de Rothschild (Suisse) S.A., Hong Kong Branch, from August 2014 to May 2015. Prior to joining Edmond de Rothschild (Suisse) S.A., Hong Kong Branch, he was the managing director of DBS Asia Capital Limited and he worked at DBS Asia Capital Limited for over 10 years. He worked as the corporate finance associate in BNP Paribas Peregrine Capital Limited from April 2000 to May 2002. Mr. Yeung is currently the deputy chairman and non-executive director of Qianhai Health Holdings Limited (stock code: 911). He has been appointed as an independent non-executive director of VPower Group International Holdings Limited (stock code: 1608) since October 2016 and was an independent non-executive Director of the Company (formerly known as Goldenmars Technology Holdings Limited) between June 2016 and September 2016,



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## LETTER FROM THE BOARD

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companies whose shares are listed on the Main Board of the Stock Exchange. He was an independent director of Eversol Corporation (stock code: 3647.TT) from June 2014 to June 2016, which was delisted on the Taiwan GreTai Securities Market in October 2016.

***(ii) Mr. Yeung's past and future potential contribution to the Group***

Leveraging the collective expertise and proficiency in cross-border financial markets, Huabang CF is capable to develop the initial public offering (“**IPO**”) business and corporate finance advisory business to its corporate clients in order to satisfy their needs at different stage of development. Prior to the Date of Grant, the Company had not granted any Options to Mr. Yeung. After the joining of Mr. Yeung to the Group in November 2016, Huabang CF has successfully signed several IPO mandates which partly attributable to Mr. Yeung's effort. The Board believes that the grant of Options to Mr. Yeung is an appropriate way to recognize his past and continuous contribution to the Group and it is fundamental to have Mr. Yeung's extensive experience, network, origination and execution capability to further develop the business of Huabang CF in the future.

***(iii) The Remuneration Policy of the Group***

The Group's remuneration policy is based on position, duties and performance of the employees. The employees' remuneration varies according to their positions, which may include salary, bonus, retirement scheme and various subsidies. In addition, the Group has adopted the Share Option Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Proposed Grant is therefore in line with the Group's remuneration policy.

The Company has considered several means of providing incentives and rewards to Mr. Yeung with reference to other Directors and management members, including increasing annual monetary emoluments, cash bonus, profit sharing scheme and grant of Options. However, after careful consideration of various alternatives, the Board considers the grant of Options to be the most appropriate means and in the best interest of the Group given that more costs are expected to be incurred under other alternatives, and that the grant of Options enables the Group to conserve and better utilise its cash resources in its business operations while serving the purpose of incentivising Mr. Yeung to continuously contribute to the long-term benefit of the Group. Furthermore, assuming the Options are fully exercised, an additional general working capital of approximately HK\$52.7 million will be raised for the Group.

***(iv) The Board's view***

The Company is principally engaged in computer and peripheral products business; money lending business and provision of corporate finance advisory services. The Company currently intends to adopt a diversified development direction in the future. The Board believes that Huabang CF will create substantial values for the Shareholders by means of generating stable and recurring income for the Company. With Mr. Yeung on board, the Company can leverage on his expertise to bring about potential business opportunities for future expansion and growth of the Group.

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## LETTER FROM THE BOARD

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The Board considers that the grant of Options to Mr. Yeung is an appropriate way to recognise the contribution of Mr. Yeung, also as an incentive for his continuing commitment and contribution to the future growth of the Group which is the purpose of the Options. Share options are common component of remuneration packages in the corporate finance advisory services industry and among listed companies in Hong Kong. To align with market practice, the Company has adopted the Share Option Scheme and granted Options to the Directors and eligible participants as may be determined by the Board from time to time pursuant to the Share Option Scheme. The grant of Options to Mr. Yeung is subject to the vesting period of 3 years, without any vesting conditions or performance targets required to be fulfilled or achieved, which has the same terms with the previous grant of Options to grantees whom were Directors of the Company on 21 December 2016.

The Board considers that the Proposed Grant can align the interests of Mr. Yeung with the interests of the Company and the Shareholders because the economic benefits of the Options depends on the increase in share price to be driven by improving performance of the Group, whereby all the Shareholders also stand to benefit. The grant of Options therefore provides an incentive for Mr. Yeung to actively involve in the Group and focus on results that will make the Group more profitable, thereby enhancing the value of the Company and the Shareholders. If such enhancement is not achieved, Mr. Yeung will not be able to realise this part of his remuneration package represented by the Options.

(v) *The Potential Dilution Effect*

The 85,000,000 Shares that fall to be issued upon exercise in full of the Options represent approximately 2.20% of the number of Shares in issue as at the Date of Grant and approximately 2.16% of the number of Shares in issue as enlarged by the issue of such Shares, and thus the dilution effect resulting from the exercise of the Options is insignificant.

On the basis above, the Board is of the view that the grant of Options to Mr. Yeung is fair and reasonable and in the interest of the Company and the Shareholders as a whole, which will achieve the objectives of (i) increasing the value of the Company, thereby creating value for Shareholders, and (ii) aligning the interest of Mr. Yeung with the Company, and such benefits would outweigh the dilution impact caused by the exercise of such Options.

Under the Share Option Scheme of the Company, the Board may grant Options to eligible participants to subscribe a maximum of 385,656,000 Shares, being 10% of the Shares in issue as at the date of passing the resolution of refreshment of Share Option Scheme on 24 February 2017. As at the Latest Practicable Date, Options (including Options granted to grantees on 21 December 2016 other than the Options conditionally granted to Mr. Yeung) carrying the rights to subscribe for up to a total of 288,000,000 Shares have been granted under the Share Option Scheme, of which no Shares were lapsed, cancelled or exercised and 288,000,000 Shares remain outstanding. Accordingly, there are sufficient unissued Options for the Proposed Grant.

Pursuant to note 2 to Rule 17.03(3) of the Listing Rules, the Shares which may be issued upon the exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme at any time shall not exceed 30% of the Shares in issue from time to time. No Options will be granted under the Share Option Scheme if it will result in the 30% limit being exceeded. As at the

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## LETTER FROM THE BOARD

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Latest Practicable Date, the total number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised (including Options granted to grantees on 21 December 2016 other than the Options conditionally granted to Mr. Yeung) was 288,000,000, representing approximately 7.47% of the issued share capital of the Company as at the Latest Practicable Date.

Assuming that the grant of 85,000,000 Options to Mr. Yeung is approved by the Shareholders at the EGM and that no Options granted under the Share Option Scheme are exercised from the Latest Practicable Date to the date of the EGM, the Company will have 373,000,000 Options outstanding immediately after the EGM, representing approximately 9.67% of the issued share capital of the Company as at the Latest Practicable Date.

Save as the Proposed Grant, the Company does not have any plan to grant further Options as at the Latest Practicable Date.

### Change in shareholding structure of the Company

For illustrative purposes only, the following table illustrates the changes in the shareholding structure of the Company as at the Latest Practicable Date and upon full exercise of the Options granted to Mr. Yeung (assuming that there is no other change in the issued share capital of the Company from the Latest Practicable Date and up to the full exercise of the Options):

Shareholders	As at the Latest Practicable Date		Upon full exercise of the Options	
	Number of Shares	Approximate shareholding %	Number of Shares	Approximate shareholding %
Mr. Yeung and his associates	–	–	85,000,000	2.16
Forever Star Capital Limited <sup>(Note 1)</sup>	2,525,528,000	65.49	2,525,528,000	64.07
Ms. Lau Wing Sze <sup>(Note 2)</sup>	23,256,000	0.60	23,256,000	0.59
Other public Shareholders	<u>1,307,776,000</u>	<u>33.91</u>	<u>1,307,776,000</u>	<u>33.18</u>
Total:	<u>3,856,560,000</u>	<u>100</u>	<u>3,941,560,000</u>	<u>100</u>

*Notes:*

1. Forever Star Capital Limited, a company incorporated in the British Virgin Islands, held a total of 2,525,528,000 Shares of the issued share capital of the Company. Each of Mr. George Lu, the chairman and an executive Director of the Company and Ms. Shen Wei, spouse of Mr. George Lu, holds 50% interest in Forever Star Capital Limited, respectively.
2. Ms. Lau Wing Sze (“**Ms. Lau**”), an executive Director of the Company, is beneficially interested in a total of 23,256,000 Shares of the issued share capital of the Company. There are 4,320,000 shares registered in the name of Nice Rate Limited, a company incorporated in the British Virgin Islands, the entire issued share capital of which is held by Ms. Lau. Ms. Lau is also the beneficial owner who directly held 18,936,000 issued Shares of the Company.

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## LETTER FROM THE BOARD

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### **Listing rules implications**

Pursuant to Rule 17.03(4) of the Listing Rules and the Share Option Scheme, where any further grant of the options to any participant would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted under the Share Option Scheme or any other schemes of the Group to such person (including options exercised, cancelled and outstanding) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of shares of the Company in issue, such further grant must be separately approved by the Shareholders in general meeting. The grantee and his associates must abstain from voting in favour of such grant at the general meeting.

As the total number of Shares issued and to be issued upon exercise of the Options granted to Mr. Yeung would in a 12-month period exceed 1% of the Shares in issue, the grant of Options to Mr. Yeung is subject to the separate approval by the Shareholders in general meeting pursuant to Rule 17.03(4) of the Listing Rules.

Accordingly, the grant of Options to and acceptance thereof by Mr. Yeung is subject to the approval by Shareholders pursuant to the Listing Rules.

### **EGM**

The EGM Notice convening the EGM to be held at 29th Floor, Enterprise Square Two, 3 Sheung Yuet Road, Kowloon Bay, Hong Kong on Tuesday, 31 October 2017 at 11:00 a.m. is set out on pages 12 to 13 of this circular. At the EGM, resolution will be proposed to approve the Proposed Grant.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. Accordingly, the proposed resolution will be put to vote by way of poll at the EGM. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed 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 Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors are of the opinion that the grant of the Options to Mr. Yeung is fair and reasonable and is in the best interests of the Company and the Shareholders as a whole and therefore recommend you to vote in favour of the resolution to be proposed at the EGM.

By order of the Board  
**Huabang Financial Holdings Limited**  
**George Lu**  
*Chairman & Chief Executive Officer*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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# 華邦金融控股有限公司

**Huabang Financial Holdings Limited**

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

**(Stock code: 3638)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Huabang Financial Holdings Limited (the “**Company**”) will be held at 29th Floor, Enterprise Square Two, 3 Sheung Yuet Road, Kowloon Bay, Hong Kong on Tuesday, 31 October 2017 at 11:00 a.m. for the purpose of considering, and if thought fit, passing with or without amendment the following resolution of the Company as ordinary resolution of the Company:

### ORDINARY RESOLUTION

1. “**THAT** the grant of 85,000,000 share options (the “**Options**”) to Mr. Yeung Wai Fai Andrew (“**Mr. Yeung**”), the employee of the Group to subscribe for an aggregate of 85,000,000 ordinary shares of HK\$0.0008333 each in the share capital of the Company (the “**Shares**”) at an exercise price of HK\$0.62 per Share under the share option scheme of the Company adopted by the Company on 21 August 2013 and refreshed on 24 February 2017 (the “**Share Option Scheme**”) and otherwise on such terms as stipulated in the offer letter to Mr. Yeung issued by the Company pursuant to the Share Option Scheme be and is hereby approved and the board of directors of the Company be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Options to Mr. Yeung and the issue of the Shares upon the exercise of the Options by Mr. Yeung.”

By order of the Board

**Huabang Financial Holdings Limited**

**George Lu**

*Chairman & Chief Executive Officer*

Hong Kong, 12 October 2017

*Notes:*

- (1) A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company but must attend the Meeting to represent the member.
- (2) In order to be valid, the form of proxy together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (3) In the case of joint holders of any Shares in the Company, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- (4) The register of members of the Company will be closed from Thursday, 26 October 2017 to Tuesday, 31 October 2017 both days inclusive, for the purpose of determining entitlement of the Company's shareholders to vote at the Meeting. During this period, no share transfer will be registered. In order to qualify for attending and voting at the Meeting, all completed share transfer forms, accompanied by the relevant certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 25 October 2017.

*As at the date of this announcement, the executive Directors of the Company are Mr. George Lu, Mr. Lau Wan Po, Mr. Pang Chung Fai Benny and Ms. Lau Wing Sze; and the independent non-executive Directors of the Company are Mr. Loo Hong Shing, Vincent, Mr. Shin Yick Fabian, Mr. Mu Binrui and Mr. Lam Allan Loc.*