
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 should be taken, you should consult your stockbroker or other licensed securities dealer or registered institution 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 (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other registered dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular, for which the directors (the “**Directors**”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange 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.



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)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF COMPANY’S AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “**AGM**”) of the Company to be held on Friday, 23 August 2019 at 33rd Floor, Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, Hong Kong at 11:00 a.m. is set out on pages 16 to 19 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.huabangfinancial.com). Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying proxy form to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The return of the proxy form will not preclude you from attending and voting in person in the AGM or any adjourned meeting if you so wish.

19 July 2019

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at 33rd Floor, Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, Hong Kong on Friday, 23 August 2019 at 11:00 a.m., or any adjournment thereof, to consider and to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 19 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“associates”	has the meaning ascribed to such term in the Listing Rules
“Board”	the board of Directors of the Company
“Companies Law”	the Companies Law (Cap. 22 Law 3 of 1961, as consolidated and revised) of the Cayman Islands and any amendments or other statutory modifications thereof
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended from time to time
“Company”	Huabang Financial Holdings Limited, a company duly incorporated in the Cayman Islands with limited liability, whose Shares are listed and traded on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to such term in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its Subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares in the manner as set out in the notice of the AGM and up to a maximum of 20% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	16 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Options”	the share options to subscribe for Shares under the Share Option Scheme
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM and in the manner as set out in the notice of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.0008333 each in the capital of the Company
“Share Option Scheme”	the share option schemes as adopted by the Company on 21 August 2013
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary” or “Subsidiaries”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance) of the Company and “Subsidiaries” shall be construed accordingly
“Substantial Shareholder”	has the same meaning ascribed to such term in the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



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 (*Chairman and Chief Executive Officer*)

Mr. Lam Allan Loc (*Vice Chairman*)

Non-Executive Director:

Mr. Pang Chung Fai Benny

Independent Non-Executive Directors:

Mr. Loo Hong Shing Vincent

Mr. Zhu Shouzhong

Mr. Li Huaqiang

Registered office:

PO Box 309, Uglan House,

Grand Cayman,

KY1-1104,

Cayman Islands

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

33rd Floor, Enterprise Square Three,

39 Wang Chiu Road, Kowloon Bay,

Kowloon, Hong Kong

19 July 2019

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,

(2) RE-ELECTION OF RETIRING DIRECTORS,

(3) RE-APPOINTMENT OF COMPANY'S AUDITOR

AND

(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting relating to: (i) the grant of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of retiring Directors; (iii) the re-appointment of the Company's auditor and (iv) the AGM notice.

This circular contains the explanatory statement in compliance with the Listing Rules and to give all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolutions.

LETTER FROM THE BOARD

2. PROPOSED GRANT OF ISSUE AND REPURCHASE MANDATES

The current general mandates previously granted to the Directors to repurchase and issue Shares by Shareholder at the annual general meeting of the Company held on 31 August 2018 will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of the issued Shares as at the date of passing of proposed ordinary resolution contained in item 4(A) of the notice of the Annual General Meeting as set out on pages 16 to 19 of this circular;
- (b) the granting of the Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the total number of the issued Shares as at the date of passing of proposed ordinary resolution contained in item 4(B) of the notice of the Annual General Meeting as set out on pages 16 to 19 of this circular; and
- (c) the extension of the Issue Mandate by adding the total number of issued Shares repurchased by the Company pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, there were in issue an aggregate of 4,384,782,000 Shares. Subject to the passing of the proposed resolutions for the grant of the Issue Mandate and the Repurchase Mandate, and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors will be authorized to allot and issue upon exercise of the Issue Mandate in full up to 876,956,400 Shares and to repurchase upon exercise of the Repurchase Mandate in full up to 438,478,200 Shares respectively, and to the extent the Repurchase Mandate is exercised, plus the amount of Shares representing the total number of the issued share capital of the Company repurchased by the Company under the Repurchase Mandate.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of six Directors namely Mr. George Lu and Mr. Lam Allan Loc as executive Directors; Mr. Pang Chung Fai Benny as non-executive Director; and Mr. Loo Hong Shing Vincent, Mr. Zhu Shouzhong and Mr. Li Huaqiang as independent non-executive Directors.

In accordance with Article 16.18 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years at the annual general

LETTER FROM THE BOARD

meeting. Any Director appointed pursuant to Article 16.2 of the Articles of Association (i.e. the Director is appointed by the Board either to fill a casual vacancy or as an addition to the Board) shall not be taken into account in determining which Directors are to retire by rotation. Any director appointed pursuant to Article 16.2 of the Articles of Association shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Pang Chung Fai Benny and Mr. Loo Hong Shing Vincent shall retire from office by rotation and be eligible to offer themselves for re-election at the Annual General Meeting. Further, Mr. Lam Allan Loc, Mr. Zhu Shouzhong and Mr. Li Huaqiang will hold office until the forthcoming annual general meeting of the Company and shall then be eligible for re-election at the Annual General Meeting.

In this respect, ordinary resolutions will be proposed to re-elect Mr. Pang Chung Fai Benny, Mr. Loo Hong Shing Vincent, Mr. Lam Allan Loc, Mr. Zhu Shouzhong and Mr. Li Huaqiang as the Directors at the Annual General Meeting.

Biographical details of the above named Directors who are proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular.

4. RE-APPOINTMENT OF COMPANY'S AUDITOR

Messrs. Ernst & Young will retire as auditor of the Group upon expiration of its current term of office at the close of the forthcoming AGM to be held on 23 August 2019.

On 23 August 2019, the Board will propose to resolve the re-appointment of Messrs. Ernst & Young as the auditor of the Group and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders at the AGM.

5. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting, which contains, inter alia, ordinary resolutions to approve, the re-election of retiring Directors, the re-appointment of the Company's auditor and the grant of the Issue Mandate and the Repurchase Mandate, is set out on pages 16 to 19 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of the Shareholders at a general meeting must be taken by poll save that the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. If you intend to appoint a proxy to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48

LETTER FROM THE BOARD

hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting at the Annual General Meeting or any adjourned meeting if you so wish.

The register of members of the Company will be closed from Tuesday, 20 August 2019 to Friday, 23 August 2019 both days inclusive, for the purpose of determining entitlement of the Company's Shareholders to vote at the AGM. During this period, no share transfer will be registered. In order to qualify for attending and voting at the AGM, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 19 August 2019.

6. 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.

7. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the re-election of retiring Directors, the re-appointment of the Company's auditor and the grant of the Issue Mandate and the Repurchase Mandate are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
By Order of the Board
Huabang Financial Holdings Limited
George Lu
Chairman and Chief Executive Officer

APPENDIX I EXPLANATORY STATEMENT – REPURCHASE MANDATE

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

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:–

1. REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset per Share and/or earnings per Share and will only be made if the Directors believe such repurchase will benefit the Company and the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 4,384,782,000 Shares in issue.

Subject to the passing of the ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed to repurchase a maximum of 438,478,200 Shares upon exercise of the Repurchase Mandate in full.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company.

3. FUNDING OF REPURCHASES

Repurchases to be made pursuant to the proposed Repurchase Mandate would be financed out of funds legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the Companies Law. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Companies Law.

There might be material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent

APPENDIX I EXPLANATORY STATEMENT – REPURCHASE MANDATE

as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. GENERAL

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to sell any of the Shares held by them to the Company, in the event that the Company is authorized to make repurchases of Shares.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and any applicable laws of the Cayman Islands.

5. MARKET PRICES OF SHARES

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

Month	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2018		
July	0.610	0.540
August	0.700	0.480
September	0.540	0.430
October	0.510	0.340
November	0.430	0.355
December	0.405	0.370
2019		
January	0.385	0.350
February	0.400	0.370
March	0.415	0.370
April	0.580	0.400
May	0.510	0.415
June	0.520	0.440
July (up to the Latest Practicable Date)	0.540	0.485

APPENDIX I EXPLANATORY STATEMENT – REPURCHASE MANDATE

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

7. EFFECT OF THE TAKEOVERS CODE

If as a result of a share repurchase by the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register required to be kept by the Company under Section 336 of the SFO, and to the best of the knowledge and belief of the Directors having made all reasonable enquiries, (i) Forever Star Capital Limited (which is owned by Mr. George Lu, an executive Director, as to 50% and his spouse Ms. Shen Wei as to 50%) held 2,396,064,000 Shares, representing approximately 54.64% of the total number of issued Shares; and (ii) Mr. George Lu and Ms. Shen Wei were legally and beneficially interested in 2,570,197,333 Shares, representing approximately 58.62% of the total number of issued Shares.

Assuming that there would not be any change in the issued share capital of the Company prior to the repurchase of Shares and that each of Forever Star Capital Limited, Mr. George Lu and Ms. Shen Wei would not dispose of their Shares nor acquire additional Shares prior to any repurchase of Shares, if the Repurchase Mandate were exercised in full, the shareholding of Forever Star Capital Limited would be increased to approximately 60.72% of the total number of issued Shares and the shareholding of Mr. George Lu and Ms. Shen Wei would be increased to approximately 65.13% of the total number of issued Shares, respectively. The Directors consider that such increases would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

In any event, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that will result in (a) the number of Shares being held by the public falling below the prescribed minimum percentage of 25% in the Listing Rules; and (b) a requirement to make a mandatory offer under the Takeovers Code.

Save as the aforesaid, the Directors are not aware of any consequences which will arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

APPENDIX I EXPLANATORY STATEMENT – REPURCHASE MANDATE

8. SHARE REPURCHASES MADE BY THE COMPANY

During the six months immediately preceding the Latest Practicable Date, the Company has repurchased a total of 1,296,000 Shares on the Stock Exchange and the details are set out as follows:

Date of repurchase	No. of Shares repurchased	Price per Share paid	
		Highest HK\$	Lowest HK\$
9 January 2019	1,188,000	0.380	0.350
1 February 2019	108,000	0.380	0.370

Save as disclosed above, the Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

Stated below are the biographical details of the following Directors who will retire and be eligible for re-election at the Annual General Meeting according to the Articles of Association of the Company:

(A) MR. LAM ALLAN LOC

Mr. Lam Allan Loc (“**Mr. Lam**”), aged 57, has been re-designated from a non-executive Director to an executive Director of the Company with effect from 12 April 2019. Mr. Lam was re-designated from an independent non-executive Director to a non-executive Director and was appointed as vice chairman of the Company on 1 November 2018. Mr. Lam was an independent non-executive Director of the Company from January 2017 to October 2018. Mr. Lam is a member of the Corporate Governance Committee of the Company. Mr. Lam was previously the appointed deputy general manager of An Bang Life Insurance Group based in Beijing from 2017 to 2018. Prior to that, Mr. Lam served as the country president of Chubb Life Insurance Company (Hong Kong) Limited from 2014 to 2016. Mr. Lam past positions included serving as the china country manager and senior vice president for Business Development (SEA) of BNP Paribas Cardif, based in Shanghai from 2011 to 2014. Mr. Lam worked as the chief marketing officer of the regional corporate solutions division for American International Assurance (AIA) Group based in Hong Kong (stock code: 1299), a company listed on the Main Board of the Stock Exchange, from 2006 to 2011 and was the chief executive officer of AXA-Minmetals Life Assurance Company Limited based in Shanghai from 2003 to 2006. Mr. Lam was the business development director of Prudential Corporation Asia based in Hong Kong from 2000 to 2003. Mr. Lam has over 20 years of working experience in corporate management and business development. Mr. Lam was awarded a Master of Business Administration degree from the University of Ottawa in 1996 and a diploma in electronics engineering technology from the Humber College of Applied Arts and Technology in 1986 in Toronto, Ontario, Canada.

Save as disclosed above, Mr. Lam did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, Mr. Lam does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Further, as at the Latest Practicable Date, Mr. Lam does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Pursuant to a letter of appointment signed by the Company and Mr. Lam, Mr. Lam’s term of services with the Company is not appointed for a specific term unless terminated by three months’ written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Mr. Lam is subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Lam will be entitled to a fixed remuneration of HK\$1,200,000 per annum and bonus payable at the discretion of the Board at which was determined with reference to the prevailing market conditions and Mr. Lam’s effort and expertise. Mr. Lam’s remuneration and other benefits are subject to review by the Board from time to time.

Save as disclosed above, the Board is not aware of any matters relating to the re-election of Mr. Lam that needs to be brought to the attention of the Shareholders, and Mr. Lam confirmed that there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

(B) MR. PANG CHUNG FAI BENNY

Mr. Pang Chung Fai Benny (“**Mr. Pang**”), aged 46, has been re-designated from an executive Director to a non-executive Director and ceased to be the vice chairman of the Company with effect from 12 April 2018. Mr. Pang was re-designated from an independent non-executive Director to an executive Director and was appointed as vice chairman of the Company from 26 January 2017 to 12 April 2018. He was an independent non-executive Director of the Company from June 2012 to January 2017. Mr. Pang is currently the managing partner of Benny Pang & Co. Between 2012 to January 2017, Mr. Pang was the managing partner of Loeb & Loeb LLP (formerly known as Pang & Co. in association with Loeb & Loeb LLP), a firm of solicitors in Hong Kong. Between 1997 and 2012, Mr. Pang practised as a lawyer with several international law firms in Hong Kong and Sydney. Mr. Pang received his bachelor’s degree in laws (honors) from Bond University, Australia, in 1996. In 1997, Mr. Pang obtained his Graduate Diploma in Legal Practice and master’s degree in laws from The College of Law, Sydney and the University of New South Wales, Australia, respectively. He has been admitted as a legal practitioner of the Supreme Court of New South Wales, Australia since 1997 and as a solicitor of the High Court of Hong Kong since 2009. He is a member of both the Law Society of New South Wales, Australia and the Law Society of Hong Kong. Mr. Pang is currently the independent non-executive director of Sanbase Corporation Limited (stock code: 8501), a company listed on GEM of the Stock Exchange. Mr. Pang is also currently the independent non-executive director of Yuanda China Holdings Limited (stock code: 2789), a company listed on the Main Board of the Stock Exchange. Mr. Pang was appointed as an independent non-executive director of China Regenerative Medicine International Limited (stock code: 8158), a company listed on GEM, from 20 September 2012 to 1 June 2018.

Save as disclosed above, Mr. Pang (i) does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; (ii) does not own any interests in the Shares within the meaning of Part XV of the SFO; (iii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not hold other position with other members of the Group.

Pursuant to a service agreement signed by the Company and Mr. Pang, Mr. Pang’s term of services with the Company is fixed at three years with effect from 12 April 2018 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Pang is entitled to a fixed remuneration of HK\$345,600 per annum and bonus payable at the discretion of the Board at which was determined with reference to the prevailing market conditions. Mr. Pang’s effort and expertise are subject to review by the Board from time to time. As at the Latest Practicable Date, Mr. Pang was interested in 1,500,000 Shares to be allotted and issued upon exercise of Options granted to him, pursuant to Part XV of the SFO. Save as disclosed herein and as at the Latest Practicable Date, Mr. Pang does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any matters relating to the re-election of Mr. Pang that needs to be brought to the attention of the Shareholders, and Mr. Pang confirmed that there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

(C) MR. LOO HONG SHING VINCENT

Mr. Loo Hong Shing Vincent (“**Mr. Loo**”), aged 53, was appointed as an independent non-executive Director in June 2012. Mr. Loo is the chairman of the remuneration committee, the audit committee and the nomination committee of the Company. Mr. Loo has over 31 years of experience in the accounting, auditing, corporate finance and business advisory areas. Prior to joining the Group, Mr. Loo has over 17 years of auditing experience with PricewaterhouseCoopers in Hong Kong. Mr. Loo is currently the vice president, chief financial officer and company secretary of Cosmo Lady (China) Holdings Company Limited (stock code: 2298) since December 2016, a company listed on the Main Board of the Stock Exchange. Before joining Cosmo Lady (China) Holdings Company Limited, Mr. Loo was an executive director, chief financial officer and company secretary of Hengan International Group Company Limited (stock code: 1044), a company listed on the Main Board of the Stock Exchange. Mr. Loo graduated from the Hong Kong Polytechnic University with a Professional Diploma in Accountancy in 1988 and has been a member of the Hong Kong Institute of Certified Public Accountants since 1992 and a fellow member of the Association of Chartered Certified Accountants since 1996.

Save as disclosed above, Mr. Loo did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, Mr. Loo does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Loo is interested in 1,500,000 Shares to be allotted and issued upon exercise of Options granted by the Company. Save as disclosed herein and as at the Latest Practicable Date, Mr. Loo does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Pursuant to a letter of appointment signed by the Company and Mr. Loo, Mr. Loo’s term of services with the Company is fixed at three years unless terminated by three months’ written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Mr. Loo is subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Loo will be entitled to a fixed remuneration of HK\$161,000 per annum and bonus payable at the discretion of the Board at which was determined with reference to the prevailing market conditions and Mr. Loo’s effort and expertise. Mr. Loo’s remuneration and other benefits are subject to review by the Board from time to time.

Save as disclosed above, the Board is not aware of any matters relating to the re-election of Mr. Loo that needs to be brought to the attention of the Shareholders, and Mr. Loo confirmed that there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

(D) MR. ZHU SHOUZHONG

Mr. Zhu Shouzhong (“**Mr. Zhu**”), aged 62, was appointed as an independent non-executive Director of the Company on 2 October 2018. Mr. Zhu is a member of the Audit Committee of the Company. Mr. Zhu has over 30 years of substantial operation and management experience in the insurance industry. In 1978, Mr. Zhu joined the Lanxi Branch of the People’s Bank of China. Mr. Zhu joined The People’s Insurance Company of China (“**PICC**”) in 1984. From 1984 to 2003, Mr. Zhu successively served as the deputy manager and manager of PICC Lanxi Branch, the deputy manager and manager of the Property and Casualty

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

Division of PICC Zhejiang Provincial Branch, the general manager and party committee secretary of PICC Jiaxing Branch, and the deputy general manager and party committee member of PICC Zhejiang Provincial Branch. From 2004 to 2010, Mr. Zhu successively served as the general manager and party committee secretary in Zhejiang Provincial Branch and Shanghai Branch of PICC Property and Casualty Company Limited (stock code: 2328), a company listed on the Main Board of the Stock Exchange, and he was also the vice chairman of Shanghai Insurance Association. In 2010, Mr. Zhu joined China Export & Insurance Corporation, Shanghai Branch as the general manager and party committee secretary and he retired in 2017. Mr. Zhu was awarded “Shanghai Labour Day Medal for Finance Industry” in 2016 by Shanghai Committee of Chinese Financial Workers’ Union. Mr. Zhu is a master postgraduate and a senior economist. He graduated from Zhejiang University majored in finance and obtained a master’s degree in business administration from Southern Cross University of Australia.

Save as disclosed above, Mr. Zhu did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, Mr. Zhu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Further, as at the Latest Practicable Date, Mr. Zhu does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Pursuant to a letter of appointment signed by the Company and Mr. Zhu, Mr. Zhu’s term of services with the Company is fixed at three years unless terminated by three months’ written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Mr. Zhu is subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Zhu will be entitled to a fixed remuneration of HK\$161,000 per annum and bonus payable at the discretion of the Board at which was determined with reference to the prevailing market conditions and Mr. Zhu’s effort and expertise. Mr. Zhu’s remuneration and other benefits are subject to review by the Board from time to time.

Save as disclosed above, the Board is not aware of any matters relating to the re-election of Mr. Zhu that needs to be brought to the attention of the Shareholders, and Mr. Zhu confirmed that there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

(E) **MR. LI HUAQIANG**

Mr. Li Huaqiang (“**Mr. Li**”), aged 61, was appointed as an independent non-executive Director of the Company on 1 November 2018. Mr. Li is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Li has served as a non-executive director of China Everbright Bank Company Limited (stock code: 6818), a company listed on the Main Board of the Stock Exchange, between September 2016 to June 2018. Mr. Li worked at Central Huijin Investment Limited (“**CHI**”), a stateowned investment company established in accordance with the PRC Company Law, and served as director of China Everbright Group Limited. Mr. Li served successively as an engineer of Zhuzhou Smelter Factory of China National Nonferrous Metals Industry Corporation, deputy secretary of the Communist Youth League Committee of the Main Plant, deputy director of the Second Plant and general manager of the joint venture in Shenzhen; assistant general manager and department director of Shenzhen Science and Industry Park Corporation Joint Venture Shenzhen (Moscow); deputy general manager of the

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED
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Investment Banking Department of Guosen Securities Company Limited; chairman of the board of directors, secretary of CPC Committee and president of Founder Securities Limited; vice president of Huaxi Securities Company Limited and president and deputy CPC committee secretary of China Lion Securities Company Limited; designated director of CHI (serving at China Investment Securities Company Limited); vice chairman of the board of directors of China Securities Co., Ltd.; chief head of the First Division of Equity Management of Securities Institutions of Securities Institution Management Department/Insurance Institution Management Department of CHI. Mr. Li holds a Master's degree of EMBA from Peking University. He also obtained an external degree of DBA in Finance from California American University.

Save as disclosed above, Mr. Li did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, Mr. Li does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Further, as at the Latest Practicable Date, Mr. Li does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Pursuant to a letter of appointment signed by the Company and Mr. Li, Mr. Li's term of services with the Company is fixed at three years unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Mr. Li is subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Li will be entitled to a fixed remuneration of HK\$161,000 per annum and bonus payable at the discretion of the Board at which was determined with reference to the prevailing market conditions and Mr. Li's effort and expertise. Mr. Li's remuneration and other benefits are subject to review by the Board from time to time.

Save as disclosed above, the Board is not aware of any matters relating to the re-election of Mr. Li that needs to be brought to the attention of the Shareholders, and Mr. Li confirmed that there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Huabang Financial Holdings Limited (the “**Company**”) will be held at 33rd Floor, Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, Hong Kong on Friday, 23 August 2019 at 11:00 a.m. for the following purposes:–

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 March 2019.
2. To re-elect:
 - (a) Mr. Lam Allan Loc as executive director of the Company;
 - (b) Mr. Pang Chung Fai Benny as non-executive director of the Company;
 - (c) Mr. Loo Hong Shing Vincent as independent non-executive director of the Company;
 - (d) Mr. Zhu Shouzhong as independent non-executive director of the Company;
 - (e) Mr. Li Huaqiang as independent non-executive director of the Company; and
 - (f) to authorize the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix their remuneration.
3. To re-appoint Messrs. Ernst & Young as the Company’s auditor and to authorize the Board to fix their remuneration.

As special business, to consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

4. (A) “**THAT:**
 - (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“**Shares**”), and to make or grant offers, agreements, options, warrants and other securities which would or might require the exercise of such powers, be generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options, warrants and other securities which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and its subsidiaries and/or other eligible persons of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate number of Shares in issue as at the date of this Resolution and the said approval shall be limited accordingly;
- (d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares for subscription open for a fixed period by the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of shares (subject to such exclusion 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, or the requirements of any recognized regulatory body or any stock exchange in, or in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorized;
- (b) the aggregate number of Shares to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) **“THAT:**

conditional upon Resolutions 4(A) and 4(B) being passed, the aggregate number of Shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution 4(B) shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 4(A) above.”

On behalf of the Board
Huabang Financial Holdings Limited
George Lu
Chairman and Chief Executive Officer

Hong Kong, 19 July 2019

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the executive Directors are Mr. George Lu and Mr. Lam Allan Loc; the non-executive Director is Mr. Pang Chung Fai Benny; and the independent non-executive Directors are Mr. Loo Hong Shing Vincent, Mr. Zhu Shouzhong and Mr. Li Huaqiang.

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 must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting.
- (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 Tuesday, 20 August 2019 to Friday, 23 August 2019 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 19 August 2019.