

---

**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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **HongDa Financial Holding Limited** 弘達金融控股有限公司, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.



**弘達金融控股有限公司**  
**HongDa Financial Holding Limited**

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

**(Stock Code: 1822)**

**GENERAL MANDATES TO ISSUE AND TO BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the Annual General Meeting to be held at Suite 3618, Level 36, Two Pacific Place, 88 Queensway, Hong Kong on Wednesday, 30 May 2018 at 4:00 p.m. is set out on pages N-1 to N-6 of this circular.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular for despatch to the Shareholders. Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon 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 practicable but in any event not later than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

26 April 2018



---

## DEFINITIONS

---

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Suite 3618, Level 36, Two Pacific Place, 88 Queensway, Hong Kong on Wednesday, 30 May 2018 at 4:00 p.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages N-1 to N-6 of this circular
“Articles”	the articles of association of the Company as altered from time to time
“Board”	the board of Directors
“Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Business Day”	any day on which the Stock Exchange is open for business of dealing in securities
“Buy Back Mandate”	a general and unconditional mandate to be granted to the Directors to enable them to buy back Shares, the aggregate number of which shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“BVI”	the British Virgin Islands
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Companies Law”	the Companies Law (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	HongDa Financial Holding Limited (弘達金融控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange

---

## DEFINITIONS

---

“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it in the Listing Rules. As at the Latest Practicable Date, the Controlling Shareholders of the Company are Sino Merchant, Ms. Deng Shufen, Mr. Dai Yumin and Ms. Liu Jiangyuan
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to be granted to the Directors to the effect that any Shares bought back under the Buy Back Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate
“General Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing of the ordinary resolution in relation thereto at the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China, excluding for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFC”	the Securities and Futures Commission of Hong Kong

---

## DEFINITIONS

---

“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) with a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Sino Merchant”	Sino Merchant Car Rental Limited, a company incorporated in the BVI with limited liability (the entire issued share capital of which is owned as to 60% by Ms Deng Shufen and 40% by Ms Liu Jiangyuan, being one of the Controlling Shareholders of the Company as at the Latest Practicable Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

---

## LETTER FROM THE BOARD

---



弘達金融控股有限公司

HongDa Financial Holding Limited

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

**(Stock Code: 1822)**

*Executive Directors:*

Ms. Tung Shun (*Chairman*)

Ms. Chen Xiaohang (*Chief Executive Officer*)

*Non-executive Directors:*

Mr. Li Xiaolu (*Vice-Chairman*)

Ms. Wang Li

*Independent Non-executive Directors:*

Mr. Fang Jun

Mr. Zhao Xianming

Mr. Wong Yiu Kit Ernest

*Registered office:*

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111

Cayman Islands

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

Suite 3618, Level 36,

Two Pacific Place,

88 Queensway,

Hong Kong

26 April 2018

*To the Shareholders*

Dear Sir or Madam

**GENERAL MANDATES TO ISSUE AND TO BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting to enable Shareholders to make an informed decision on whether to vote for or against those resolutions and to give you notice of the Annual General Meeting.

---

## LETTER FROM THE BOARD

---

Resolutions to be proposed at the Annual General Meeting, in addition to ordinary businesses, include (a) ordinary resolutions relating to the proposed grant of each of the General Mandate, the Buy Back Mandate and the Extension Mandate; and (b) ordinary resolutions relating to the proposed re-election of the retiring Directors.

### **GRANT OF GENERAL MANDATE, BUY BACK MANDATE AND EXTENSION MANDATE**

At the Annual General Meeting, the following ordinary resolutions, among other matters, will be proposed:

- (a) to grant to the Directors a general and unconditional mandate to allot, issue or otherwise deal with further Shares representing up to 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution. On the basis of 6,634,170,454 Shares in issue as at the Latest Practicable Date and assuming that no Shares will be issued or bought back prior to the Annual General Meeting, the maximum number of Shares which may be allotted and issued pursuant to the General Mandate will be 1,326,834,090;
- (b) to grant the Buy Back Mandate to the Directors to enable them to buy back Shares on the Stock Exchange up to a maximum of 10% of the aggregate number of Shares in issue on the date of passing of such resolution; subject to the passing of the proposed resolution granting the Buy Back Mandate to the Directors, the Company will be allowed under the Buy Back Mandate to buy back up to a maximum of 663,417,045 Shares; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares actually bought back under the Buy Back Mandate.

Subject to the approval of the above proposals by Shareholders at the Annual General Meeting, the General Mandate and the Buy Back Mandate will lapse on the earliest of (i) the date of the next annual general meeting, or (ii) the date by which the next annual general meeting of the Company is required to be held by law and/or the Articles, or (iii) the date on which such authority given to the Directors thereunder is revoked or varied by ordinary resolution of the Company in general meeting.

---

## LETTER FROM THE BOARD

---

The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the proposed resolution to grant to the Directors the Buy Back Mandate is set out in Appendix I to this circular. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

The Directors wish to state that they have no immediate plans to buy back any Shares or to allot and issue any new Shares, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the existing share option scheme of the Company.

### RE-ELECTION OF DIRECTORS

The Board currently comprises seven Directors, namely, Ms. Tung Shun, Ms. Chen Xiaohang, Mr. Li Xiaolu, Ms. Wang Li, Mr. Fang Jun, Mr. Wong Yiu Kit, Ernest and Mr. Zhao Xianming.

Pursuant to Article 84(1) of the Articles, Mr. Fang Jun and Ms. Chen Xiaohang shall retire by rotation at the Annual General Meeting. In addition, pursuant to Article 83(3), Ms. Tung Shun, Mr. Li Xiaolu and Ms. Wang Li shall hold office until the Annual General Meeting. All of above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The re-election of Directors has been reviewed by the Nomination Committee which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the Annual General Meeting. The Nomination Committee has also assessed the independence of all Independent Non-executive Directors ("INEDs") of the Company including the INEDs to be re-elected at the Annual General Meeting. All the INEDs of the Company satisfy the independence guidelines set out in Rule 3.13 of the Listing Rules.

The biographical and other details of each of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### ACTIONS TO BE TAKEN

Set out on pages N-1 to N-6 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the granting of the General Mandate, the Buy Back Mandate and the Extension Mandate; and



---

## LETTER FROM THE BOARD

---

(b) the re-election of retiring Directors.

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 websites of Hong Kong Exchange and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.hongdabin.com>). Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Branch Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and Articles, any vote of shareholders at the Annual General Meeting must be taken by poll 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 matter to be voted on by a show of hands. Procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular to members; and (ii) which relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their views. Accordingly, all resolutions proposed at the Annual General Meeting will be taken by poll.

After the conclusion of the Annual General Meeting, the results of the poll will be released on the websites of the Hong Kong Exchange and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.hongdabin.com>).

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 25 May 2018 to Wednesday, 30 May 2018 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Branch Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4: 30 p.m. on Thursday, 24 May 2018.

---

## LETTER FROM THE BOARD

---

### RECOMMENDATIONS

The Directors consider that the proposals regarding (a) the granting of the General Mandate, the Buy Back Mandate and the Extension Mandate; and (b) the re-election of the Directors as set out in Appendix II to this circular are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the Annual General Meeting.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

### 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.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
By order of the Board  
**HongDa Financial Holding Limited**  
**Chen Xiaohang**  
*Executive Director & CEO*

*This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Buy-back Mandate to the Directors.*

## **1. LISTING RULES RELATING TO THE BUY BACK OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy back of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 6,634,170,454 Shares in issue.

Subject to the passing of the proposed resolution granting the Buy Back Mandate and on the basis that no new Shares are issued and no Shares are bought back for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Buy Back Mandate to buy back up to a maximum of 663,417,045 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

## **3. REASONS FOR THE BUY-BACK**

The Directors believe that the Buy Back Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Such buy back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy back will benefit the Company and the Shareholders as a whole.

**4. FUNDING OF BUY BACK**

In making buy-backs, the Company may only apply funds legally available for such purposes in accordance with the Articles and the laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share buy back may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The premium payable on buy back may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the Company's share premium before the Shares are bought back. In accordance with the laws of the Cayman Islands, the Shares so bought back would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

**5. MATERIAL ADVERSE IMPACT IN THE EVENT OF BUY BACK IN FULL**

Taking into account the current working capital position of the Group, the Directors consider that, if the Buy Back Mandate were to be carried out in full at any time during the proposed buy back period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2017, being the date of on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Buy Back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**6.     SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date were as follows:

	<b>Highest</b>	Lowest
	<i>HK\$</i>	<i>HK\$</i>
<b>2017</b>		
April	<b>0.295</b>	0.249
May	<b>0.330</b>	0.255
June	<b>0.270</b>	0.233
July	<b>0.275</b>	0.202
August	<b>0.325</b>	0.223
September	<b>0.325</b>	0.270
October	<b>0.300</b>	0.245
November	<b>0.305</b>	0.246
December	<b>0.320</b>	0.235
<b>2018</b>		
January	<b>0.305</b>	0.235
February	<b>0.242</b>	0.211
March	<b>0.229</b>	0.176
April ( <i>up to the Latest Practicable Date</i> )	<b>0.320</b>	0.175

**7.     UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make buy back under the Buy Back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and in accordance with the regulations set out in the memorandum and articles of association of the Company.

**8. CORE CONNECTED PERSON**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company under the Buy Back Mandate if the same is approved by the Shareholders at the Annual General Meeting.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the grant of the Buy Back Mandate is approved by the Shareholders at the Annual General Meeting.

**9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to buy back securities pursuant to the Buy Back Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) 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, the Controlling Shareholders of the Company are Sino Merchant, Ms. Deng Shufen, Mr. Dai Yumin, Ms. Liu Jianguyan and their respective interests or deemed interests in the issued Shares are set out below:

Name	Capacity	Number of issued Shares	Approximate percentage of existing shareholding (Note 2)	Approximate percentage of shareholding if the Buy Back Mandate is exercised in full (Note 3)
Sino Merchant	Beneficial owner (Note 1)	3,499,233,889	52.75%	58.61%
Deng Shufen	Interests in controlled corporation (Note 1)	3,499,233,889	52.75%	58.61%
Dai Yumin	Interests of spouse (Note 1)	3,499,233,889	52.75%	58.61%
Liu Jianguyan	Interests in controlled corporation (Note 1)	3,499,233,889	52.75%	58.61%

Notes:

- (1) The issued Shares are registered in the name of Sino Merchant. The entire issued share capital of Sino Merchant is owned as to 60% by Ms. Deng Shufen and 40% by Ms. Liu Jianguyan. Each of Ms. Deng Shufen and Ms. Liu Jianguyan is deemed or taken to be interested in all the Shares in which Sino Merchant is interested by virtue of the SFO. As Mr. Dai Yumin is the spouse of Ms. Deng Shufen, he is deemed or taken to be interested in the Shares which Ms. Deng Shufen is deemed or taken to be interested in for the purposes of the SFO.
- (2) The percentage of shareholding is calculated on the basis of 6,634,170,454 Shares in issue as at the Latest Practicable Date.
- (3) The percentage of shareholding is calculated on the basis of 5,970,753,409 Shares (on the basis of 6,634,170,454 Shares in issue as at the Latest Practicable Date and assuming the Buyback Mandate was exercised in full).

In the event that the Directors exercise in full the Buy Back Mandate which is to be approved by the Shareholders, in the opinion of the Directors, the increase in shareholding in the Company of the Controlling Shareholders would not give rise to an obligation on their part to make a mandatory offer under the Takeovers Code.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of buy-back, the exercise of the Buy-back Mandate, whether in whole or in part, would not result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules.

The Directors have no intention to exercise the Buy Back Mandate to such an extent as would result in (i) any obligation of the Controlling Shareholders together with parties acting in concert (as defined in the Takeovers Code) with them to make a mandatory offer under the Takeovers Code or (ii) the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

#### **10. SHARE BUY BACK MADE BY THE COMPANY**

The Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise) within the six months immediately preceding the Latest Practicable Date.



Set out below are the biographical and other details of the retiring Directors, who being eligible, will offer themselves for re-election at the Annual General Meeting.

**Ms. Tung Shun (“Ms. Tung”)**, aged 50, has been appointed as a non-executive Director and the Chairman of the Board since 12 February 2018 and been re-designated as an executive Director and the Chairman of the Board since 13 April 2018. Ms. Tung holds a bachelor degree in International Taxation from the Finance Department of Dongbei University of Finance & Economics, the People’s Republic of China. Ms. Tung has more than 7 years of experience in international trade and over 21 years of experience in financial services and has senior positions in these sectors. Ms. Tung joined CMB International Capital Corporation (招銀國際金融有限公司) in May 2009 as its managing director and was appointed as a member of its Management Committee from 2013 to 2017. She was also a Responsible Officer of CMB International Securities Limited (招銀國際證券有限公司) holding license to carry out Type 1 regulated activities under the Securities and Futures Ordinance. Ms. Tung had been the Head of House Team of Guotai Junan International Holdings Limited (國泰君安國際控股有限公司) from April 2000 to May 2009.

Ms. Tung has entered into a service agreement with the Company for an initial term of three years commencing from 13 April 2018, which is renewable automatically for a successive term of three years upon each expiry, unless terminated in accordance with the terms of the service agreement. Pursuant to the service contract, Ms. Tung receives an emolument of HK\$2,000,000 per annum. Ms. Tung’s emolument was determined by the Board on the recommendation of the Remuneration Committee of the Company with reference to her qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions, and will be reviewed annually.

As at the Latest Practicable Date, Ms. Tung does not have any interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance, nor does she have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. She had not been a director in any listed public companies in Hong Kong or overseas in the past three years. She has not held any other position in the Group. Save as disclosed above, there are no other matters relating to the reelection of Ms. Tung that need to be brought to the attention of the shareholders of the Company, nor is there any information in respect of Ms. Tung which is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Li Xiaolu (“Mr. Li”)**, aged 60, has been appointed as a non-executive Director and the Vice-Chairman of the Board since 19 April 2018. He studied at Cleveland Institute of Music from 1983 to 1986. Mr. Li was director of orchestra of North Carolina State University from 1986 to 1992; music director and conductor of Acadiana Symphony and University of Louisiana Lafayette Symphony from 1992 to 2002; and chief conductor of China National Symphony and Tianjin Symphony from 2002 to 2006. Mr. Li is the President and CEO of Louisiana China Business Alliance and Senior Vice President of Triton International Resources LLC. He is also the chairman of the board of HuaGuang Energy Ltd.

Apart from being an accomplished symphony conductor, Mr. Li is also an educator, a businessman and a philanthropist. Mr. Li has served as consultant and crisis manager (China Operations) for large international organizations such as Kerr-McGee, IBM, Allied-Signal, Baker-Hughes, Sohio, CitiGroup, Pfizer Corp etc. Mr. Li’s accomplishments have been widely covered by various leading international media outlets including CBS Sunday Morning News, New York Times, Wall Street Journal, Associated Press, People Daily of China, China News Service, and XinHua News Agency.

Mr. Li’s remarkable accomplishments in US-China cultural and educational exchanges have also been directly recognized by US leaders such as former Speaker of the House and Congressman Newt Gingrich, former Senator Christopher J. Dodd, former Senator John Breaux, current Senator Bill Cassidy, as well as former Governor Jodi Rell, former Governor Mike Foster and former Governor Kathleen Blanco. On December 15th of 1998 and 2007, the US Capitol flew their main flags in honor of Mr. Li and his contributions to improving US-China relations. With his current formal representation for more than 10 international companies, Mr. Li specializes in business development, negotiations, crisis management, and creative solutions.

Mr. Li will enter into a service agreement with the Company for an initial term of three years commencing from 19 April 2018, which is renewable automatically for a successive term of three years upon each expiry, unless terminated in accordance with the terms of the service agreement. Pursuant to the service agreement, Mr. Li will receive an emolument of HK\$960,000 per annum. Mr. Li’s emolument was determined by the Board on the recommendation of the Remuneration Committee of the Company with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions, and will be reviewed annually.

As at the Latest Practicable Date, Mr. Li does not have any interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance, nor does he have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. He had not been a director in any listed public companies in Hong Kong or overseas in the past three years. He has not held any other position in the Group.

Save as disclosed above, there are no other matters relating to the reelection of Mr. Li that need to be brought to the attention of the shareholders of the Company, nor is there any information in respect of Mr. Li which is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Ms. Wang Li (“Ms. Wang”)**, aged 42, has been appointed as a non-executive Director since 25 September 2017. Ms. Wang holds a bachelor degree in music from Qufu Normal University, Shandong. Ms. Wang is a senior media practitioner and winner of the national Gold Microphone Award\* (金話筒獎), and had served as a producer and senior management for several television broadcasting corporations in the People’s Republic of China. Ms. Wang had participated in and hosted a large number of theme activities live broadcast and is a frequent winner of nation-wise awards such as the Star Award\* (星光獎), the top TV art award in China. She has more than 20 years of experience in full range media operations as well as brand building and strategic promotion. Ms. Wang is the deputy secretary general of Shandong Hongkong Overseas Investment and Financing Association Limited.

Ms. Wang has entered into a service contract with the Company for an initial term of three years commencing from 25 September 2017, renewable automatically for a successive term of three years upon each expiry, unless terminated in accordance with the terms of the service agreement. Pursuant to the service contract, Ms. Wang receives an emolument of HK\$960,000 per annum. Ms. Wang’s emolument was determined by the Board on the recommendation of the Remuneration Committee of the Company with reference to her qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions, and will be reviewed annually.

As at the Latest Practicable Date, Ms. Wang does not have any interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance, nor does she have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. She had not been a director in any listed public companies in Hong Kong or overseas in the past three years. She has not held any other position in the Group. Save as disclosed above, there are no other matters relating to the reelection of Ms. Wang that need to be brought to the attention of the Shareholders of the Company, nor is there any information in respect of Ms. Wang which is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Fang Jun (“Mr. Fang”)**, aged 55, has been appointed as an independent non-executive Director since 16 July 2014. He is also the Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. He has also served as the executive member and the executive vice-chairman of the Cross-straits Medicine Exchange Association of the National Health and Family Planning Commission of the PRC\* (中華人民共和國國家衛生和計劃生育委員會海峽兩岸醫藥衛生交流協會), the executive member and the vice-chairman of China Sexology Association (中國性學會), the publisher and the executive chief editor of the China Sexology Journal\* (《中國性科學》) and the deputy head of the Sexology Research Center of Peking University Health Science Center\* (北京大學醫學部性學研究中心). Mr. Fang also assumed various positions such as the executive member and the secretary general of Wu Jieping Medical Foundation (吳階平醫學基金會). He graduated from Peking University Health Science Center with a master degree of Social Medicine and Health Service Management and a doctor degree of Epidemiology and Health Statistics.

Mr. Fang has entered into an appointment letter with the Company for an initial term of three years commencing from 16 July 2014, renewable automatically for a successive term of three years upon each expiry, unless terminated in accordance with the terms of the appointment letter. Pursuant to the service contract, Mr. Fang receives an emolument of HK\$120,000 per annum. Mr. Fang’s emolument was determined by the Board on the recommendation of the Remuneration Committee of the Company with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions, and will be reviewed annually.

\* *English translation for identification purpose only*

As at the Latest Practicable Date, Mr. Fang does not have any interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance, nor does he have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. He had not been a director in any listed public companies in Hong Kong or overseas in the past three years. He has not held any other position in the Group. Save as disclosed above, there are no other matters relating to the reelection of Mr. Fang that need to be brought to the attention of the Shareholders of the Company, nor is there any information in respect of Mr. Fang which is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Ms. Chen Xiaohang (“Ms. Chen”)**, aged 32, has been appointed as the Chief Executive Officer of the Company since 16 August 2016 and has been further appointed as an Executive Director of the Company since 19 April 2017. She holds a master degree in Business Administration from the Hong Kong University of Science and Technology, a master degree in Global Communications from the Chinese University of Hong Kong and dual bachelor degrees in Broadcasting Journalism and Marketing from Wuhan University. Ms. Chen had worked in iPR Ogilvy, responsible for IPO public relations projects and investor relations and media relations concerning listed enterprises in Hong Kong. Thereafter she joined NCF Media group as acted as its co-chief executive officer.

Ms. Chen has entered into a service agreement with the Company for an initial term of three years commencing from 19 April 2017, renewable automatically for a successive term of three years upon expiry of the then current term of her appointment, unless terminated in accordance with the terms of the service agreement. Pursuant to a supplemental service agreement, Ms. Chen receives an emolument of HK\$2,000,000 per annum and any such other benefits as may be determined by, and at the discretion of, the Board from time to time. Ms. Chen’s emolument was determined by the Board on the recommendation of the remuneration committee of the Company with reference to her qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions, and will be reviewed annually.

As at the Latest Practicable Date, Ms. Chen does not have any interests in the Shares of the Company which is required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance, nor does she have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. She had not been a director in any listed public companies in Hong Kong or overseas in the past three years.

Save as disclosed above and being director of some subsidiaries of the Company, she did not hold any other position in the Group. Save as disclosed above, there are no other matters relating to the reelection of Ms. Chen that need to be brought to the attention of the Shareholders of the Company, nor is there any information in respect of Ms. Chen which is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



# 弘達金融控股有限公司 HongDa Financial Holding Limited

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

**(Stock Code: 1822)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of HongDa Financial Holding Limited (the “**Company**”) will be held at Suite 3618, Level 36, Two Pacific Place, 88 Queensway, Hong Kong on Wednesday, 30 May 2018 at 4:00 p.m. to consider and, if thought fit, transact the following businesses:

### ORDINARY BUSINESS

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the auditors (the “**Auditors**”) of the Company for the year ended 31 December 2017.
2. To consider the re-election of the following Directors, each as a separate resolution:
  - (a) Ms. Tung Shun;
  - (b) Mr. Li Xiaolu;
  - (c) Ms. Wang Li;
  - (d) Mr. Fang Jun; and
  - (e) Ms. Chen Xiaohang

and to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.

3. To consider the re-appointment of Ernst & Young as the Auditors for the year ending 31 December 2018 and to authorise the Board to fix the remuneration of the Auditors.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

### SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without amendments, each of the following resolutions as an Ordinary Resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares in the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
  - (ii) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;
  - (iii) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles**”) of the Company and other relevant regulations in force from time to time; or



---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the aggregate number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of 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 or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy-back the shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of 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 date of 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 or any other applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the directors (the “**Directors**”) of the Company to allot, issue and deal with the unissued shares in the Company pursuant to resolution numbered 4 above be and it is hereby extended by the addition to the aggregate number of shares in the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Director pursuant to or in accordance with such general mandate of an amount representing the aggregate number of shares in the Company bought back by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.

Yours faithfully  
By order of the Board  
**HongDa Financial Holding Limited**  
**Chen Xiaohang**  
*Executive Director and CEO*

Hong Kong, 26 April 2018

*Registered office:*  
Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman  
KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
Suite 3618, Level 36,  
Two Pacific Place,  
88 Queensway, Hong Kong

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead. A member who is the holder of two or more shares (the “**Shares**”) in the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Annual General Meeting. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Annual General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (the “**Branch Share Registrar**”) of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Annual General Meeting (or any adjournment thereof).
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Annual General Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In relation to resolutions numbered 4 and 6 above, approval is being sought from the members of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued upon exercise of the subscription rights attached to the options granted under the share option scheme of the Company or any scrip dividend scheme which may be approved by the members of the Company.
6. In relation to resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to buy-back Shares in circumstances which they deem appropriate for the benefit of the members of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of which this notice forms part.
7. For the purpose of determining Shareholders’ entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 25 May 2018 to Wednesday, 30 May 2018 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Branch Share Registrar not later than 4:30 p.m. on Thursday, 24 May 2018.

*As at the date of this announcement, the Board comprises Ms. Tung Shun (Chairman) and Ms. Chen Xiaohang (CEO) as executive directors; Mr. Li Xiaolu (Vice-Chairman) and Ms. Wang Li as non-executive directors; and Mr. Fang Jun, Mr. Wong Yiu Kit, Ernest and Mr. Zhao Xianming as independent non-executive directors.*