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

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

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**(1) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;
(2) PROPOSED APPOINTMENT OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of KVB Kunlun Financial Group Limited (the “Company”) to be held on Thursday, 27 June 2019 at 10:30 a.m. (Hong Kong time) at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, is set out on pages 13 to 17 of this circular.

A form of proxy is also enclosed. Whether or not you intend to attend and vote at the annual general meeting of the Company, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the annual general meeting of the Company or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting of the Company, or any adjourned meeting thereof (as the case may be), should you so wish. In such event, the form of proxy shall be deemed to be revoked.

27 May 2019

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DEFINITIONS

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

“2018 Annual Report”	the annual report of the Company for the financial year ended 31 December 2018
“AGM”	the annual general meeting of the Company to be held on Thursday, 27 June 2019, at 10:30 a.m. (Hong Kong time) at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, the notice of which is set out on pages 13 to 17 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	KVB Kunlun Financial Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of Stock Exchange
“Directors”	the directors of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot and issue Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	23 May 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of AGM”	the notice of the AGM as set out on pages 13 to 17 of this circular
“PRC”	the People’s Republic of China
“Registrar”	Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong
“Remuneration Committee”	the remuneration committee by the Company
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



KVB Kunlun

KVB KUNLUN FINANCIAL GROUP LIMITED

昆侖國際金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6877)

Executive Directors:

Mr. Liu Stefan (*Chief Executive Officer*)

Mr. Huang Songyuan

Mr. Wong Yiu Kit, Ernest

Non-executive Directors:

Mr. Stephen Gregory McCoy

Mr. Li Jiong

Mr. Xu Jianqiang

Independent Non-executive Directors:

Ms. Zhao Guixin

Mr. Cornelis Jacobus Keyser

Mr. Lin Wenhui

Registered Office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

***Head Office and Principal Place
of Business:***

Suites 7501 & 7508, 75/F,

International Commerce Centre,

1 Austin Road West, Kowloon,

Hong Kong

27 May 2019

To the Shareholders:

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;**

**(2) PROPOSED APPOINTMENT OF DIRECTORS;
AND**

(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to, among other things, (a) grant to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (b) proposed appointment of Directors.

LETTER FROM THE BOARD

REFRESHMENT OF THE GENERAL MANDATES

On 21 May 2018, resolutions were passed by the then Shareholders granting general mandates to the Directors to exercise the powers of the Company: (i) to issue new shares of the Company; (ii) to repurchase shares of the Company; and (iii) to extend the general mandate granted to the Director to issue shares by the nominal amount of shares repurchased. The above mentioned mandates will lapse at the conclusion of the AGM.

To facilitate future allotment and issue of shares by the Directors on behalf of the Company, it is proposed that at the AGM, separate ordinary resolutions will be proposed to the Shareholders to consider and, if thought fit, to grant to the Directors (i) the Issue Mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of such resolution; (ii) the Repurchase Mandate to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of such resolution; and (iii) the Extension Mandate to extend the Issue Mandate by the amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate.

The relevant resolutions are set out as resolutions numbered 13 to 17 in the notice of AGM. The Issue Mandate, Repurchase Mandate and Extension Mandate, if granted at the AGM, will be valid up to (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the laws of the Cayman Islands or any other applicable laws to be held; or (iii) the passing of an ordinary resolution by the members of the Company in general meeting revoking or varying the authority given to the Directors by this resolution, whichever occurs first.

As at the Latest Practicable Date, a total of 2,033,290,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 406,658,000 Shares representing 20% of the aggregate nominal amount of the issued share capital of the Company as the date of the AGM.

EXPLANATORY STATEMENT

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions relating to the proposed Repurchase Mandate at the AGM.

LETTER FROM THE BOARD

NO RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprised three executive Directors, namely Mr. Liu Stefan, Mr. Huang Songyuan and Mr. Wong Yiu Kit, Ernest; three non-executive Directors, namely Mr. Stephen Gregory McCoy, Mr. Li Jiong and Mr. Xu Jianqiang; and three independent non-executive Directors, namely Ms. Zhao Guixin, Mr. Cornelis Jacobus Keyser and Mr. Lin Wenhui.

Mr. Cornelis Jacobus Keyser will retire on his own accord after the conclusion of the AGM and will not offer himself for re-election as Director at the AGM. In accordance with article 84(1) of the Articles, Ms. Zhao Guixin and Mr. Lin Wenhui will retire by rotation at the AGM and, though eligible, neither of them will offer themselves for re-election as Directors at the AGM.

PROPOSED APPOINTMENTS OF DIRECTORS

The Board proposed to appoint (a) Mr. Wu Jianfeng as an independent non-executive Director; (b) Mr. Christopher Wesley Satterfield as an independent non-executive Director; and (c) Ms. Hu Zhaoxia as an independent non-executive Director. According to the Articles, the proposed appointments are subject to the approval by the Shareholders by way of separate ordinary resolutions at the AGM.

The biographical details of the persons proposed to be appointed as Directors at the AGM are as set out in the Appendix II to this circular.

AGM

A notice of the AGM is set out on pages 13 to 17 of this circular. At the AGM, resolutions will be proposed to approve, among other things:

- (i) the proposed appointment of Directors; and
- (ii) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Registrar as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting (as the case may be) should you so wish. In such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 24 June 2019 to Thursday, 27 June 2019, both days inclusive, during the period no transfers of shares of the Company will be registered. In order to qualify for attending and voting at the 2019 Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Registrar for registration by no later than 4:00 p.m. (Hong Kong time) on Friday, 21 June 2019.

RECOMMENDATIONS

The Directors believe that the resolutions proposed in the Notice of AGM, including, among others, the granting of the Issue Mandate, the Repurchase Mandate and Extension Mandate and the proposed appointment of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Director recommend you to vote in favour of the relevant resolutions as set out in the notice of AGM.

GENERAL INFORMATION

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

Yours faithfully,
By order of the Board of
KVB Kunlun Financial Group Limited
Liu Stefan
Executive Director

This explanatory statement contains the information required pursuant to Rule 10.06(1)(b) of the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, there were 2,033,290,000 Shares in issue. Assuming that no further Shares will be issued or repurchased before the date of the AGM, exercise in full of the Repurchase Mandate could result in up to 203,329,000 Shares being repurchased by the Company during the period in which the Repurchase Mandate remains in force.

The Repurchase Mandate, if granted at the AGM, will be valid up to (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 laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. SOURCE OF FUNDING

In repurchasing Shares, the Company may only apply funds legally available for such purpose, in accordance with its Articles and the laws of Cayman Islands, including funds from the Company's available cash flow or working capital facilities. The Company may not repurchase its own securities on the main board of Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements of the Group for the year ended 31 December 2018 contained in 2018 Annual Report) in the event that the proposed repurchases in the Repurchase Mandate were to be exercised in full at any time during the proposed purchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

5. DIRECTORS' UNDERTAKING

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

As at the Latest Practicable Date and to the best of the knowledge of the Directors who have made all reasonable enquiries, none of the Directors nor their respective close associates (as defined in the Listing Rules) has any present intention, in the event that the resolution relating to the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or has undertaken not to do so.

6. EFFECT OF TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights in the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the shareholder's interests, 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, so far as the Directors were aware, the Repurchase Mandate, if granted and exercised in full, would not give rise to any obligation on any existing Shareholder to make a mandatory general offer under the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such extent that may result in a public shareholding of less than 25%, the prescribed minimum percentage of the Shares in issue required by the Stock Exchange to be held by the public.

7. SHARE PRICES

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

	Highest traded price HK\$	Lowest traded price HK\$
2018		
May	0.670	0.540
June	0.570	0.400
July	0.450	0.395
August	0.445	0.355
September	0.465	0.355
October	0.420	0.305
November	0.430	0.305
December	0.400	0.320
2019		
January	0.355	0.280
February	0.380	0.295
March	0.510	0.360
April	0.520	0.400
May (up to the Latest Practicable Date)	0.460	0.375

8. REPURCHASE IN THE PAST SIX MONTHS

During the previous six months preceding the Latest Practicable Date, the Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise).

9. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders and the Company is authorised to make purchases of the Shares.

Mr. WU Jianfeng (武劍鋒先生), aged 43, graduated from Tsinghua University (清華大學) and obtained his bachelor's degree of engineering in computer science and technology in 1993 and his doctorate degree of engineering in computer system architecture in 2000. Mr. Wu served as a senior manager of information technology department, an executive manager of technology center, and as a deputy director of technology center and a director of technology development department of the Shanghai Stock Exchange from 2000 to 2014.

Subject to the approval by the Shareholders of his proposed appointment as an independent non-executive Director at the AGM, Mr. Wu will enter into a letter of appointment with the Company for a term of three years commencing from the date of his appointment. He will be subject to retirement by rotation and re-election at the annual general meetings of the Company in future in accordance with the Articles. Mr. Wu will be entitled to a director's fee of HK\$240,000 per annum, which was recommended by the Remuneration Committee and determined by the Board with the authorisation given by the Shareholders at the annual general meeting, with reference to prevailing market conditions and his roles and responsibilities in the Company.

As at the Latest Practicable Date, Mr. Wu does not have, and is not deemed to have, any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Wu does not have any relationship with any Directors, senior management or substantial or controlling Shareholders, and has not held any directorships in other listed companies in Hong Kong or overseas in the past three years.

In relation to the proposed appointment of Mr. Wu, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2) (h) to 13.51(2)(v) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders.

Mr. Christopher Wesley SATTERFIELD, aged 46, graduated from the US Navy Nuclear Field “A” School (“US Navy”) in 1992 and received his Honorable Discharge from the US Navy in 1997. Mr. Satterfield currently serves as an executive director and chief executive officer of China Post & Capital Global Asset Management Limited (“CPG”) since September 2015, and is a registered responsible officer of CPG recognized by the Securities and Futures Commission for engaging in Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities. Mr. Satterfield is a chairman of China Post Global (UK) Limited and a director of EBA Investments (Advisory) Limited and RQSI Limited (“RQSI”). He joined RQSI in September 1999, and had served as its president and chief operating officer.

Subject to the approval by the Shareholders of his proposed appointment as an independent non-executive Director at the AGM, Mr. Satterfield will enter into a letter of appointment with the Company for a term of three years commencing from the date of his appointment. He will be subject to retirement by rotation and re-election at the annual general meetings of the Company in future in accordance with the Articles. Mr. Satterfield will be entitled to a director’s fee of HK\$240,000 per annum, which was recommended by the Remuneration Committee and determined by the Board with the authorisation given by the Shareholders at the annual general meeting, with reference to prevailing market conditions and his roles and responsibilities in the Company.

As at the Latest Practicable Date, Mr. Satterfield does not have, and is not deemed to have, any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Satterfield does not have any relationship with any Directors, senior management or substantial or controlling Shareholders, and has not held any directorships in other listed companies in Hong Kong or overseas in the past three years.

In relation to the proposed appointment of Mr. Satterfield, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2) (h) to 13.51(2)(v) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders.

Ms. HU Zhaoxia (胡朝霞女士), aged 67, graduated from Tianjin University of Finance and Economics (天津財經學院) with major in Finance in 1978 and obtained her senior accountant qualification, which was granted by the committee for assessment of Bank of China in 1992.

From 2012 to September 2015, Ms. Hu served as the chief financial officer of Zanhua (China) Equipment Leasing Co., Ltd.* (贊華(中國)設備租賃有限公司). Prior to this, from October 1978 to January 2012, Ms. Hu worked as deputy director of the accounting system division, deputy general manager and director of the accounting division of the finance and accounting department of the Head Office of Bank of China; deputy manager of the accounting department and assistant general manager of Bank of China London Branch; deputy general manager of Bank of China Sydney Branch; chief financial officer of the retail banking business department of Bank of China and senior supervisor of the office of the board of supervisors of the Head Office of Bank of China.

Subject to the approval by the Shareholders of her proposed appointment as an independent non-executive Director at the AGM, Ms. Hu will enter into a letter of appointment with the Company for a term of three years commencing from the date of her appointment. She will be subject to retirement by rotation and re-election at the annual general meetings of the Company in future in accordance with the Articles. Ms. Hu will be entitled to a director's fee of HK\$240,000 per annum, which was recommended by the Remuneration Committee and determined by the Board with the authorisation given by the Shareholders at the annual general meeting, with reference to prevailing market conditions and his roles and responsibilities in the Company.

As at the Latest Practicable Date, Ms. Hu does not have, and is not deemed to have, any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Hu does not have any relationship with any Directors, senior management or substantial or controlling Shareholders, and has not held any directorships in other listed companies in Hong Kong or overseas in the past three years.

In relation to the proposed appointment of Ms. Hu, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2) (h) to 13.51(2)(v) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



KVB Kunlun

KVB KUNLUN FINANCIAL GROUP LIMITED

昆侖國際金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6877)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of KVB Kunlun Financial Group Limited (“Company”) will be held on Thursday, 27 June 2019, at 10:30 a.m. (Hong Kong time) at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the following purposes:

1. To receive and adopt the audited consolidated financial statements, directors’ report and independent auditor’s report of the Company for the year ended 31 December 2018;
2. To appoint Mr. Wu Jianfeng as an independent non-executive director of the Company.
3. To appoint Mr. Christopher Wesley Satterfield as an independent non-executive director of the Company.
4. To appoint Ms. Hu Zhaoxia as an independent non-executive director of the Company.
5. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
6. To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

By way of special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

7. **“THAT:**
 - (a) subject to paragraph (c) of this resolution below, and pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong (“Stock Exchange”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue or deal with unissued shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined in this resolution); or
 - (ii) any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries 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 a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or
 - (iv) the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which are convertible into shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) 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 of association of the Company, the laws of the Cayman Islands or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the members of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

8. **“THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to repurchase its own shares on the Stock Exchange or any other stock exchange on which shares in the capital of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be purchased by the Company on the Stock Exchange or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the authority granted to the directors of the Company pursuant to paragraph (a) of this resolution 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 of association of the Company, the laws of the Cayman Islands or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the members of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

9. “**THAT** conditional upon the passing of resolution no. 7 and resolution no. 8 above, the general mandate granted to the directors of the Company pursuant to resolution no. 8 above and for the time being in force to exercise the powers of the Company to allot, issue or deal with unissued shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power, be and is hereby extended by the aggregate nominal amount of shares in the share capital of the Company repurchased by the Company since the granting of such general mandate pursuant to the exercise by the directors of the Company of the powers of the Company to purchase such shares, provided that such amount of shares shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

Yours faithfully,
By order of the Board of
KVB Kunlun Financial Group Limited
Liu Stefan
Executive Director

Hong Kong, 27 May 2019

Registered office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Suites 7501 & 7508, 75/F,
International Commerce Centre,
1 Austin Road West, Kowloon,
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting may appoint one or more than one proxy to attend and to vote on his behalf. A proxy need not be a member of the Company.
2. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder 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 in respect of the joint holding.
3. To be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Whether or not you propose to attend the meeting in person, you are strongly urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person if you so wish. In the event that you attend the meeting after having lodged the form of proxy, it will be deemed to have been revoked.

NOTICE OF ANNUAL GENERAL MEETING

5. The register of members of the Company will be closed from Monday, 24 June 2019 to Thursday, 27 June 2019, both days inclusive, during the period no transfers of shares of the Company will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration by no later than 4:00 p.m. (Hong Kong time) on Friday, 21 June 2019.
6. In compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions to be proposed at the meeting convened by this notice will be voted on by way of poll.

As at the date of this notice, the Board comprises the following Directors:

Executive Directors:

Mr. Liu Stefan (*Chief Executive Officer*)

Mr. Huang Songyuan

Mr. Wong Yiu Kit Ernest

Non-executive Directors:

Mr. Stephen Gregory McCoy

Mr. Li Jiong

Mr. Xu Jianqiang

Independent Non-executive Directors:

Ms. Zhao Guixin

Mr. Cornelis Jacobus Keyser

Mr. Lin Wenhui