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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **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, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**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)**

**PROPOSED CHANGE OF COMPANY NAME,  
PROPOSED AMENDMENTS TO AND  
RESTATEMENT OF THE MEMORANDUM AND ARTICLES OF  
ASSOCIATION OF THE COMPANY  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an extraordinary general meeting of KVB Kunlun Financial Group Limited to be held at Suites 7501 & 7508, 75/F., International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Tuesday, 29 October 2019 at 10:30 a.m. (Hong Kong time) is set out on pages 6 to 7 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.kvblistco.com>).

Whether or not you are able to attend the extraordinary general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar and Transfer Office of the Company 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 possible but in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting (i.e. not later than 10:30 a.m. on Sunday, 27 October 2019 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the meeting if they so wish. In such event, the form of proxy shall be deemed to be revoked.

4 October 2019

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## DEFINITIONS

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

“Board”	the board of Directors;
“Company”	KVB Kunlun Financial Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“EGM”	an extraordinary general meeting of the Company to be held at Suites 7501 & 7508, 75/F., International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Tuesday, 29 October 2019 at 10:30 a.m. (Hong Kong time), to consider and, if appropriate, to approve the special resolutions contained in the notice of the meeting which is set out on pages 6 to 7 of this circular, or any adjournment thereof;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Main Board”	the Main Board operated by the Stock Exchange;
“Memorandum and Articles of Association”	the memorandum of association and the articles of association of the Company currently in force;
“Proposed Amendments and Restatement”	the proposed amendments to and restatement of the Memorandum and Articles of Association to reflect the Proposed Name Change;
“Proposed Name Change”	the proposed change of name of the Company from “KVB Kunlun Financial Group Limited 昆侖國際金融集團有限公司” to “CLSA Premium Limited”;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.



**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 Director***

Mr. Yuan Feng (*Deputy Chief Executive Officer*)

***Non-executive Directors***

Mr. Li Jiong (*Chairman*)

Mr. Stephen Gregory McCoy

Mr. Xu Jianqiang

***Independent Non-executive Directors***

Mr. Wu Jianfeng

Mr. Christopher Wesley Satterfield

Ms. Hu Zhaoxia

Mr. Jin Shaoliang

***Registered Office:***

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

***Head Office and Principal Place  
of Business in Hong Kong:***

Suites 7501 & 7508, 75/F

International Commerce Centre

1 Austin Road West, Kowloon

Hong Kong

4 October 2019

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME,  
PROPOSED AMENDMENTS TO AND  
RESTATEMENT OF THE MEMORANDUM AND ARTICLES OF  
ASSOCIATION OF THE COMPANY  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 30 September 2019 in relation to the Proposed Name Change and Proposed Amendments and Restatement. The purpose of this circular is to provide the Shareholders with information in respect of the special resolutions to be proposed at the EGM for the Proposed Name Change and Proposed Amendments and Restatement.

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## LETTER FROM THE BOARD

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### 2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “KVB Kunlun Financial Group Limited 昆侖國際金融集團有限公司” to “CLSA Premium Limited”. The stock short name of the Company will also be changed accordingly.

#### Conditions of the Proposed Name Change

The Proposed Name Change is subject to the passing of a special resolution by the Shareholders at the EGM and the approval of the Registrar of Companies in the Cayman Islands for the use by the Company of its proposed new name.

Subject to the satisfaction of all the conditions set out above, the Proposed Name Change will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. The Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) upon the Proposed Name Change becoming effective.

#### Reasons for the Proposed Name Change

The Board considers that the Proposed Name Change will better reflect that the Group is part of the substantial shareholder's group of entities, including CLSA group. The Board believes that the new name will provide the Company with a fresh corporate image and identity, which will benefit the Group's future business development and is in the interest of the Company and its Shareholders as a whole. In addition, given that there are unaffiliated entities that are using a similar name and conducting similar business as the Company, changing the name would remove any confusion that may cause to the public. The rebranding will be part of the Company's new plan and vision to better utilize and capitalize on the business know-how and potential synergies with CLSA group and its affiliates.

#### Effect of the Proposed Name Change

The Proposed Name Change will not, by itself, affect any rights of the holders of securities of the Company or the Company's daily business operation and/or its financial position. Save for the change of stock short name to be announced by the Company, the trading arrangements for the Company's Shares on the Stock Exchange will not be affected. The existing certificates of securities in issue bearing the current name of the Company will, after the Proposed Name Change becoming effective, continue to be evidence of title to such securities and continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names for trading of the Shares on the Stock Exchange will also be changed after the Proposed Name Change has become effective.

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## LETTER FROM THE BOARD

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### **3. PROPOSED AMENDMENTS TO AND RESTATEMENT OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

In view of the Proposed Name Change, the Board also proposes to amend and restate the Memorandum and Articles of Association to reflect the Proposed Name Change by replacing all references in the Memorandum and Articles of Association to the current name of the Company with “CLSA Premium Limited”.

The Proposed Amendments and Restatement are subject to the passing of a special resolution of the Company at the EGM and approval of the Proposed Name Change by the Registrar of Companies in the Cayman Islands. The Proposed Amendments and Restatement shall become effective upon the Proposed Name Change taking effect.

### **4. EGM AND PROXY ARRANGEMENT**

The EGM will be held at Suites 7501 & 7508, 75/F., International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Tuesday, 29 October 2019 at 10:30 a.m. (Hong Kong time) for the Shareholders to consider and, if thought fit, to approve the special resolutions in respect of the Proposed Name Change and the Proposed Amendments and Restatement. The notice of the EGM is set out on pages 6 to 7 of this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the proposed special resolutions will be put to vote by way of poll at the EGM. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.kvblistco.com>). Whether or not you are able to attend the EGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Branch Share Registrar and Transfer Office of the Company 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 possible but in any event not less than 48 hours before the time appointed for holding the EGM (i.e. not later than 10:30 a.m. on Sunday, 27 October 2019 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

The Company will make further announcement(s) regarding the poll results of the EGM, the effective date of the Proposed Name Change and the change of the stock short name for trading of the Shares on the Stock Exchange when appropriate.

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## LETTER FROM THE BOARD

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### 5. RECOMMENDATION

The Directors consider that the Proposed Name Change and the Proposed Amendments and Restatement are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolutions to be proposed at the EGM.

Yours faithfully,  
By order of the Board of  
**KVB Kunlun Financial Group Limited**  
**Yuan Feng**  
*Executive Director*

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## NOTICE OF EGM

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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of KVB Kunlun Financial Group Limited (the “**Company**”) will be held at Suites 7501 & 7508, 75/F., International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Tuesday, 29 October 2019 at 10:30 a.m. (Hong Kong time) to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

#### **SPECIAL RESOLUTIONS**

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands (the “**Registrar**”) being obtained, the name of the Company be and is hereby changed from “KVB Kunlun Financial Group Limited 昆侖國際金融集團有限公司” to “CLSA Premium Limited” with effect from the date on which the certificate of incorporation on change of name is issued by the Registrar (the “**Name Change**”), and any one director of the Company be and is hereby authorised to do all such acts, deeds and things and execute all documents for and on behalf of the Company as he/she considers necessary or expedient to give effect to the Name Change.”; and
2. “**THAT** conditional upon the passing of the resolution set out in item 1 of the notice convening this meeting, and the new name of the Company being approved by the Registrar, the Memorandum of Association and the Articles of Association of the Company be amended by replacing all references to the current name of the Company with “CLSA Premium Limited” to reflect the Name Change; and the amended and restated Memorandum of Association and the amended and restated Articles of Association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, be approved and adopted in substitution for and to the exclusion of the existing Memorandum of Association and the existing Articles of Association of the Company.”

By order of the Board of  
**KVB Kunlun Financial Group Limited**  
**Yuan Feng**  
*Executive Director*

Hong Kong, 4 October 2019



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## NOTICE OF EGM

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**Registered Office:**

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

**Head Office and 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 this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
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/she/it 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 of members of the Company in respect of the joint holding.
3. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Branch Share Registrar and Transfer Office of the Company 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 possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 10:30 a.m. on Sunday, 27 October 2019 (Hong Kong time)) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Thursday, 24 October 2019 to Tuesday, 29 October 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 meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Branch Share Registrar and Transfer Office of the Company 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 no later than 4:00 p.m. (Hong Kong time) on Wednesday, 23 October 2019.
5. 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.
6. References to time and dates in this notice are to Hong Kong time and dates.

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

**Executive Director**

Mr. Yuan Feng (*Deputy Chief Executive Officer*)

**Non-executive Directors**

Mr. Li Jiong (*Chairman*)  
Mr. Stephen Gregory McCoy  
Mr. Xu Jianqiang

**Independent Non-executive Directors**

Mr. Wu Jianfeng  
Mr. Christopher Wesley Satterfield  
Ms. Hu Zhaoxia  
Mr. Jin Shaoliang