
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular, together with the enclosed supplemental 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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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)

**SUPPLEMENTAL CIRCULAR
OF ANNUAL GENERAL MEETING REGARDING
PROPOSED APPOINTMENT OF THE NOMINATED DIRECTORS**

This supplemental circular should be read together with the circular of the Company dated 27 May 2019 (the “**Original Circular**”) and the notice convening the annual general meeting of the Company (the “**Original Notice**”) which scheduled to be held at 10:30 a.m. (Hong Kong time) on Thursday, 27 June 2019 at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong. A supplemental notice of the Annual General Meeting of the Company is set out on pages 8 to 9 of this supplemental circular. A supplemental form of proxy (“**Supplemental Form of Proxy**”) for use at the Annual General Meeting is enclosed with this supplemental circular. Such Supplemental Form of Proxy is also published on the respective websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.kvblastco.com>).

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 Supplemental 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 Supplemental 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 Supplemental Form of Proxy shall be deemed to be revoked.

12 June 2019

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DEFINITIONS

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

“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 supplemental notice of the annual general meeting of the Company is set out on pages 8 to 9 of this supplemental 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
“CITIC Securities Overseas Investment”	CITIC Securities Overseas Investment Company Limited, a substantial shareholder of the Company, owning as to approximately 59.03% of the issued shares of the Company as at the date of deposit of the Nomination Notice
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Yuan”	Mr. Yuan Feng
“Mr. Jin”	Mr. Jin Shaoliang
“Nominated Directors”	collectively Mr. Yuan and Mr. Jin, and each a “Nominated Director”
“Nomination Notice”	the nomination notice dated 27 May 2019 issued by CITIC Securities Overseas Investment Company Limited nominating Mr. Yuan and Mr. Jin to be elected as a Director and containing, among other information, the biographical details of Mr. Yuan and Mr. Jin
“Original Circular”	the circular of the Company dated 27 May 2019 relating to the AGM

DEFINITIONS

“Original Notice”	the notice of the Company dated 27 May 2019 relating to the AGM
“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
“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
“Supplemental Notice of AGM”	the supplemental notice of the AGM as set out on pages 8 to 9 of this supplemental circular

LETTER FROM THE BOARD



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

12 June 2019

To the Shareholders:

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
OF ANNUAL GENERAL MEETING REGARDING
PROPOSED APPOINTMENT OF THE NOMINATED DIRECTORS**

INTRODUCTION

References are made to the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the Company of the AGM dated 27 May 2019, which set out the details of the resolutions to be proposed at the AGM for Shareholders’ approval. This supplemental circular should be read in conjunction with the Original Circular and the Original Notice.

LETTER FROM THE BOARD

Subsequent to the Company's despatch of the Original Circular, the Company received the Nomination Notice. The Nomination Notice is accompanied with written notice signed by the relevant Nominated Directors confirming their willingness to be elected or appointed as a Director pursuant to article 85 of the Articles.

Pursuant to Rule 13.70 of the Listing Rules, the Company shall publish an announcement or issue a supplementary circular upon receipt of a notice from a Shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after the publication of the notice of the meeting.

The purpose of this supplemental circular is to set out the Supplemental Notice of AGM and to provide you with details regarding the resolutions mentioned below. Unless otherwise stated in this supplemental circular, there is no other change to the AGM related matters set out in the Original Circular and the Original Notice.

PROPOSED APPOINTMENT OF THE NOMINATED DIRECTORS

Pursuant to the Articles, a Shareholder is entitled to propose or nominate a person for election as a Director, by providing the Company with a notice in writing of his/her/its intention to propose such person for election as a Director and a notice in writing signed by such nominated person of his/her/its willingness to be elected as a Director, no later than seven days before the holding of a general meeting.

Pursuant to the Nomination Notice, CITIC Securities Overseas Investment nominated Mr. Yuan as an executive Director and Mr. Jin as an independent non-executive Director.

Accordingly, resolutions in relation to the appointment of the Nominated Directors as Directors will be proposed at the AGM in accordance with article 85 of the Articles.

Pursuant to Rule 13.74 of the Listing Rules, the Company shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to the Shareholders of the relevant general meeting if such election or appointment is subject to Shareholders' approval at that relevant general meeting. Details of the proposed Nominated Directors, which have been reproduced from and are solely based upon the information provided by CITIC Securities Overseas Investment as attached to the Nomination Notice, are set out in the Appendix to this supplemental circular. Shareholders should note that no detailed verification of the particulars of the proposed Directors stated in Appendix to this supplemental circular was conducted by the Board.

The proposed appointment of the Nominated Directors as Directors are subject to the approval of the Shareholders by way of ordinary resolutions at the AGM.

LETTER FROM THE BOARD

AGM

The AGM will be held as originally scheduled at 10:30 a.m. (Hong Kong time) on Thursday, 27 June 2019, at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong. A Supplemental Notice of the AGM is set out on pages 8 to 9 of this supplemental circular.

A supplemental form of proxy of the AGM (the “**Supplemental Form of Proxy**”) is enclosed with this supplemental circular. The form of proxy issued by the Company along with the Original Circular (the “**Original Form of Proxy**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Registrar.

Shareholders are entitled to appoint one or more proxies to attend the AGM, but only one of the proxies can be designated to vote at the AGM. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Form of Proxy and/or the Supplemental Form of Proxy are different and more than one of the proxies attend the AGM, only the proxy validly appointed under the Original Form of Proxy shall be designated to vote at the AGM.

Please refer to the Original Notice for details in respect of the other resolutions to be considered and approved at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members and other relevant matters.

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

APPENDIX BIOGRAPHICAL DETAILS OF THE NOMINATED DIRECTORS

The following are details of the Nominated Directors to be elected as the Directors at the AGM, i.e. Mr. Yuan and Mr. Jin, the information of which were provided to the Company by CITIC Securities Overseas Investment, and which no detailed verification of the particulars was conducted by the Board:

Mr. YUAN Feng (袁峰先生) aged 35. Mr. Yuan obtained his master's degree in world economics from University of International Relations (國際關係學院) in 2008, and has been a member of The Chinese Institute of Certified Public Accountants since 2014. Currently, Mr. Yuan is a vice president of planning and finance department of CITIC Securities Company Limited (a controlling shareholder of CITIC Securities Overseas Investment) since April 2019. Mr. Yuan previously worked as a senior accountant of finance department of CITIC Corporation Limited from February 2015 to April 2019, and as an audit manager of Deloitte Touche Tohmatsu Limited from July 2008 to July 2014.

Subject to the approval by the Shareholders of his proposed appointment as an executive Director at the AGM, Mr. Yuan will enter into a service agreement 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. Yuan 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. Yuan does not have any relationship with any Directors, senior management or substantial or controlling Shareholders, and does not hold or had 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. Yuan, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(g) 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.

APPENDIX BIOGRAPHICAL DETAILS OF THE NOMINATED DIRECTORS

Mr. JIN Shaoliang (金紹樑先生), aged 58. Mr. Jin received a master's degree in Marine Engineering and a master's degree in Economics and Management of Commercial Enterprises from the Norwegian Institute of Technology in 1984 and 1987 respectively. Mr. Jin worked in Ping An Insurance Group of China ("Ping An") from September 1992 to May 2017 and had held different positions in Ping An, namely director of international business department, general manager of Re-insurance department, deputy general manager of finance department, deputy general manager of strategy corporate department, director of the general actuary office, deputy general manager of strategic development department, investor relations officer, director of the board office and secretary of the board. From 1988 to 1992, he had worked in China Merchants Shekou Industrial Zone Nanhai Petroleum Service Company* (招商局蛇口工業區南海石油服務公司) and Esso China Limited (美國石油公司). From April 2009 to 2013, he served as a non-executive director of the Fortis Group.

Subject to the approval by the Shareholders of his proposed appointment as an independent non-executive Director at the AGM, Mr. Jin 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. Jin 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. Jin does not have any relationship with any Directors, senior management or substantial or controlling Shareholders, and does not hold or had 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. Jin, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(g) 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.

* *For identification purpose only*

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of KVB Kunlun Financial Group Limited (“**Company**”) dated 27 May 2019 (“**Original Notice**”), by which the Company convenes an annual general meeting 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 “**Meeting**” or “**AGM**”) and which set out the details of the resolutions to be proposed at the AGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that in addition to the resolutions set out in the Original Notice, the following resolutions will be considered and, if thought fit, pass the following resolution as ordinary resolutions:

Ordinary Resolutions

10. To appoint Mr. Yuan Feng as an executive director of the Company.
11. To appoint Mr. Jin Shaoliang as an independent non-executive director of the Company.

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

Hong Kong, 12 June 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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Form of proxy and/or the Supplemental Form of Proxy are different and more than one of the proxies attend the AGM, only the proxy validly appointed under the Original Form of proxy shall be designated to vote at the AGM.
2. A supplemental form of proxy (the “**Supplemental Form of Proxy**”) containing the resolutions mentioned above is enclosed with the Supplemental Circular. The form of proxy issued by the Company along with the Original Circular (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and 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, (the “**Company’s Branch Share Registrar and Transfer Office in Hong Kong**”).
3. To be valid, the Supplemental 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, 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 Supplemental Form of Proxy in accordance with the instructions printed thereon. Completion and return of the Supplemental Form of Proxy will not preclude you from attending the Meeting and voting in person if you so wish. In such event, the Supplemental Form of Proxy shall be deemed to be revoked.
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 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 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 supplemental 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