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EASY REPAY FINANCE & INVESTMENT LIMITED

易還財務投資有限公司

(Continued into Bermuda with limited liability)

(Stock code: 8079)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of Easy Repay Finance & Investment Limited (the “**Company**”) will be held at 701–702, One Lyndhurst Tower, No. 1 Lyndhurst Terrace, Central, Hong Kong at 11:00 a.m. on 19 June 2020 for the purposes of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**, subject to the consent of the Executive (or any delegate of the Executive) pursuant to Rule 25 of the Takeovers Code with respect to the Special Deal and any conditions that may be imposed thereon:

- (a) the supplemental deed dated 29 May 2020 (as amended by a waiver letter dated 29 May 2020 in relation to, among other thing, the date of the despatch of a shareholder circular and the holding of the SGM, the “**Supplemental Deed**”) entered into among Popland Investments Limited (“**Popland**”) as the borrower, Mr. Cheung Siu Fai (“**Mr. Cheung**”) as the lender, Mr. Shiu Stephen Junior, Mr. Shiu Yeuk Yuen, Able Rich Consultants Limited and Rich Treasure Group Limited which is supplemental to the Popland Loan Agreement and provides for, among other things, the settlement proposals on the amounts due and unpaid from Popland to Mr. Cheung under the Popland Loan Agreement (copy of the Supplemental Deed is marked “A” and signed by the chairman of the SGM for identification purpose and has been tabled at the SGM), and the transactions contemplated thereunder including the Special Deal, be and are hereby approved, confirmed and ratified; and

- (b) any one or more of the Director(s) be and is/are hereby authorised to do all such acts and things, to sign and execute all such further documents or agreements or deeds on behalf of the Company (including the affixation of the common seal of the Company where execution under seal is required) and to do such acts and things, to sign and execute all such further documents and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to the Special Deal and the transactions contemplated thereunder.”

On behalf of the Board
Easy Repay Finance & Investment Limited
Shiu Yeuk Yuen
Chairman

Hong Kong, 1 June 2020

Principal Place of Business:

Unit A, 8th Floor, D2 Place Two
15 Cheung Shun Street
Cheung Sha Wan, Kowloon
Hong Kong

Notes:

1. A form of proxy for use at the SGM is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the SGM convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the SGM convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the SGM, whether in person or by proxy, priority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.

7. The directors of the Company as at the date of this notice are Mr. Shiu Yeuk Yuen and Ms. Siu Yeuk Hung, Clara, being executive Directors and Mr. Lee King Fui, Mr. Siu Chi Yiu, Kenny and Mr. Ho Siu King, Stanley, being independent non-executive Directors.
8. The register of members of the Company will be closed from 16 June 2020 to 19 June 2020, both dates inclusive, during which period no transfer of shares will be registered, in order to determine the entitlement to attend and vote at the SGM. In order to be entitled to attend and vote at the SGM, unregistered holders of shares should ensure that all transfers of shares accompanied by the relevant Share certificates and properly completed transfer forms must be lodged for registration with the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 15 June 2020.

As at the date of this announcement, the board of directors of the Company comprises Mr. Shiu Yeuk Yuen and Ms. Siu Yeuk Hung, Clara as executive directors; Mr. Lee King Fui, Mr. Siu Chi Yiu, Kenny and Mr. Ho Siu King, Stanley as independent non-executive directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the website of the GEM at www.hkgem.com for at least seven days from the date of its posting and on the Company's website at www.ecrepay.com.