

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

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 (the “**Meeting**”) of Easy Repay Finance & Investment Limited (the “**Company**”) will be held at 4:00 p.m. on Tuesday, 9 May 2023 at Unit 02, 11/F, Eastmark, 21 Sheung Yuet Road, Kowloon Bay, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional subscription agreement (the “**Subscription Agreement A**”) entered into between the Company as issuer and Mr. Cheng Sai Chit Luke as subscriber dated 8 February 2023 in relation to the subscription of 43,000,000 shares (the “**Subscription Shares A**”) of the Company at a price of HK\$0.20 each (a copy of which is produced to the Meeting marked “**A**” and signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares A pursuant thereto) be and are hereby approved, confirmed and ratified;

- (b) the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate A**”) to exercise the powers of the Company to allot and issue the Subscription Shares A pursuant to the terms and conditions of the Subscription Agreement A (subject to the fulfilment of the conditions precedent set out in the Subscription Agreement A); and THAT the Subscription Shares A, when issued and fully paid, shall rank *pari passu* among themselves in all respects and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue; and THAT the Specific Mandate A is in addition to, and shall not prejudice nor revoke any general or other special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) any one Director be and is hereby authorised to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary, desirable or expedient to give effect to or in connection with the Subscription Agreement A or any transactions contemplated thereunder.”

2. “**THAT**

- (a) the conditional subscription agreement (the “**Subscription Agreement B**”) entered into between the Company as issuer and Ms. Li Yung as subscriber dated 8 February 2023 in relation to the subscription of 43,000,000 shares (the “**Subscription Shares B**”) of the Company at a price of HK\$0.20 each (a copy of which is produced to the Meeting marked “**B**” and signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares B pursuant thereto) be and are hereby approved, confirmed and ratified;
- (b) the Directors be and are hereby granted a specific mandate (the “**Specific Mandate B**”) to exercise the powers of the Company to allot and issue the Subscription Shares B pursuant to the terms and conditions of the Subscription Agreement B (subject to the fulfilment of the conditions precedent set out in the Subscription Agreement B); and THAT the Subscription Shares B, when issued and fully paid, shall rank *pari passu* among themselves in all respects and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue; and THAT the Specific Mandate B is in addition to, and shall not prejudice nor revoke any general or other special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and

- (c) any one Director be and is hereby authorised to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary, desirable or expedient to give effect to or in connection with the Subscription Agreement B or any transactions contemplated thereunder.”

By order of the Board
EASY REPAY FINANCE & INVESTMENT LIMITED
Chan Yan Tak
Chairman and Executive Director

Hong Kong, 19 April 2023

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

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

Unit 02, 11/F, Eastmark
21 Sheung Yuet Road
Kowloon Bay, Kowloon
Hong Kong

Notes:

1. Any shareholder (the “**Shareholder(s)**”) of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. 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. A proxy need not be a Shareholder of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. 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 or authority, shall be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than Sunday, 7 May 2023 at 4:00 p.m. (Hong Kong time).
4. The register of members of the Company will be closed from Thursday, 4 May 2023 to Tuesday, 9 May 2023, both dates inclusive, during which period no transfer of shares will be registered, for the purpose of ascertaining Shareholders’ entitlement to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 3 May 2023.

5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
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 Meeting, 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. Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the Meeting if the Shareholder so wish and in such event, the form of proxy shall be deemed to be revoked.
8. The Directors as at the date of this notice are Mr. Chan Yan Tak, Mr. Lim Ming Shing Tony, Ms. Siu Yeuk Hung, Clara and Mr. Law Ka Kei as the executive Directors, Mr. Lee King Fui, Mr. Joseph Rodrick Law, Mr. To Kwan and Ms. Ho Sau Ping Pia as the independent non-executive Directors.