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# KOALA Financial Group Limited

## 樹熊金融集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8226)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of KOALA Financial Group Limited (the “**Company**”) will be held at Units 01-02, 13th Floor, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on Monday, 11 July 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

#### **ORDINARY RESOLUTION**

1. “**THAT**

- (a) subject to and conditional upon fulfillment of the conditions of the Underwriting Agreement (as defined below), the Rights Issue (as defined below) and the transactions contemplated thereunder be and are hereby approved;
- (b) the underwriting agreement in respect of the Rights Issue (as defined below) dated 12 May 2022 and made between the Company and Supreme China Securities Limited (the “**Underwriting Agreement**”) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) subject to the fulfillment of the conditions set out in the Underwriting Agreement, the allotment and issue of up to 278,335,994 rights shares (the “**Rights Shares**”) in the share capital of the Company pursuant to an offer by way of rights issue (the “**Rights Issue**”) to the shareholders of the Company (the “**Shareholders**”) at the subscription price of HK\$0.3 per Rights Share on the basis of two (2) Rights Shares for every one (1) existing Share held by the Shareholders whose names appeared on the register of members of the

Company on Thursday, 21 July 2022 (the “**Record Date**”) as described in further details in a circular issued by the Company dated 23 June 2022 and on and subject to such terms and conditions as may be determined by the directors (the “**Director(s)**”) of the Company, be and is hereby approved, confirmed and ratified;

- (d) the Directors be and are hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to any Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong, and to do all such acts and things as they consider necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution; and
- (e) the Directors be and hereby authorised to do all acts and things in connection with the allotment and issue of the Rights Shares, the implementation of the Rights Issue and the Underwriting Agreement, the exercise or enforcement of any of the Company’s rights under the Underwriting Agreement.”

By order of the board of  
Directors  
**KOALA Financial Group  
Limited**  
**Kwan Kar Ching**  
*Chairlady*

Hong Kong, 23 June 2022

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

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

Units 01-02, 13th Floor  
Everbright Centre  
108 Gloucester Road  
Wan Chai, Hong Kong

As at the date of this notice, the directors of the Company are as follows:

Ms. Kwan Kar Ching (*Executive Director*)

Ms. Hsin Yi-Chin (*Executive Director*)

Mr. Hung Cho Sing (*Independent Non-executive Director*)

Mr. Luk Kin Ting (*Independent Non-executive Director*)

Mr. Ng Wah Leung (*Independent Non-executive Director*)

*Notes:*

1. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A proxy need not be a Shareholder.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company's branch share registrar 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 not less than 48 hours before the time appointed for holding the EGM.
3. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and voting in person at the EGM or any adjournment thereof if he/she/it so desires. If a member of the Company attends the EGM after having deposited the form of proxy, his/her/its form of proxy will be deemed revoked.
4. Where there are joint registered holders of any share of the Company, any one of such persons may vote at any meeting, either personally 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 personally or by proxy, then one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holder stand on the register in respect of the relevant joint holding.
5. For determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 5 July 2022 to Monday, 11 July 2022 (both days inclusive) during which period no transfer of the shares of the Company will be registered. In order to qualify for entitlement to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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. on Monday, 4 July 2022.
6. As at the date of this notice, the executive Directors are Ms. Kwan Kar Ching and Ms. Hsin Yi-Chin; and the independent non-executive Directors are Mr. Hung Cho Sing, Mr. Luk Kin Ting and Mr. Ng Wah Leung.
7. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at [www.koala8226.com.hk](http://www.koala8226.com.hk) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.

## **PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING**

In light of the recent ongoing spread of 2019 Novel Coronavirus (COVID-19), the Company will implement the following precautionary measures at the EGM in order to protect the health and safety of all participants including the Shareholders, their proxies and other personnel (the “**Participants**”) in the EGM, including:

1. All the Participants will subject to compulsory body temperature checks;
2. All the Participants will be requested of wearing of surgical face masks throughout the EGM. Any person who does not comply with this requirement may be denied entry into the EGM venue and be asked to leave the EGM venue. A safe distance between seats are also recommended;
3. All Participants in the EGM shall use sanitiser to sanitise their hands at least once when they enter into the EGM venue, and when they leave after the EGM;
4. No beverage and refreshment will be served either during or after the EGM to avoid close contacts of the Participants during their attendance; and
5. Other safety measures as appropriate.

Shareholders are reminded that any person who is subject to any Hong Kong Government prescribed quarantine, with fever or respiratory symptoms, a body temperature over 37.5 degree Celsius or without wearing a surgical face mask will not be given access to the venue of the EGM, which also means that you will not be allowed to enter the venue and attend the EGM.

The Company strongly recommends Shareholders that they may appoint the chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM as an alternative to attending the EGM in person. Shareholders who choose to do so should take action as soon as possible to ensure the proxy instructions reach the Company’s Hong Kong branch share registrar not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjourned meeting thereof.

If Shareholders have any questions relating to the EGM, please contact Union Registrars Limited, the Company’s Hong Kong branch share registrar and transfer office as follows:

Address:

Suites 3301-04, 33/F., Two Chinachem Exchange Square,  
338 King’s Road, North Point, Hong Kong  
Telephone: (852) 2849 3399  
Fax: (852) 2849 3319