

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 its 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.



Astrum Financial Holdings Limited

阿仕特朗金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8333)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Astrum Financial Holdings Limited (the “**Company**”) will be held at Room 2704, 27/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong on Thursday, 23 September 2021 at 11:00 a.m., 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 sale and purchase agreement dated 6 July 2021 (as amended and supplemented by the supplemental agreement dated 15 July 2021) (the “**Sale and Purchase Agreement**”) and entered into amongst RaffAello Holdings Limited as vendor (the “**Vendor**”), the Company as purchaser and RS (BVI) Holdings Limited as target company (the “**Target Company**”) in relation to the proposed acquisition of 25% of the issued share capital (the “**Sale Shares**”) of the Target Company by the Company from the Vendor (the “**Acquisition**”) for a consideration of HK\$32,853,000 (the “**Consideration**”) (a copy of which has been produced to the Meeting and marked “A” and initialed by the chairman of the Meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfillment (or waiver, as the case may be) of the conditions precedent set out in the Sale and Purchase Agreement, the directors (each a “**Director**”) of the Company be and are hereby granted a specific mandate to allot and issue 233,000,000 new shares of HK\$0.01 each in the capital of the Company (the “**Consideration Share(s)**”) to the Vendor (and/or its nominee(s)), credited as fully paid, at the issue price of HK\$0.141 per Consideration Share pursuant to the terms and conditions of the Sale and Purchase Agreement; and

- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things, to sign and execute all such documents (and to affix the common seal of the Company thereon, if necessary) for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement, including but not limited to the allotment and issue of the Consideration Shares, and the transactions contemplated thereunder, and to make and agree to make such variations of the terms of the Sale and Purchase Agreement which he/she/they consider necessary, desirable or expedient.”
2. “**THAT** subject to and conditional upon the passing of the ordinary resolution numbered 1 above as set out in this notice convening the Meeting, the appointment of Mr. Tsang Kin Hung as an executive Director upon completion of the Acquisition be and is hereby approved and the board of Directors be and is hereby authorised to fix his remuneration.”

SPECIAL RESOLUTION

3. “**THAT:**
- (a) subject to and conditional upon the passing of the ordinary resolution numbered 1 above as set out in this notice convening the Meeting and the fulfillment of the other conditions precedent in relation to the proposed change of name of the Company, the existing English name of the Company be changed from “Astrum Financial Holdings Limited” to “RaffAello-Astrum Financial Holdings Limited” and the existing dual foreign name in Chinese of the Company, being “阿仕特朗金融控股有限公司” be dispensed with (the “**Change of the Company Name**”) with effect from the date on which the Registrar of Companies in the Cayman Islands issues the certificate of incorporation on change of name confirming the new name has been registered be and is hereby approved; and
- (b) any one of the Directors or officer of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he/she may consider necessary, desirable or expedient to give effect to the Change of the Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
Astrum Financial Holdings Limited
Pan Chik
Chairman and Chief Executive Officer

Hong Kong, 7 September 2021

Registered office:
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
Room 2704, 27/F
Tower 1 Admiralty Centre
18 Harcourt Road
Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the Meeting convened is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. **In order to facilitate the prevention and control of the spread of the Novel Coronavirus (COVID-19) epidemic and to safeguard the health and safety of the shareholders of the Company (“Shareholders”), the Company strongly encourages Shareholders to consider appointing the chairman of the meeting as his/her proxy to vote on the resolution as an alternative to attending in person.**
2. In case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
3. To be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (i.e. at or before 11:00 a.m. on Tuesday, 21 September 2021) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person.
4. The voting at the Meeting shall be taken by poll.
5. The register of members of the Company will be closed on Thursday, 23 September 2021 for determining Shareholders’ entitlement to attend and vote at the Meeting, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 21 September 2021.
6. If typhoon signal no. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at www.astrum-capital.com and on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com to notify the Company’s shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Directors are:

Executive Directors:

Mr. Pan Chik (*Chairman and chief executive officer*)

Mr. Kwan Chun Yee Hidulf

Independent non-executive Directors:

Mr. Sum Loong

Mr. Lee Tak Cheung Vincent

Mr. Lau Hon Kee

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the website of GEM at www.hkgem.com for at least 7 days from the date of its publication and on the website of the Company at www.astrum-capital.com.