
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional advisor.

If you have sold or transferred all your shares in Sinofortune Financial Holdings Limited (the “Company”), you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer, registered institutions in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, 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 circular.



華億金控集團有限公司
SINOFORTUNE FINANCIAL HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 08123)

**CHANGE OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company (the “EGM”) to be held at 16/F., CMA Building, 64-66 Connaught Road Central, Hong Kong on Monday, 21 September 2020 at 10:00 a.m. is set out on pages 7 to 8 of this circular.

A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.sinofortune.hk.

3 September 2020

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of extraordinary general meeting	7

DEFINITIONS

Terms or expressions used in this circular shall, unless the context otherwise requires, have the meanings ascribed to them below:

“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“CCTH”	CCTH CPA Limited
“Cheng & Cheng”	Cheng & Cheng Limited
“Company”	Sinofortune Financial Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on GEM of the Stock Exchange
“Director(s)”	the directors of the Company
“EGM”	extraordinary general meeting of the Company to be convened to approve, among other things, the Proposed Appointment of New Auditor
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Proposed Appointment of New Auditor”	the proposed appointment of CCTH as the new auditor of the Company, subject to the approval of the Shareholders at the EGM
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



華億金控集團有限公司
SINOFORTUNE FINANCIAL HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 08123)

Executive Directors:

Mr. Wang Jiawei (*Chairman and Chief Executive Officer*)
Ms. Lai Yuk Mui

Non-executive Director:

Mr. Liu Runtong

Independent Non-executive Directors:

Professor Zhang Benzhen
Mr. Li Jianxing
Professor Chen Shu Wen

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:*

16th Floor
CMA Building
No. 64-66 Connaught Road Central
Hong Kong

3 September 2020

To the Shareholders

Dear Sir or Madam,

**CHANGE OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the change of auditor of the Company and to give the information to enable Shareholders to consider and approve the ordinary resolution relating to the Proposed Appointment of New Auditor.

LETTER FROM THE BOARD

As the Proposed Appointment of New Auditor is subject to the approval of the Shareholders. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, should consult their professional advisers.

PROPOSED APPOINTMENT OF NEW AUDITOR

Reference is made to the announcement of the Company dated 25 August 2020 whereby the Board announced that Cheng & Cheng resigned as the auditor of the Company with effect from 24 August 2020. According to Cheng & Cheng's resignation letter, Cheng & Cheng decided to tender its resignation after taking into account many factors including the level of audit fees and their available internal resources in light of their current work flow and the professional risk associated with the audit. Cheng & Cheng also confirmed in its resignation letter that there are no circumstances in connection with its resignation that need to be brought to the attention of the Shareholders. The Board and the Audit Committee also confirmed that there are no disagreements or unsolved matters concerning the resignation of Cheng & Cheng that need to be brought to the attention of the Shareholders.

On 24 August 2020 Cheng & Cheng issued a clearance letter to CCTH advising them that Cheng & Cheng were not aware of any professional reason why CCTH should not accept the appointment as auditor of the Company.

According to Code Provision C3.3 of Appendix 15 to the GEM Listing Rules and the terms of reference of the Audit Committee published on 30 March 2012, the Audit Committee is responsible for performing, among others, the following duties:-

- (a) To be primarily responsible for making recommendations to the board on the appointment and removal of auditors;
- (b) To approve the remuneration and terms of engagement of the auditors; and
- (c) To raise questions of the resignation of the auditors (if any).

In respect of Cheng & Cheng's resignation and the Proposed Appointment of New Auditor, the Audit Committee has:

1. considered the reasons for Cheng & Cheng's resignation as Company's auditor and the possible impacts on auditing of Company's consolidated financial statements for the year ending 31 December 2020;
2. considered the fee quotation obtained from CCTH;
3. reviewed the credentials of CCTH, including its qualifications, experience and manpower.

LETTER FROM THE BOARD

On the basis of the above assessment and after taking into consideration, inter alia, the CCTH's fee quotation, its qualifications, experiences and manpower, the Audit Committee resolved to recommend the Board the appointment of CCTH as the new auditor of the Company to fill the casual vacancy following the resignation of Cheng & Cheng and to hold office until the conclusion of the next annual general meeting of the Company.

Pursuant to the articles of association of the Company, the appointment of auditor of the Company is subject to approval by the Shareholders at an EGM. The Board proposes to seek the approval of the Shareholders by way of an ordinary resolution at the EGM and the Proposed Appointment of New Auditor shall come into effect upon the passing of such ordinary resolution of the Shareholders at the EGM.

EGM

Set out on pages 7 to 8 is a notice convening the EGM to be held at 16th Floor, CMA Building, No. 64-66 Connaught Road Central, Hong Kong on Monday, 21 September 2020 at 10:00 a.m. at which ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Proposed Appointment of New Auditor.

A form of proxy of the EGM is enclosed with this circular. Whether or not you are able to attend and vote at the EGM, you are requested to complete and return the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the EGM will be taken by poll and an announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading or deceptive.

LETTER FROM THE BOARD

GENERAL

1. The branch share registrar and transfer office of the Company in Hong Kong is Hong Kong Registrars Limited. Their office is situated at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
2. The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The head office and principal place of business of the Company in Hong Kong is situated at 16th Floor, CMA Building, No. 64-66 Connaught Road Central, Hong Kong.
3. The English text of this circular shall prevail over the Chinese text.
4. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

RECOMMENDATION

The Board considers that the Proposed Appointment of New Auditor is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the proposed ordinary resolution at the EGM.

Yours faithfully
For and on behalf of
Sinofortune Financial Holdings Limited
Wang Jiawei
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



華億金控集團有限公司
SINOFORTUNE FINANCIAL HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 08123)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Sinofortune Financial Holdings Limited (the “Company”) will be held at 16F., CMA Building, 64-66 Connaught Road Central, Hong Kong on Monday, 21 September 2020 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company.

ORDINARY RESOLUTION

“**THAT** CCTH CPA Limited be and is hereby appointed as the auditor of the Company to fill the casual vacancy following the resignation of Cheng & Cheng Limited and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be and is hereby authorized to fix its remuneration.”

By order of the Board
Sinofortune Financial Holdings Limited
Wang Jiawei
Chairman

Hong Kong, 3 September 2020

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:*

16th Floor
CMA Building
No. 64-66 Connaught Road Central
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any shareholder entitled to attend and vote at the extraordinary general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the extraordinary general meeting (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the extraordinary general meeting and in such event, the instrument appoint a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the extraordinary general meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
5. A form of proxy for use at the extraordinary general meeting is attached herewith.
6. Any voting at the extraordinary general meeting shall be taken by poll.
7. The form of proxy shall be in writing under the hand of the appointer or 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.

As of the date of this notice, the executive directors are Mr. Wang Jiawei and Ms. Lai Yuk Mui, the non-executive director is Mr. Liu Runtong and the independent non-executive directors are Professor Zhang Benzhen, Mr. Li Jianxing and Professor Chen Shu Wen.