
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Vinco Financial Group Limited (the “Company”), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

VINCO FINANCIAL GROUP LIMITED

域高金融集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8340)

(1) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES; (2) RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF AGM

A notice convening the annual general meeting of the Company to be held at Units 502A, 503 and 503A, 5/F, Tower 2, Admiralty Centre, No. 18 Harcourt Road, Hong Kong on Friday, 6 May 2022 at 2:30 p.m. is set on pages 16 to 20 of this circular.

A form of proxy for the annual general meeting is enclosed with this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the form of proxy and return the same to 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 in accordance with the instructions printed thereon not less than 48 hours before the time appointed (i.e. 2:30 p.m. on Wednesday, 4 May 2022) for holding the annual general meeting in order to cast your vote. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing novel coronavirus (“COVID-19”) outbreak, mass gatherings would potentially impose significant risk in terms of the spread of the virus. For the safety of our Shareholders, staff and stakeholders, the Company encourages Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM, instead of attending the AGM in person, by completing and returning the form of proxy accompanying this circular in accordance with the instructions printed thereon.

Shareholders and other persons attending the AGM should note that, consistent with the government guidelines for the prevention and control of COVID-19, the Company will implement precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the AGM, including:

- (a) Compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.4 degrees Celsius will not be admitted to the venue;
- (b) Every Shareholder or proxy is required to wear surgical face mask throughout the meeting, not wearing surgical face mask will not be permitted access to the meeting venue;
- (c) No corporate gifts will be distributed;
- (d) No refreshment will be served;
- (e) Hand sanitizer will be available at the entrance of the venue; and
- (f) Other safe distancing measures as appropriate.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue, or implement other precautionary measures for the AGM in order to ensure the safety of the attendees at the AGM.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

This circular will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at <http://www.hklistco.com/8340>.

31 March 2022

**CHARACTERISTICS OF THE GEM
OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2021 Annual Report”	the audited financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2021
“AGM”	the annual general meeting of the Company to be held at Units 502A, 503 and 503A, 5/F, Tower 2, Admiralty Centre, No. 18 Harcourt Road, Hong Kong, on Friday, 6 May 2022 at 2:30 p.m.
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in the securities listed thereon
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Company”	Vinco Financial Group Limited
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
”Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administration Region of the People’s Republic of China
“Inside Information”	has the meaning ascribed to it in the SFO

DEFINITIONS

“Issue Mandate”	the issue mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant resolution for approving the issue mandate
“Latest Practicable Date”	29 March 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution approving the repurchase mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers as amended from time to time
“%”	per cent.

VINCO FINANCIAL GROUP LIMITED

域高金融集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8340)

Executive Directors:

Lee Chun Wai (*Chairman*)

Lam Yick Hing

Lee Chan Wah

Non-executive Director:

Leung Kin Cheong Laurent

Independent non-executive Directors:

Choi Tak Fai

Lee Pui Ching

Lau Mei Suet

Registered Office:

Clifton House

75 Fort Street

PO Box 1350

Grand Cayman

KY1-1108

Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

Units 502A, 503 and 503A

5/F, Tower 2, Admiralty Centre

No. 18 Harcourt Road

Hong Kong

31 March 2022

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF AGM**

INTRODUCTION

At the AGM to be held at Units 502A, 503 and 503A, 5/F, Tower 2, Admiralty Centre, No. 18 Harcourt Road, Hong Kong on Friday, 6 May 2022 at 2:30 p.m. ordinary resolutions will be proposed to approve (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the extension of the Issue Mandate; and (iv) the re-election of Directors.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the grant of the Issue Mandate; the Repurchase Mandate; the extension of the Issue Mandate and the re-election of Directors, and to give you the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. The Repurchase Mandate, if granted, shall be effective until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any applicable law of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on 640,000,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with for up to a total of 128,000,000 Shares if the Issue Mandate is granted at the AGM, which will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any applicable law of the Cayman Islands to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

EXTEND GENERAL MANDATE TO ISSUE SHARES

Subject to conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandates of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company and pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal amount of the issued share capital of the Company in issue on the date of passing the resolution for approving the Issue Mandate.

RE-ELECTION OF DIRECTORS

In accordance with article 108(a) and 108(b) of the Articles of Association, Mr. Lee Chun Wai and Mr. Lee Chan Wah shall retire from office as executive Director; Dr. Leung Kin Cheong Laurent shall retire from office as non-executive Director and Mr. Choi Tak Fai, Ms. Lee Pui Ching and Ms. Lau Mei Suet shall retire from office as independent non-executive Director by rotation and, being eligible, will offer themselves for re-election at the AGM.

Particulars relating to the Directors who offer themselves for re-election are set out in Appendix II to this circular as required to be disclosed under the GEM Listing Rules.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 16 to 20 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Repurchase Mandate and Issue Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate, and the re-election of Directors. A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at 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, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed (i.e. 2:30 p.m. on Wednesday, 4 May 2022) for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the annual general meeting or any adjournment thereof should he/she/it so wishes.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore all resolutions proposed at the AGM shall be voted by poll.

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: (i) the information contained in this document is accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement in this document misleading; and (iii) all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

RECOMMENDATION

The Directors believe that the granting of the Repurchase Mandate and the Issue Mandate, the extension of the Issue Mandate and the re-election of Directors are in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM on pages 16 to 20 of this circular.

Yours faithfully
For and on behalf of the Board
Lee Chun Wai
Chairman

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 640,000,000 fully paid Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to a maximum of 64,000,000 Shares, representing 10% of the issued Shares as at the Latest Practicable Date during the period up to (i) the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any applicable law of the Cayman Islands to be held; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

3. REASONS FOR THE REPURCHASE

The Directors have no present intention to repurchase any Share but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and Articles of Association of the Company and the GEM Listing Rules for such purpose.

5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with that as at 31 December 2021, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. SHARE PRICES

During each of the previous 12 months, the highest and lowest prices at which the Shares have been traded on the Stock Exchange were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
March	0.069	0.050
April	0.062	0.044
May	0.069	0.042
June	0.063	0.051
July	0.056	0.030
August	0.048	0.035
September	0.046	0.035
October	0.044	0.036
November	0.042	0.037
December	0.087	0.036
2022		
January	0.063	0.050
February	0.074	0.053

7. DIRECTORS AND THEIR ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and Article of Association of the Company.

9. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the following Shareholder is interested in more than 10% of the Shares then in issue:

Name of Shareholder	Number of Shares held	Approximate percentage of existing shareholding	Approximate shareholding percentage if the Repurchase Mandate is exercised in full
Lee Chun Wai	138,790,000	21.69%	24.10%

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above Shareholders would be increased to approximate the respective percentages shown in the last column of the table above.

Assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole will result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in a public shareholding of less than such prescribed minimum percentage.

10. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

The following are the particulars of the Directors proposed to be re-elected at the AGM:

(1) Mr. Lee Chun Wai

Executive Director

Mr. Lee Chun Wai (“**Mr. Lee**”), aged 37, was appointed as an executive Director on 17 May 2021. He has obtained a Bachelor’s Degree of Accounting and Finance from the University of Hertfordshire in the United Kingdom. Mr. Lee has over 15 years of experience in securities trading, marketing, asset management, finance and project investment. Mr. Lee possesses extensive knowledge in financial analysis, corporate finance, asset management and corporate governance. Shortly prior to joining the Company, Mr. Lee was a chief investment officer and responsible officer of a licensed representative of a company (the “**Firm**”), which is licensed to carry on type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO. During Mr. Lee’s service at the Firm, Mr. Lee was principally responsible for (i) advising on securities activities; (ii) providing asset management services; (iii) marketing; and (iv) formulating and executing investment projects and evaluating the performance and objectives of the investments from time to time. Mr. Lee currently serves as an independent non-executive director of Anchorstone Holdings Limited, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited (stock code: 1592).

Mr. Lee has entered into a service contract with the Company for an initial term of three years commencing from 17 May 2021 unless terminated by not less than one month’s prior notice in writing served by either party to the other. Mr. Lee is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Lee is entitled to a monthly salary of HK\$160,000, which is determined with reference to his general duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lee is beneficially interested in 138,790,000 Shares, representing approximately 21.69% of the Company’s total issued share capital.

Mr. Lee has confirmed that, as at the Latest Practicable Date and save as disclosed above, (i) he does not hold any directorships in any other publicly listed companies whether in Hong Kong or overseas in the last three years; (ii) he does not hold any other positions with the Company or any of its subsidiaries; (iii) he does not have any interests in shares of the Company within the meaning of Part XV of the SFO; (iv) he does not hold other major appointments and professional qualifications; and (v) he has no relationships with any Directors, senior management, substantial or controlling shareholder of the Company.

Save as disclosed above, Mr. Lee has confirmed that there is no other information relating to him which is required to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules. There is also no further information in relation to the re-election of Mr. Lee that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(2) Mr. Lee Chan Wah
Executive Director

Mr. Lee Chan Wah (“**Mr. Lee CW**”), aged 53, was appointed as an executive Director on 14 February 2022. He has been the company secretary and the financial controller of the Company since 31 May 2021. He obtained his Bachelor of Business Administration degree from the Hong Kong Baptist University in 1991. He has been a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants since 1996. He has over 21 years of experience in the field of auditing, accounting and finance. From March 2017 to November 2018, Mr. Lee CW served as an executive director of China Healthwise Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0348). From September 2015 to April 2020, Mr. Lee CW was the company secretary and financial controller of Global Mastermind Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8063).

Prior to Mr. Lee CW’s appointment as an executive Director, the Company has entered into an employment agreement with him to engage him as the company secretary and financial controller of the Company. Pursuant to the employment agreement, he is entitled to an annual salary of HK\$1,040,000.

In relation to Mr. Lee CW’s appointment as an executive Director, he has entered into a service contract with the Company for an initial term of three years commencing from 14 February 2022 unless terminated by not less than one month’s prior notice in writing served by either party to the other. Mr. Lee CW is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the service contract, Mr. Lee CW is entitled to a director’s fee of HK\$120,000 per annum, which has been determined with reference to his general duties and responsibilities and the prevailing market conditions.

Mr. Lee CW has confirmed that, as at the Latest Practicable Date and save as disclosed above, (i) he does not hold any directorships in any other publicly listed companies whether in Hong Kong or overseas in the last three years; (ii) he does not hold any other positions with the Company or any of its subsidiaries; (iii) he does not have any interests in shares of the Company within the meaning of Part XV of the SFO; (iv) he does not hold other major appointments and professional qualifications; and (v) he has no relationships with any Directors, senior management, substantial or controlling shareholder of the Company.

Save as disclosed above, Mr. Lee CW has confirmed that there is no other information relating to him which is required to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules. There is also no further information in relation to the re-election of Mr. Lee CW that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(3) Dr. Leung Kin Cheong Laurent

Non-executive Director

Dr. Leung Kin Cheong Laurent (“**Dr. Leung**”), aged 52, was appointed as an executive Director on 14 December 2021 and re-designated to a non-executive Director on 14 February 2022. He has over 20 years of experience in the financial services industry. Dr. Leung’s experience in the financial service industry includes, but are not limited to, employment with China Industrial Securities International Capital Limited as managing director and sponsor from October 2012 to December 2021, Guosen Securities (HK) Capital Company Limited as a managing director from August 2011 to August 2012, and with KGI Capital Asia Limited as a senior vice president in its investment banking division from June 2002 to July 2011.

Dr. Leung graduated with a bachelor of arts degree in economics from the National Chengchi University, Taiwan in June 1994. He further obtained a master of science degree in economics and finance from the University of Warwick in the United Kingdom in January 1998, and a doctor of philosophy in finance from the Shanghai University of Finance and Economics in the PRC in June 2011. He is also the honorary president of the Shanghai University of Finance and Economics Hong Kong Alumni Association and a committee member of the Hong Kong Institute of Directors.

Prior to Dr. Leung’s appointment as an executive Director, the Company has entered into an employment agreement to engage him as a director and responsible officer of a licensed corporation to conduct type 6 regulated activity (advising on corporate finance) under the Securities and Futures Ordinance (Chapter 571 of laws of Hong Kong), which is a wholly owned subsidiary of the Company, and pursuant to the employment agreement, he is entitled to an annual salary of HK\$2,470,000 after commencement of employment.

In relation to Dr. Leung’s re-designation as a non-executive Director, Dr. Leung has entered into a letter of re-designation with the Company for an initial term of three years commencing from 14 February 2022 unless terminated by not less than one month’s prior notice in writing served by either party to the other. Dr. Leung is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the service contract, Dr. Leung will not receive any director’s fee

Dr. Leung has confirmed that, as at the Latest Practicable Date and save as disclosed above, (i) he does not hold any directorships in any other publicly listed companies whether in Hong Kong or overseas in the last three years; (ii) he does not hold any other positions with the Company or any of its subsidiaries; (iii) he does not have any interests in shares of the Company within the meaning of Part XV of the

SFO; (iv) he does not hold other major appointments and professional qualifications; and (v) he has no relationships with any Directors, senior management, substantial or controlling shareholder of the Company.

Save as disclosed above, Dr. Leung has confirmed that there is no other information relating to him which is required to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules. There is also no further information in relation to the re-election of Dr. Leung that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(4) Mr. Choi Tak Fai

Independent Non-executive Director

Mr. Choi Tak Fai (“**Mr. Choi**”), aged 33, was appointed as an independent non-executive Director on 31 May 2021. He obtained his Bachelor of Science degree in Mathematics from the Chinese University of Hong Kong in July 2011. He is a licensed representative of Yuanta Securities (Hong Kong) Company Limited to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 4 (advising on securities) regulated activities under the SFO and also an associate sales director of Yuanta Securities (Hong Kong) Company Limited, mainly responsible for trading on companies listed in Hong Kong. He has over 9 years of experience in the securities brokerage and finance industry.

Mr. Choi has entered into a letter of appointment as an independent non-executive Director with the Company for an initial term of three years commencing from 31 May 2021 unless terminated by not less than one month’s prior notice in writing served by either party to the other. Mr. Choi is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Choi is entitled to a director’s fee of HK\$108,000 per annum, which has been determined with reference to his general duties and responsibilities and the prevailing market conditions.

Mr. Choi has confirmed that, as at the Latest Practicable Date and save as disclosed above, (i) he does not hold any directorships in any other publicly listed companies whether in Hong Kong or overseas in the last three years; (ii) he does not hold any other positions with the Company or any of its subsidiaries; (iii) he does not have any interests in shares of the Company within the meaning of Part XV of the SFO; (iv) he does not hold other major appointments and professional qualifications; and (v) he has no relationships with any Directors, senior management, substantial or controlling shareholder of the Company.

Save as disclosed above, Mr. Choi has confirmed that there is no other information relating to him which is required to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules. There is also no further information in relation to the re-election of Mr. Choi that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(5) Ms. Lee Pui Ching

Independent Non-executive Director

Ms. Lee Pui Ching (“**Ms. Lee**”), aged 39, was appointed as an independent non-executive Director on 14 December 2021. She has over 14 years of experience and extensive knowledge in the fields of auditing, accounting and taxation. Ms. Lee has obtained a Bachelor’s Degree of Commerce in Accounting from Curtin University of Technology in Australia in 2006. She was admitted as a Certified Public Accountant (CPA) of the Hong Kong Institute of Certified Public Accountant in May 2010 and is also a CPA of CPA Australia. From February 2006 to February 2011, she worked at the accountant firm D.P. Lau & Company, with her final position as an audit senior. Ms. Lee is currently an assistant manager of a company listed on the Main Board of the Stock Exchange, which she has joined since August 2011.

Ms. Lee has entered into a letter of appointment as an independent non-executive Director with the Company for an initial term of three years commencing from 14 December 2021 unless terminated by not less than one month’s prior notice in writing served by either party to the other. Ms. Lee is subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Lee is entitled to a director’s fee of HK\$120,000 per annum, which has been determined with reference to her general duties and responsibilities and the prevailing market conditions.

Ms. Lee has confirmed that, as at the Latest Practicable Date and save as disclosed above, (i) she does not hold any directorships in any other publicly listed companies whether in Hong Kong or overseas in the last three years; (ii) she does not hold any other positions with the Company or any of its subsidiaries; (iii) she does not have any interests in shares of the Company within the meaning of Part XV of the SFO; (iv) she does not hold other major appointments and professional qualifications; and (v) she has no relationships with any Directors, senior management, substantial or controlling shareholder of the Company.

Save as disclosed above, Ms. Lee has confirmed that there is no other information relating to her which is required to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules. There is also no further information in relation to the re-election of Ms. Lee that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(6) Ms. Lau Mei Suet

Independent Non-executive Director

Ms. Lau Mei Suet (“**Ms. Lau**”), aged 36, was appointed as an independent non-executive Director on 28 January 2022. She has over 12 years of experience and extensive knowledge in the fields of auditing, accounting and taxation. Ms. Lau has obtained a bachelor’s degree of business administration with a major in accountancy and a minor in financial services from The Hong Kong Polytechnic University in October 2009. She started to be a member of the Hong Kong Institute of Certified Public Accountants in 2014 and is currently registered as a practising member. She has been in charge of different account and audit engagements in Hong Kong. She also worked in well-known accounting firms and held senior financial position in a listed company and private sector.

Ms. Lau has entered into a letter of appointment as an independent non-executive Director with the Company for an initial term of three years commencing from 28 January 2022 unless terminated by not less than one month’s prior notice in writing served by either party to the other. Ms. Lau is subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Lau is entitled to a director’s fee of HK\$120,000 per annum, which has been determined with reference to her general duties and responsibilities and the prevailing market conditions.

Ms. Lau has confirmed that, as at the Latest Practicable Date and save as disclosed above, (i) she does not hold any directorships in any other publicly listed companies whether in Hong Kong or overseas in the last three years; (ii) she does not hold any other positions with the Company or any of its subsidiaries; (iii) she does not have any interests in shares of the Company within the meaning of Part XV of the SFO; (iv) she does not hold other major appointments and professional qualifications; and (v) she has no relationships with any Directors, senior management, substantial or controlling shareholder of the Company.

Save as disclosed above, Ms. Lau has confirmed that there is no other information relating to her which is required to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules. There is also no further information in relation to the re-election of Ms. Lau that needs to be brought to the attention of the Shareholders and the Stock Exchange.

VINCO FINANCIAL GROUP LIMITED

域高金融集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8340)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Vinco Financial Group Limited (the “**Company**”) will be held at Units 502A, 503 and 503A, 5/F, Tower 2, Admiralty Centre, No. 18 Harcourt Road, Hong Kong on Friday, 6 May 2022 at 2:30 p.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors and auditors of Company for the year ended 31 December 2021;
2.
 - (i) to re-elect Mr. Lee Chun Wai as executive Director;
 - (ii) to re-elect Mr. Lee Chan Wah as executive Director;
 - (iii) to re-elect Dr. Leung Kin Cheong Laurent as non-executive Director;
 - (iv) to re-elect Mr. Choi Tak Fai as independent non-executive Director;
 - (v) to re-elect Ms. Lee Pui Ching as independent non-executive Director; and
 - (vi) to re-elect Ms. Lau Mei Suet as independent non-executive Director;
3. to authorise the board of directors to fix the directors’ remuneration; and
4. to re-appoint the Company’s auditors and to authorise the board of directors to fix their remuneration.

To consider, as special business and, if thought fit, pass with or without amendments, the following resolution as ordinary resolutions:

ORDINARY RESOLUTIONS

5. “**THAT**”:
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company and to make or grant offers, agreements and options,

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including warrants to subscribe for shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the total number of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares, shall not exceed the aggregate of:
 - (aa) 20% of the total number of share capital of the Company in issue on the date of the passing of this Resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of share capital of the Company in issue on the date of the passing of this Resolution),

and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands (the “Companies Law”), or any other applicable law of the Cayman Islands to be held; and

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(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution;

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

6. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period of all powers of the Company to purchase the shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued share capital of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this Resolution,

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, any other applicable law of the Cayman Islands to be held; and

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(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution.”

7. “**THAT** the Directors be and are hereby authorised to exercise the authority referred to in paragraph (a) of Resolution no. 5 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such Resolution.”

By order of the Board
Vinco Financial Group Limited
Lee Chun Wai
Chairman

Hong Kong, 31 March 2022

Registered Office:

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:

Units 502A, 503 and 503A
5/F, Tower 2, Admiralty Centre
No. 18 Harcourt Road
Hong Kong

As at the date hereof, the executive Directors are Mr. Lee Chun Wai, Mr. Lam Yick Hing and Mr. Lee Chan Wah; the non-executive Director is Dr. Leung Kin Cheong Laurent; and the independent non-executive Directors are Mr. Choi Tak Fai, Ms. Lee Pui Ching and Ms. Lau Mei Suet.

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Notes:

1. Any member of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of 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 for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. The Register of Members of the Company will be closed from Tuesday, 3 May 2022 to Friday, 6 May 2022, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending the forthcoming annual general meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's Hong Kong 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 Friday, 29 April 2022.
4. In relation to proposed Resolutions nos. 5 and 7 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the shareholders of the Company.
5. In relation to proposed Resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.

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6. PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing novel coronavirus (“**COVID-19**”) outbreak, mass gatherings would potentially impose significant risk in terms of the spread of the virus. For the safety of our Shareholders, staff and stakeholders, the Company encourages Shareholders to appoint the chairman of the annual general meeting as their proxy to vote on the relevant resolutions at the annual general meeting, instead of attending the annual general meeting in person, by completing and returning the form of proxy accompanying this circular in accordance with the instructions printed thereon.

Shareholders and other persons attending the annual general meeting should note that, consistent with the government guidelines for the prevention and control of COVID-19, the Company will implement precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the annual general meeting, including:

- (a) Compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.4 degrees Celsius will not be admitted to the venue;
- (b) Every Shareholder or proxy is required to wear surgical face mask throughout the meeting, not wearing surgical face mask will not be permitted access to the meeting venue;
- (c) No corporate gifts will be distributed;
- (d) No refreshment will be served;
- (e) Hand sanitizer will be available at the entrance of the venue; and
- (f) Other safe distancing measures as appropriate.

If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre 183 Queen’s Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185