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**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 your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in CHINA CASTSON 81 FINANCE COMPANY LIMITED, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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/announcement.

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**China Castson 81 Finance Company Limited****中國鑄晨81金融有限公司***(Continued into Bermuda with limited liability)***(Stock Code: 810)****GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES;  
RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of China Castson 81 Finance Company Limited to be held at Flat 18, 9/F., Block B, Focal Industrial Centre, 21 Man Lok Street, Hungghom, Kowloon, Hong Kong on 19 June 2023 at 11:30 a.m. is set out on pages 14 to 18 of this circular.

Whether or not you propose to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of China Castson 81 Finance Company Limited in Hong Kong, Tricor Tengis Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.

The completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in persons should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

28 April 2023

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## DEFINITIONS

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

“AGM Notice”	the notice convening the Annual General Meeting as set out on pages 14 to 18 of this circular
“Auditor”	the auditor for the time being of the Company
“Annual General Meeting”	the annual general meeting of the Company to be held at Flat 18, 9/F., Block B, Focal Industrial Centre, 21 Man Lok Street, Hunghom, Kowloon, Hong Kong on 19 June 2023 at 11:30 a.m. for the purpose of considering and if thought fit, approving the resolutions proposed in this circular, or any adjournment thereof
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company as amended and restated, supplemented or modified from time to time
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda, as amended, supplemented or otherwise modified from time to time
“Company”	China Castson 81 Finance Company Limited, a company continued into Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that the aggregate number of shares of the Company repurchased under the Repurchase Mandate will be added to the total number of shares of the Company which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue and/or otherwise deal with new Shares and other securities in a total number not exceeding the 20% of the total number of shares in the issued share capital of the Company as at the date of passing of the relevant resolutions
“Latest Practicable Date”	20 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares in the capital of the Company up to a maximum of 10% of the total number of shares in the issued share capital of the Company as at the date of passing the relevant resolutions
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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### China Castson 81 Finance Company Limited

### 中國鑄晨81金融有限公司

*(Continued into Bermuda with limited liability)*

**(Stock Code: 810)**

*Chairman and Non-executive Director:*

Dr. Lam Man Chan

*Executive Director:*

Mr. Lee Kwok Leung

*Independent Non-executive Directors:*

Dr. Ng Chi Yeung, Simon

Mr. Tam Yuk Sang, Sammy

Ms. Florence Ng

*Registered Office*

Victoria Place, 5th Floor,

31 Victoria Street

Hamilton HM 10

Bermuda

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

Flat 18, 9/F., Block B

Focal Industrial Centre

21 Man Lok Street

Hunghom, Kowloon, Hong Kong

28 April 2023

*To the Shareholders,*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting for (i) the granting to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the re-election of Directors.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, a total of 141,423,187 Shares were in issue. Subject to the passing of the proposed ordinary resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 28,284,637 Shares, without taking into account any additional Shares which may be issued pursuant to the Extension Mandate.

### REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the ordinary resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

### EXTENSION MANDATE

In addition, an ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by the addition thereto the total number of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Act or the Bye-Laws to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consisted of five Directors, namely:

*Chairman and Non-executive Director*

Dr. Lam Man Chan

*Executive Director*

Mr. Lee Kwok Leung

*Independent Non-executive Directors*

Dr. Ng Chi Yeung, Simon

Mr. Tam Yuk Sang, Sammy

Ms. Florence Ng

Under bye-law (99) of the Bye-Laws, subject to the manner of retirement by rotation of Directors as from time to time prescribed under the Listing Rules and notwithstanding any other provisions in the Bye-Laws, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. The Company at any general meeting at which any Directors retire may fill the vacated offices.

Accordingly, Mr. Lee Kwok Leung (“**Mr. Lee**”) and Mr. Tam Yuk Sang, Sammy (“**Mr. Tam**”) shall retire and being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

Code provision B.2.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules provides that if an independent non-executive Director has served more than nine years, further appointment of such director should be subject to a separate resolution to be approved by the Shareholders.

Mr. Tam has served as independent non-executive directors of the Company for more than 9 years.

The nomination committee of the Company (the “**Nomination Committee**”) had reviewed the independence of Mr. Tam and he also submitted an annual confirmation and confirmation for the period from 1 January 2023 to 27 March 2023 to the Company on his fulfillment of the independence guidelines set out in Rule 3.13 of the Listing Rules. After due consideration, the Board considers that Mr. Tam continues to be independent and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Mr. Lee and Mr. Tam had abstained from deliberation and decision in respect of assessment of his re-election as Director and/or his own independence.

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## LETTER FROM THE BOARD

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The Company has in place a nomination policy which sets out, inter alia, the selection criteria (the “Criteria”) and the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors. The re-appointment of each of Mr. Lee and Mr. Tam was recommended by the Nomination Committee, and the Board has accepted the recommendations following a review of their overall contribution and service to the Company including their attendance of Board meetings and general meetings, the level of participation and performance on the Board, and whether they continue to satisfy the Criteria.

At the Annual General Meeting, separate ordinary resolutions will be proposed to re-elect Mr. Lee as executive Director and Mr. Tam as independent non-executive Director.

The biographical details of Mr. Lee and Mr. Tam proposed to be re-elected as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### **Length of tenure of independent non-executive Directors**

According to code provision B.2.4(a) of Part 2 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, where all the independent non-executive directors of the Company have served more than nine years on the Board, the Company should, among others, disclose the length of tenure of each existing independent non-executive director on a named basis in the circular to shareholders.

Dr. Ng Chi Yeung, Simon was appointed as independent non-executive Director since 26 November 2013 and has been serving the Company for more than 9 years. Mr. Tam Yuk Sang, Sammy was appointed as independent non-executive Director since 31 December 2013 and have been serving the Company for more than 9 years. Ms. Florence Ng was appointed as independent non-executive Director since 31 December 2013 and has been serving the Company for more than 9 years.

### **ANNUAL GENERAL MEETING**

The AGM Notice is set out on pages 14 to 18 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular.

Whether or not you intend to be present and vote at the Annual General Meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

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## LETTER FROM THE BOARD

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### VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

### RECOMMENDATION

The Directors consider that the renewal of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**China Castson 81 Finance Company Limited**  
**Lam Man Chan**  
*Chairman*

*This explanatory statement contains the information required to be set out in this circular pursuant to Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued and fully-paid share capital of the Company was HK\$1,414,231.87 comprising 141,423,187 shares of HK\$0.01 each. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 14,142,318 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

## **2. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Whilst it is not possible to anticipate any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as such repurchases may, depending on the market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such repurchases in circumstances where they consider them to be in the best interests of the Company and its Shareholders as a whole.

## **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-Laws, the Listing Rules and the Companies Act. The Company is empowered by its Bye-Laws to repurchase its Shares. The Companies Act provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a new issue of Shares made for the purpose of the repurchase. The amount of premium payable on the repurchase may only be paid out of either the funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

Under the laws of Bermuda, no purchase by a company of its own shares may be effected if, on the date on which the purchase is to be effected, there are reasonable grounds for believing that the company is, or after the purchase would be, unable to pay its liabilities as they become due. In accordance with the laws of Bermuda, the shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

There might be a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the latest audited financial statements for the year ended 31 December 2022 contained in its annual report for 2022, in the event that the Repurchase Mandate is exercised in full at any time during the Repurchase Mandate period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company that, in the opinion of the Directors, are from time to time appropriate for the Company.

#### **4. SHARE PRICE**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

	<b>Price per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2022</b>		
April	1.80	1.29
May	1.82	1.75
June	2.00	1.77
July	3.85	1.82
August	7.20	2.00
September	10.80	5.87
October	13.42	9.72
November	18.64	10.70
December	23.95	15.36
<b>2023</b>		
January	25.40	1.00
February	1.59	0.81
March	1.08	0.60
April (up to the Latest Practicable Date)	1.43	0.60

**5. UNDERTAKING**

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 Listing Rules, the Bye-Laws and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company or its subsidiaries (if any) in the event that the Repurchase Mandate is granted by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries (if any), nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries (if any), in the event that the Repurchase Mandate is granted by the Shareholders.

**6. TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of the increase of the Shareholders' interest, could obtain or consolidate control of the Company and give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the register of interests in Shares and short positions maintained by the Company pursuant to Section 336 of the SFO showed that the Company had been notified of the following interests, being 5% or more of the Company's issued share capital:

Name	Note	Number of Shares held at the Latest Practicable Date	Approximate percentage of existing shareholding	Number of Share held if the Repurchase Mandate is exercised in full	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Goodchamp Holdings Limited	1	38,305,770	27.09%	38,305,770	30.10%
Lam Man Chan	1	38,305,770	27.09%	38,305,770	30.10%
Ting Lai Ling	1	38,305,770	27.09%	38,305,770	30.10%

*Note:*

- Dr. Lam is the sole shareholder of Goodchamp Holdings Limited. He then has the beneficial interest in the 38,305,770 shares of the Company and his wife, Ms. Ting Lai Ling, who is one of the management team members of the Company, is deemed to have an interest on such shares of the Company.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate which is proposed to be granted, assuming the shareholding of the aforesaid Shareholders and the total number of Shares in issue would remain the same up to the date of exercise of the Repurchase Mandate, the shareholding of the aforesaid Shareholders would be increased to approximately 30.10% of the then total number of Shares in issue and such increase would give rise to an obligation by them to make a mandatory offer under the Takeovers Code.

As at the Latest Practicable Date, based on the information available to the Company, a total of 103,117,417 Shares were held in public hands (as defined in Rule 8.24 of the Listing Rules), representing approximately 72.90% of the total number of issued Shares. If a maximum of 14,142,318 Shares are repurchased under the Repurchase Mandate, the total number of issued shares of the Company will be reduced to 127,280,869 and the number of Shares in public hands would be decreased to 88,975,099, representing approximately 69.90% of the total number of issued Shares.

Save as disclosed the above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. The Company has no intention to exercise the Repurchase Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25% of the issued share capital of the Company.

#### **7. SHARE REPURCHASES BY THE COMPANY**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:*

**EXECUTIVE DIRECTOR**

Mr. Lee Kwok Leung, aged 69, joined the Company on 8 May 2014. Mr. Lee is a member of Nomination Committee. He is a licensed person to carry out type 9 (asset management) and Type 4 (Advising on securities) regulated activities under the SFO since 2003 and 2018 respectively. He has over 15 years of relevant experience by serving as one of the responsible officers of Silverstone Investments Limited (“**Silverstone**”) for Type 9 (asset management) for the period from 2003 to December 2020 and licensed representative for Type 4 (advising on securities) regulated activity under SFO for the period from 2018 to December 2020. Silverstone has been the investment manager of the Company for the period from 2015 to December 2020 providing investment advisory services to and managing investment portfolios for professional/institutional investors mainly in Greater China and Hong Kong to the Company.

Mr. Lee is currently the responsible officer of Success Advance Investments Limited (“**Success Advance**”) for Type 9 (asset management) and the licensed representative for Type 4 (advising on securities) regulated activity under SFO. Success Advance is the investment manager of the Company since 25 January 2021 which carries out Type 9 (asset management) and Type 4 (advising on securities) regulated activity under SFO providing investment advisory services to and managing investment portfolios for professional/institutional investors mainly in Greater China and Hong Kong to the Company.

Mr. Lee has strong experience in portfolio construction, portfolio management, risk assessment and investment due diligence. Furthermore, Mr. Lee had been the Managing Director of BOCI Direct Management Limited from 1992 to 1999. In this private equity fund, he was responsible for the overall management of the fund.

Mr. Lee is currently the chairman and executive director of Mayer Holdings Limited (Stock code: 1116), a company listed on the Hong Kong Stock Exchange.

Mr. Lee is currently an independent non-executive director of EV Dynamics (Holdings) Limited (stock code: 476), a company listed on the Hong Kong Stock Exchange.

Mr. Lee was an independent non-executive director of Imperial Pacific International Holdings Limited (stock code: 1076), a company listed on the Hong Kong Stock Exchange, for the period from 21 November 2013 to 12 August 2022.

For the period from 1 June 2020 to 27 August 2021, Mr. Lee was an independent non-executive director of Guoan International Limited (delisted in November 2022 from the Hong Kong Stock Exchange/old stock code: 143).

As at the Latest Practicable Date, Mr. Lee does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lee does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Lee has not entered into any service contract with the Company and he is not appointed for any specific term of service with the Company. His office is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws and the Listing Rules.

Mr. Lee is currently entitled to receive a monthly emolument of HK\$47,750 which were determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market condition.

There is no other information relating to Mr. Lee that is required to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to his re-election as an executive Director.

#### **INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Tam Yuk Sang Sammy, aged 59, joined the Company on 31 December 2013. He is also the Chairman of Audit Committee and Remuneration Committee and a member of Nomination Committee of the Company. Mr. Tam graduated from the Hong Kong Polytechnic University in Accountancy, and holds a Master of Science degree in Professional Accountancy from University of London. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Tam possesses good accounting and financial experiences and qualification, and expertise in risk management and sustainability.

Mr. Tam is currently the director of Essentack Limited, a corporate strategy and management advisory company. Mr. Tam had once been an independent non-executive director of Huajin International Holdings Limited (stock code: 2738), a company whose shares are listed on the Hong Kong Stock Exchange for the period from 23 March 2016 to 17 March 2023.

As at the Latest Practicable Date, Mr. Tam does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tam does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Tam has not entered into any service contract with the Company and he is not appointed for any specific term of service with the Company. His office is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws and the Listing Rules.

Mr. Tam is currently entitled to receive a monthly emolument of HK\$14,800 which were determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market condition.

There is no other information relating to Mr. Tam that is required to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to his re-election as an independent non-executive Director.

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## NOTICE OF ANNUAL GENERAL MEETING

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### China Castson 81 Finance Company Limited 中國鑄晨81金融有限公司

*(Continued into Bermuda with limited liability)*

(Stock Code: 810)

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of China Castson 81 Finance Company Limited (the “**Company**”) will be held at Flat 18, 9/F., Block B, Focal Industrial Centre, 21 Man Lok Street, Hunghom, Kowloon, Hong Kong on 19 June 2023 at 11:30 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements, the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company (the “**Auditor**”) for the year ended 31 December 2022.
2. To re-elect Mr. Lee Kwok Leung as executive Director.
3. To re-elect Mr. Tam Yuk Sang, Sammy as independent non-executive Director.
4. To authorise the board of Directors to fix the remuneration of the Directors.
5. To re-appoint RSM Hong Kong as the Auditor and authorise the board of Directors to fix the remuneration of the Auditor.
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

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## NOTICE OF ANNUAL GENERAL MEETING

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**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or other similar arrangement for the time being adopted for the grant or issue of shares or rights of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company (the “**Bye-Laws**”), shall not exceed 20% of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from 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 Bye-Laws or any applicable laws to be held; and

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- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of ordinary shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such 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 any regulatory body or any stock exchange in, any territory outside Hong Kong).”;

- 7. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the shares of the Company which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

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(d) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 Bye-Laws or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”;

8. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 6 and 7 above, the general mandate to the Directors pursuant to resolution no. 6 be and is hereby extended by the addition thereto of an amount representing the share capital of the Company purchased by the Company under the authority granted pursuant to the resolution no. 6, provided that such amount shall not exceed 10% of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the Board  
**China Castson 81 Finance Company Limited**  
**Lam Man Chan**  
*Chairman*

Hong Kong, 28 April 2023

*Notes:*

1. The register of members of the Company will be closed from 14 June 2023 to 19 June 2023, both days inclusive, for the purpose of determining the entitlement of the shareholders of the Company to attend and vote at the Annual General Meeting. No transfer of shares may be registered during the said period. In order to qualify to attend and vote at the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than on 13 June 2023 at 4:30 p.m..
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her proxy to attend and vote on his behalf in accordance with the bye-laws of the Company. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. A form of proxy for use at the Annual General Meeting is enclosed. 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 notarially certified copy of such power of attorney, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.

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4. Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the Annual General Meeting, either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof if he/she so desires. If a shareholder of the Company attends and votes at the Annual General Meeting after having deposited the form of proxy, his/her form of proxy will be deemed to have been revoked.
6. If Typhoon Signal No. 8 or above, or “extreme conditions” caused by super typhoons, or a “black” rainstorm warning is in effect any time and remains in force 2 hours before the time of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the websites of Company at <http://www.hk0810.com> and <http://www.irasia.com/listco/hk/810> and on the HKEx news website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.