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**DA YU FINANCIAL HOLDINGS LIMITED**

**大禹金融控股有限公司**

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

**(Stock Code: 1073)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “Meeting”) of Da Yu Financial Holdings Limited (the “Company”) will be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 28 December 2023 at 10:30 a.m. for the purpose of considering, if thought fit, passing with or without amendments, the following ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

“**THAT** subject to the satisfaction of the conditions set out in the letter from the board (the “Board”) of directors (the “Director(s)”) of the Company under the heading “Conditions of the Rights Issue” in the circular of the Company dated 11 December 2023 (the “Circular”) (including the conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting and not having revoked the listing of and permission to deal in the Rights Shares (as defined below)):

- (a) the issue by way of rights (the “Rights Issue”) of a maximum of 1,139,330,190 new shares (the “Rights Shares” and each a “Rights Share”) at a subscription price of HK\$0.15 per Rights Share to the qualifying shareholders of the Company (the “Qualifying Shareholders”) whose names appear on the register of members of the Company on 10 January 2024 or such other date as may be determined by the Company for the determination of the entitlements under the Rights Issue (the “Record Date”) (other than those shareholders (the “Non-Qualifying Shareholders”) with registered addresses outside Hong Kong whom the Board, after making reasonable enquiries, considers it necessary or expedient not to offer the Rights Shares to them on account either of legal restrictions or prohibitions under the laws of the relevant jurisdictions or the requirements of the relevant regulatory body or stock exchange in such jurisdictions) on the basis of one (1) Rights Share for every one (1) share of the Company then held on the Record Date and pursuant to the terms and conditions as set out in the Circular (a copy of which marked “A” is produced to the Meeting and initialed by the chairman of the Meeting for the purpose of identification) of which this notice convening the Meeting forms part, be and is hereby approved;

- (b) any one of the Directors be and is hereby authorised to allot and issue the Rights Shares (in their nil-paid form and fully-paid form) pursuant to and in connection with the Rights Issue notwithstanding the Rights Shares may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, any Director be and is hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements and/or the Non-Qualifying Shareholders as he/she deems necessary, desirable or expedient having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong; and
- (c) any one of the Directors be and is hereby authorised to do all such acts and things, as he/she may in his/her discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of the Rights Issue and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the Rights Issue and the implementation of all transactions contemplated thereunder, including but not limited to the issue and allotment of Rights Shares and to agree with such variation, amendment or waiver as, in his opinion, appropriate and in the interests of the Company and its shareholders as a whole.”

By Order of the Board  
**Da Yu Financial Holdings Limited**  
**Kuo Jen-Hao**  
*Chairman*

Hong Kong, 11 December 2023

*Notes:*

1. Any member entitled to attend, speak and vote at the Meeting will be entitled to appoint a proxy or, if such member is a holder of two or more shares, proxies to attend, speak and vote in such member's stead. A proxy need not be a member of the Company but must attend the Meeting in person to represent the appointing member.
2. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Hong Kong branch share registrar of the Company, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (i.e. by 10:30 a.m. on Tuesday, 26 December 2023) or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjournment thereof (as the case may be) and in such event the instrument appointing the proxy shall be deemed to be revoked.

4. Where there are joint holders of any share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, whether in person or by proxy, the one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. To ascertain shareholders' eligibility to attend, speak and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 20 December 2023 to Thursday, 28 December 2023, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify to attend, speak and vote at the Meeting, all transfers of share ownership, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar of the Company, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 19 December 2023.
6. References to time and dates in this announcement are to Hong Kong time and dates.

*As at the date of this announcement, the Non-Executive Directors are Mr. Kuo Jen-Hao (Chairman) and Mr. Xu Haohao, the Executive Directors are Mr. Lee Wa Lun, Warren (Managing Director), Mr. Lam Chi Shing and Ms. Li Ming, and the Independent Non-Executive Directors are Mr. Chan Sze Chung, Mr. Suen Chi Wai and Mr. Sum Wai Kei, Wilfred.*