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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in 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 KOALA Financial Group Limited (“Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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# KOALA Financial Group Limited

## 樹熊金融集團有限公司

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

**(Stock Code: 8226)**

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
(2) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,  
(3) RE-ELECTION OF DIRECTORS AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held at Units 01–02, 13th Floor, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on Thursday, 30 June 2022 at 10:00 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the annual general meeting is enclosed. If you do not intend to attend and vote at the annual general meeting in person, you are requested to complete and return the accompanying form of proxy to the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

*This circular will remain on the HKEXnews website at “www.hkexnews.hk” on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and the Company’s website “www.koala8226.com.hk”.*

### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please see page 18 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the Annual General Meeting, including:

- compulsory body temperature checks
- wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company strongly recommends Shareholders that they may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

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## CHARACTERISTICS OF GEM

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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

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

“AGM Notice”	the notice of the Annual General Meeting to be dispatched to the Shareholders together with this circular;
“Annual General Meeting”	the annual general meeting of the Company to be held at Units 01–02, 13th Floor, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on Thursday, 30 June 2022 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions as set out in the AGM Notice or any adjournment thereof;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	KOALA Financial Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM;
“Director(s)”	director(s) of the Company;
“GEM”	the GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	27 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information of this circular;
“Proposed Extension of Issue Mandate”	the extension of the Proposed Issue Mandate by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to the Proposed Repurchase Mandate subsequent to the passing of resolution no. 6 of AGM Notice;
“Proposed Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of resolution no. 4 of the AGM Notice;

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## DEFINITIONS

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“Proposed Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of resolution no. 5 of the AGM Notice;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.20 each in the capital of the Company;
“Share Option Scheme”	the share option scheme of the Company adopted pursuant to an ordinary resolution of the Company passed on 15 June 2012;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

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LETTER FROM THE BOARD

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**KOALA Financial Group Limited**  
**樹熊金融集團有限公司**

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

**(Stock Code: 8226)**

*Executive Directors:*

Ms. Kwan Kar Ching  
Ms. Hsin Yi-Chin

*Independent Non-executive Directors:*

Mr. Hung Cho Sing  
Mr. Luk Kin Ting  
Mr. Ng Wah Leung

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Head Office and Principal*

*Place of Business:*

Units 01–02, 13th Floor  
Everbright Centre  
108 Gloucester Road  
Wan Chai, Hong Kong

31 May 2022

*To the Shareholders*

Dear Sir and Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
(2) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,  
(3) RE-ELECTION OF DIRECTORS AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting for the approval of (a) granting to the Directors the Proposed Issue Mandate; (b) granting to the Directors the Proposed Repurchase Mandate; (c) granting to the Directors a general mandate to extend the Proposed Issue Mandate to issue new Shares by adding to it the aggregate number of the issued Shares repurchased by the Company under the Proposed Repurchase Mandate; and (d) re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Resolutions set out as resolutions number 4 and 5 in the AGM Notice will be proposed at the Annual General Meeting to grant a general mandate to the Directors: (i) to allot, issue and deal with Shares of up to 20% of aggregate nominal amount of the issued share capital of the Company as at the date of passing resolution granting the Proposed Issue Mandate as resolution number 4 set out in the AGM Notice; and (ii) to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of resolution number 5 granting the Proposed Repurchased Mandate.

These general mandates will remain until whichever is the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands or GEM Listing Rules; and (iii) the date upon which such an authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

The Directors wish to state that they have no immediate plans to issue or repurchase any Shares other than Shares which may fall to be issued upon the exercise of options granted under the Share Option Scheme, or pursuant to any scrip dividend scheme which may be approved by the Shareholders.

### EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to conditional on the passing of the resolutions to grant the Proposed Issue Mandate and the Proposed Repurchase Mandate, an ordinary resolution will be proposed at the Annual General Meeting to extend the Proposed 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 pursuant to the Proposed 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 Proposed Issue Mandate.

As at the Latest Practicable Date, the Company had an aggregate of 139,167,997 Shares in issue. Subject to the passing of the proposed resolution for the grant of the Proposed Issue Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Proposed Issue Mandate (if approved by the Shareholders at the Annual General Meeting) to issue up to a maximum of 27,833,599 Shares.

An explanatory statement containing information relating to the Proposed Repurchase Mandate as required by the GEM Listing Rules is set out in Appendix I to this circular. This explanatory statement provides the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote or against the resolution relating to the Proposed Repurchase Mandate.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

In relation to ordinary resolution number 2 in the AGM Notice regarding re-election of Directors, Ms. Kwan Kar Ching, Mr. Hung Cho Sing and Mr. Luk Kin Ting shall retire by rotation at the Annual General Meeting pursuant to the article 108(A) of Article of Association, and being eligible, will offer themselves for re-election.

Mr. Hung Cho Sing (“**Mr. Hung**”) and Mr. Luk Kin Ting (“**Mr. Luk**”) being the independent non-executive Directors, have met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Having regard to the board nomination policy and board diversity policy, the nomination committee of the Company (the “**Nomination Committee**”) has evaluated the performance and contribution of Mr. Hung and Mr. Luk during the year of services. The Nomination Committee has considered their extensive experience in their own field, respective skills, knowledge and experience. The Nomination Committee is satisfied that they have the required character, integrity and experience to continuously fulfil their role as independent non-executive Directors effectively.

Accordingly, with the recommendation of the Nomination Committee, the Board believes the re-election of Mr. Hung and Mr. Luk would be in the best interests of the Company and Shareholders as a whole and has proposed them stand for re-election as independent non-executive Directors at the Annual General Meeting.

Biographical details of the retiring Directors are set out in Appendix II of this circular.

### ANNUAL GENERAL MEETING

The AGM Notice convening the Annual General Meeting to be held at Units 01–02, 13th Floor, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on Thursday, 30 June 2022 at 10:00 a.m. is set out on pages 14 to 17 of this circular. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution at the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. If you do not intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit the same at the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjourned meeting. The completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meetings should you so desire.

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## LETTER FROM THE BOARD

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### COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their associates had an interest in a business, which competes or may compete with the business of the Group, or has any other conflict of interests with the Group.

### RESPONSIBILITY STATEMENT

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

### VOTING BY WAY OF POLL

Pursuant to rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the Annual General Meeting will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under rule 17.47(5) of the GEM Listing Rules.

### RECOMMENDATION

The Directors consider that the granting of the Proposed Issue Mandate, the Proposed Repurchase Mandate, the Proposed Extension of Issue 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 all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of  
**KOALA Financial Group Limited**  
**Kwan Kar Ching**  
*Chairlady*

*This Appendix contains the particulars that are required by the GEM Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Proposed Repurchase Mandate.*

## **GEM LISTING RULES FOR REPURCHASES OF SHARES**

The relevant sections of the GEM Listing Rules which permit companies with primary listing on the Stock Exchange to repurchase their shares on GEM subject to certain restrictions are summarised below:

### **1. Share capital**

As at the Latest Practicable Date, the issued share capital of the Company comprised 139,167,997 Shares.

Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Proposed Repurchase Mandate to repurchase a maximum of 13,916,799 Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

### **2. Reasons for the repurchase**

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

Taking into account the current working capital position of the Company, the Directors consider that, if the Proposed Repurchase Mandate were to be exercised in full at any time during the proposed purchase period, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with that/those as at 31 December 2021, being the date of its latest audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in circumstances, have a material adverse effect on the working capital requirements and/or the gearing position of the Company.

### 3. Funding of repurchases

Repurchase will be funded out of funds legally available for the purpose in accordance with the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

Under the Companies laws of the Cayman Islands (the “Laws”), repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose, or, if so authorised by its articles of association and subject to the provisions of the Laws, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of profits of the Company or out of the Company’s share premium account, or, if so authorised by its articles of association and subject to the provisions of the Laws, out of capital.

### 4. Share prices

The highest and lowest prices at which the Shares have been traded on GEM in each of the previous twelve months before the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest trade price HK\$</b>	<b>Lowest trade price HK\$</b>
<b>2021</b>		
May	0.450	0.340
June	0.400	0.300
July	0.320	0.243
August	0.320	0.260
September	0.330	0.260
October	0.325	0.280
November	0.385	0.310
December	0.415	0.325
<b>2022</b>		
January	0.395	0.340
February	0.395	0.340
March	0.360	0.335
April	0.350	0.320
May (up to the Latest Practicable Date)	0.370	0.300

## 5. Effect of the Takeovers Code

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Proposed Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

In the event that the Directors exercise in full the power of purchase Shares in accordance with the Proposed Repurchase Mandate, the total interests of the following substantial Shareholder in the Shares before and after the repurchase of Shares would be as follows:

<b>Name of substantial Shareholder</b>	<b>Number of Shares and/or underlying Shares</b>	<b>Approximate percentage of interest as at the Latest Practicable Date</b>	<b>Approximate percentage of interest after the exercise in full of the Proposed Repurchase Mandate</b>
Ms. Wong Ka Man	26,533,363	19.07%	21.18%

The Directors are not aware of any consequences, which may arise under the Takeovers Code as a result of any repurchases to be made under the Proposed Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Proposed Repurchase Mandate.

The Directors have no intention to exercise the Proposed Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

**6. Share repurchase made by the Company**

The Company has not repurchased any of the Shares (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

**7. General**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates have any present intention to sell any Shares to the Company if the Proposed Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchase pursuant to the Proposed Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Cayman Islands.

No connected person of the Company has notified the Company that he 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 to the Company in the event that the Proposed Repurchase Mandate is granted.

*Pursuant to the Articles of Association, the details of Directors who are required to retire at the Annual General Meeting according to the Articles of Association and who, being eligible, offer themselves for re-election at the Annual General Meeting are as follows:*

**Ms. Kwan Kar Ching (“Ms. Kwan”)**

Ms. Kwan, aged 32, was appointed as an executive Director and the chairlady of the Company in April 2015 and in June 2016 respectively. Ms. Kwan holds a bachelor degree of business administration in accounting and finance from the University of Hong Kong. Ms. Kwan had worked for international bank and financial institution. She has over 10 years of experience in banking, asset management and investment.

Ms. Kwan has entered into an appointment letter with the Company commencing from 1 April 2015. Ms. Kwan has no fixed term of service with the Company save that Ms. Kwan directorship with the Company is subject to retirement by rotation and re-election at Annual General Meeting in accordance with the Articles of Association. Ms. Kwan is entitled to a director’s fee of HK\$1,319,000 per annum, which is determined by reference to her duties and responsibilities and the prevailing market conditions. Ms. Kwan may also be entitled to a bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to Ms. Kwan’s performance and the Group’s performance for the financial year concerned. Ms. Kwan did not have any interest in the Shares or underlying Shares in the Company within the meaning of Part XV of the SFO.

Apart from being an executive Director, Ms. Kwan is not related to any Directors, senior management, management shareholders, substantial Shareholders or controlling Shareholders.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to Ms. Kwan and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Mr. Hung Cho Sing (“Mr. Hung”)**

Mr. Hung, age 81, was appointed as an independent non-executive Director in May 2015. He has over 30 years of experience in the film distribution industry. Mr. Hung was the founder of Delon International Film Corporation and has been its General Manager since June 2004. Mr. Hung was the Organising Committee Chairman of the 11th and 12th Hong Kong Film Awards from 1991 to 1993. And from 1993 to 1995, Mr. Hung was the Chairman of Hong Kong Film Awards Association Limited. Mr. Hung is currently the Chairman of Hong Kong Motion Picture Industry Association. In recognition of his contribution to the Hong Kong film industry, Mr. Hung was awarded the Bronze Bauhinia Star (BBS) by the Government of the Hong Kong Special Administrative Region (“HKSAR”) in 2005. From April 2007 to March 2013, Mr. Hung was appointed by the Government of HKSAR as a member of the Hong Kong Film Development Council. Mr. Hung is also a member of HKSAR Election Committee and since January 2013, he has been appointed by the Government of HKSAR as a non-official member of the Working Group on Manufacturing Industries, Innovative Technology, and Cultural and Creative Industries under the Economic Development Commission.

Currently, he is an executive director of EJE (Hong Kong) Holdings Limited (stock code: 8101). He is an independent non-executive director of China Star Entertainment Limited (stock code: 326), Oshidori International Holdings Limited (stock code: 622), Miko International Holdings Limited (stock code: 1247) and Harbour Digital Asset Capital Limited (stock code: 913).

Mr. Hung was a non-executive director of Capital VC Limited (stock code: 2324) from September 2011 to January 2014 and Universe Entertainment and Culture Group Company Limited (stock code: 1046) from October 2017 to July 2019, an independent non-executive director of Arta TechFin Corporation Limited (stock code: 279) from January 2013 to January 2017 and China Ruyi Holdings Limited (stock code: 136) from January 2013 to October 2015.

Mr. Hung has entered into an appointment letter with the Company for a term of two years commencing from 15 May 2015. His appointment is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Hung is entitled to a director’s fee of HK\$120,000 per annum, which is determined by reference to his duties and responsibilities and the prevailing market conditions. Mr. Hung did not have any interest in the Shares or underlying Shares in the Company within the meaning of Part XV of the SFO.

Apart from being an independent non-executive Director, Mr. Hung is not related to any other Directors, senior management, management shareholders, substantial Shareholders or controlling Shareholders.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to Mr. Hung and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Mr. Luk Kin Ting (“Mr. Luk”)**

Mr. Luk, aged 36, was appointed as an independent non-executive Director in June 2016. He obtained a juris doctor degree from the Chinese University of Hong Kong, a master degree of laws (Majoring in Corporate Law) from New York University and a bachelor degree of business administration in Economics and Accounting from Hong Kong University of Science and Technology. He was admitted as a solicitor of the High Court of Hong Kong and had experience in legal counseling and solicitor practice. He was an independent non-executive director of Janco Holdings Limited (stock code: 8035) from September 2016 to September 2019.

Mr. Luk has entered into an appointment letter with the Company for a term of two years commencing from 30 June 2016. His appointment is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Luk is entitled to a director’s fee of HK\$120,000 per annum, which is determined by reference to his duties and responsibilities and the prevailing market conditions. Mr. Luk did not have any interest in the Shares or underlying Shares in the Company within the meaning of Part XV of the SFO.

Apart from being an independent non-executive Director, Mr. Luk is not related to any other Directors, senior management, management shareholders, substantial Shareholders or controlling Shareholders.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to Mr. Luk and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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# KOALA Financial Group Limited

## 樹熊金融集團有限公司

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

**(Stock Code: 8226)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of KOALA Financial Group Limited (“**Company**”) will be held at Units 01–02, 13th Floor, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on Thursday, 30 June 2022 at 10:00 a.m. for the following purposes:

1. to receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31 December 2021;
2. to re-elect retiring directors and to authorise the board of directors to fix their remuneration;
3. to re-appoint auditors and to authorise the board of directors to fix their remuneration;

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

4. **“THAT**
  - (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional Shares or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares of the Company or right to acquire shares of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company 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 of the Company shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution and the said approval shall be limited accordingly;
  
- (d) for the purpose 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 or any applicable law of the Cayman Islands to be held; or
  
  - (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 of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company 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 recognised regulatory body or any stock exchange outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. **“THAT**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the GEM of The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, The Stock Exchange of Hong Kong Limited, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount 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) shall be limited accordingly;
- (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 or any applicable law of the Cayman Islands to be held; or
  - (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.”

6. **“THAT** conditional upon resolutions no. 4 and 5 above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution no. 4 above be and hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

By Order of the Board of  
**KOALA Financial Group Limited**  
**Kwan Kar Ching**  
*Chairlady*

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

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

Units 01–02, 13th Floor  
Everbright Centre  
108 Gloucester Road  
Wan Chai, Hong Kong

As at the date of this circular, the directors of the Company are as follows:

Ms. Kwan Kar Ching (*Executive Director*)  
Ms. Hsin Yi-Chin (*Executive Director*)  
Mr. Hung Cho Sing (*Independent Non-executive Director*)  
Mr. Luk Kin Ting (*Independent Non-executive Director*)  
Mr. Ng Wah Leung (*Independent Non-executive Director*)

*Notes:*

1. The Register of Members of the Company will be closed from Monday, 27 June 2022 to Thursday, 30 June 2022, both days inclusive, during which period no share transfers will be effected. In order to ascertain shareholders' rights for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 24 June 2022.
2. Any member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and to vote in his/her/its stead in accordance with the articles of association of the Company. A proxy need not to be a member of the Company. In light of the epidemic situation of COVID-19, shareholders may consider appointing the chairman of the annual general meeting as his/her proxy to vote on the resolutions, instead of attending the annual general meeting in person.
3. Whether there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally 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 shall be present at the meeting personally or by proxy, that one of the 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.
4. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time for holding the above meeting or any adjournment thereof.
5. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the above meeting and in such event, the form of proxy shall be deemed to be revoked.
6. If Typhoon Signal No. 8 or above, "extreme conditions" caused by super typhoons or a "black" rainstorm warning is in effect any time after 7 a.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at "www.koala8226.com.hk" and on the HKEXnews website at "www.hkexnews.hk" to notify Shareholders of the date, time and venue of the rescheduled meeting.

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In light of the recent ongoing spread of Novel Coronavirus (COVID-19), the Company will implement the following precautionary measures at the Annual General Meeting in order to protect the health and safety of all participants including the Shareholders, their proxies and other personnel (the “**Participants**”) in the Annual General Meeting, including:

1. All the Participants will subject to compulsory body temperature checks;
2. All the Participants will be requested of wearing of surgical face masks throughout the Annual General Meeting. Any person who does not comply with this requirement may be denied entry into the Annual General Meeting venue and be asked to leave the Annual General Meeting venue. A safe distance between seats are also recommended;
3. All Participants in the Annual General Meeting shall use sanitiser to sanitise their hands at least once when they enter into the Annual General Meeting venue, and when they leave after the Annual General Meeting;
4. No beverage and refreshment will be served either during or after the Annual General Meeting to avoid close contacts of the Participants during their attendance; and
5. Other safety measures as appropriate.

Shareholders are reminded that any person who is subject to any Hong Kong Government prescribed quarantine, with fever or respiratory symptoms, a body temperature over 37.5 degree Celsius or without wearing a surgical face mask will not be given access to the venue of the Annual General Meeting, which also means that you will not be allowed to enter the venue and attend the Annual General Meeting.

The Company strongly recommends Shareholders that they may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) at the Annual General Meeting as an alternative to attending the Annual General Meeting in person. Shareholders who choose to do so should take action as soon as possible to ensure the proxy instructions reach the Company’s Hong Kong branch share registrar not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof.

If Shareholders have any questions relating to the Annual General Meeting, please contact Union Registrars Limited, the Company’s Hong Kong branch share registrar and transfer office as follows:

Address:

Suites 3301–04, 33/F., Two Chinachem Exchange Square,  
338 King’s Road, North Point, Hong Kong  
Telephone: (852) 2849 3399  
Fax: (852) 2849 3319