
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or other registered institution 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 (the “Company”), you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



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) APPOINTMENT OF AUDITOR;
(2) RE-ELECTION OF DIRECTOR
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at Units 01-02, 13th Floor, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 30 November 2022 at 10:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is enclosed in this circular. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.koala8226.com.hk.

Whether or not you are able to attend the EGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company 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 but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed revoked.

PRECAUTIONARY MEASURES FOR THE EGM

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

- compulsory body temperature checks;
- wearing of a surgical face mask by each attendee;
- maintaining the required social distance between attendees; and
- 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 EGM as their proxy to vote on the relevant resolution(s) at the EGM as an alternative to attending the EGM in person.

14 November 2022

CONTENTS

	<i>Page</i>
CHARACTERISTICS OF GEM	ii
PRECAUTIONARY MEASURES FOR THE EGM	iii
DEFINITIONS	1
LETTER FROM THE BOARD	2
APPENDIX – DETAILS OF DIRECTOR PROPOSED FOR RE-ELECTION	5
NOTICE OF EGM	6

CHARACTERISTICS OF GEM

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.

PRECAUTIONARY MEASURES FOR THE EGM

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

1. All Participants will subject to compulsory body temperature checks;
2. All Participants will be required to wear surgical face masks throughout the EGM;
3. Maintaining the required social distance between Participants;
4. All Participants in the EGM shall use sanitiser to sanitise their hands at least once when they enter into the EGM venue, and when they leave the EGM venue after the EGM;
5. No beverage and refreshment will be served either during or after the EGM to avoid close contacts of the Participants during their attendance; and
6. 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, with body temperature over 37.5 degree Celsius or does not wear a surgical face mask will be denied entry to the venue of the EGM and will not be allowed to attend the EGM.

Physical attendance by Shareholders at the EGM is not necessary for the Shareholders to exercise their voting rights. The Company strongly recommends Shareholders that they may appoint the chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM as an alternative to attending the EGM 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 48 hours before the time appointed for holding the EGM or any adjourned meeting thereof.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the websites of the Company (www.koala8226.com.hk) and the Stock Exchange (www.hkexnews.hk) for further announcements and updates on the EGM arrangements.

If Shareholders have any questions relating to the EGM, please contact Union Registrars Limited, the Company’s Hong Kong branch share registrar and transfer office, details 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

DEFINITIONS

In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:

“Board”	the board of Directors or a duly authorized committee thereof
“Company”	KOALA Financial Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“Directors”	the directors of the Company and each a “Director”
“EGM”	the extraordinary general meeting of the Company to be convened to approve the proposed appointment of Baker Tilly Hong Kong Limited as auditor of the Company and the proposed re-election of Director
“GEM”	The GEM of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 November 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Share(s)”	share(s) of nominal value of HK\$0.20 each in the share capital of the Company
“Shareholders”	registered holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD



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. Hsin Yi-Chin
Ms. Tam Chik Yan

Non-executive Directors:

Ms. Kwan Kar Ching (*Chairlady*)

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 in Hong Kong:*

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

14 November 2022

To Shareholders of the Company

Dear Sir or Madam,

**(1) APPOINTMENT OF AUDITOR;
(2) RE-ELECTION OF DIRECTOR
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Company's announcement dated 11 November 2022 relating to the proposed appointment of Baker Tilly Hong Kong Limited as the auditor of the Company. The purpose of this circular is to provide you with information on (i) the said proposed appointment; and (ii) the proposed re-election of Director and to give you notice of the EGM at which ordinary resolutions will be proposed to consider and, if thought fit, approve the proposed appointment and the proposed re-election of Director.

LETTER FROM THE BOARD

RESIGNATION AND APPOINTMENT OF AUDITOR

CCTH CPA Limited resigned as auditor of the Company with effect from 11 November 2022, having taken into account the professional risk associated with the audit and the level of audit fee for the year ended 31 December 2022 which CCTH CPA Limited could not come into agreement with the Company. The letter of resignation received by the Company from CCTH CPA Limited mentions that there are no other matters and circumstances connected with its resignation which it considered should be brought to the attention of the holders of securities of the Company. The Board and its Audit Committee also confirmed that there were no other matters and circumstances in respect of the change of auditor which it considered should be brought to the attention of the holders of securities of the Company.

The Board proposed, with the recommendation of its Audit Committee, to appoint Baker Tilly Hong Kong Limited as new auditor of the Company to fill the casual vacancy occasioned by the resignation of CCTH CPA Limited. Pursuant to the articles of association of the Company, the Board shall convene the EGM for approving the appointment and fixing remuneration of Baker Tilly Hong Kong Limited. Upon appointment, Baker Tilly Hong Kong Limited shall hold office until the conclusion of the next annual general meeting of the Company.

Baker Tilly Hong Kong Limited is a registered firm of Certified Public Accountants in Hong Kong focused on providing services to meet the audit and accounting needs of companies based in Hong Kong and the People's Republic of China. They place strict standards and high expectations on their professionals so that clients can be assured of a thorough process, efficiently delivered, and within reasonable cost. The Board considered that its appointment as the Company's auditor is in the interest of the Company and its Shareholders as a whole.

RE-ELECTION OF DIRECTOR

Pursuant to Article 112 of the articles of association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

Accordingly, Ms. Tam Chik Yan shall retire at the EGM and, being eligible, offer herself for re-election at the EGM.

Details of the Director proposed to be re-elected at the EGM are set out in the Appendix to this circular.

LETTER FROM THE BOARD

EGM

A notice convening the EGM is set out on pages 6 to 7 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to be present at the EGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar and transfer office 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 not less than 48 hours before the time fixed for the EGM. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

To the best of the Directors' information and belief, no Shareholder has an interest in the proposed appointment which is materially different from the other Shareholders. Therefore no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

RECOMMENDATION

The Board considered that the proposed appointment of Baker Tilly Hong Kong Limited as new auditor of the Company and the proposed re-election of director are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommended that all Shareholders should vote in favour of the relevant resolutions to be proposed at the EGM.

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.

Yours faithfully,
On behalf of the Board
KOALA Financial Group Limited
Kwan Kar Ching
Chairlady

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

APPENDIX DETAILS OF DIRECTOR PROPOSED FOR RE-ELECTION

Pursuant to the articles of association, the details of Ms. Tam Chik Yan, who will retire from office at the EGM and, being eligible, offer herself for re-election at the EGM, are set forth below:

Ms. Tam Chik Yan (“Ms. Tam”)

Ms. Tam, aged 29, holds a bachelor degree of science in business management from the University of Surrey, UK. She has 6 years of experience in Marketing and Public Media. She currently worked as management in a media company of Hong Kong.

To the best knowledge of the Directors, Ms. Tam does not hold any positions in the Company or any of its subsidiaries as at the date hereof, nor did she hold any directorship in other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

She does not have any relationships with any Directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company. As at the date of this circular, Ms. Tam does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

The Company has entered into a letter of appointment with Ms. Tam with effect from 1 September 2022 unless terminated by either party which requires one month’s written notice, save that Ms. Tam’s directorship with the Company is subject to retirement by rotation and re-election at general meetings of the Company in accordance with the articles of association of the Company. Ms. Tam is entitled to receive a director’s fee of HK\$360,000 per annum, which is determined by the Board with reference to her duties and responsibilities within the Company and the prevailing market conditions.

Save as disclosed above, there is no other information relating to Ms. Tam that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to Ms. Tam’s appointment.

NOTICE OF EGM



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 an Extraordinary General Meeting of KOALA Financial Group Limited (the “**Company**”) will be held at Units 01-02, 13th Floor, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 30 November 2022 at 10:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. To appoint Baker Tilly Hong Kong Limited as auditor of the Company and to authorize the board of directors to determine their remuneration.
2. To re-elect Ms. Tam Chik Yan as an Executive Director.

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

Hong Kong, 14 November 2022

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

NOTICE OF EGM

Notes:

1. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A proxy need not be a Shareholder.
2. The instrument appointing a 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 lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not less than 48 hours before the time appointed for holding the EGM.
3. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and voting in person at the EGM or any adjournment thereof if he/she/it so desires. If a member of the Company attends the EGM after having deposited the form of proxy, his/her/its form of proxy will be deemed revoked.
4. Where there are joint registered holders of any share of the Company, any one of such persons may vote at any 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 be present at any meeting personally or by proxy, then one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holder stand on the register in respect of the relevant joint holding.
5. For determining the entitlement to attend and vote at the EGM, the record date will be on Thursday, 24 November 2022. In order to be eligible to attend and vote at the EGM, unregistered shareholders of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Thursday, 24 November 2022.
6. As at the date of this notice, the executive Directors are Ms. Hsin Yi-Chin and Ms. Tam Chik Yan; the non-executive Director is Ms. Kwan Kar Ching; and the independent non-executive Directors are Mr. Hung Cho Sing, Mr. Luk Kin Ting and Mr. Ng Wah Leung.
7. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at www.koala8226.com.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Board comprises six Directors namely Ms. Hsin Yi-Chin and Ms. Tam Chik Yan, being the executive Directors, Ms. Kwan Kar Ching, being the non-executive Director and Mr. Hung Cho Sing, Mr. Luk Kin Ting and Mr. Ng Wah Leung, being the independent non-executive Directors.