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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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**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 Friday, 17 June 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the disposal(s) (the “**Disposal(s)**”, each a “**Disposal**”) by the Company and/or its subsidiary(ies) (collectively the “**Group**”) in tranche(s) in the open market through the trading system of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or in the off-market through block trade(s) by entering into placing agreement(s) with licensed corporation(s) carrying out Type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance as placing agent(s), of up to 3,215,000 ordinary shares (the “**Approved Sale Shares**”) of Hong Kong Aerospace Technology Group Limited (the “**Aerospace Technology Share(s)**”), a company incorporated in Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1725), during the period of 12 months from the date of passing of this resolution (unless revoked or varied by ordinary resolution of the shareholders in general meeting of the Company) (the “**Mandate Period**”) be and are hereby approved subject to the following conditions:
- (i) each Disposal in the open market or off-market shall be at market price of no more than 20% discount to the average of the closing price as quoted on the Stock Exchange for the five (5) consecutive trading days immediately before the date of each Disposal during the Mandate Period; and

- (ii) the Minimum Selling Price of the Disposal(s) shall be no less than HK\$11.15 per Aerospace Technology Share.
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorized and empowered to determine, decide, execute and implement with full discretion all matters relating to the Disposals(s) from time to time during the Mandate Period, including but not limited to, the number of tranche(s) of Disposal(s), the number of Approved Sale Shares to be sold in each Disposal, the timing of each Disposal, the manner of each Disposal in the open market or in the off-market, the target purchasers, and the selling price (subject to the parameters set out above) and to do all such acts and things, including but not limited to, execution of all documents which the Directors deem necessary, appropriate or desirable to implement and give full effect to the Disposal(s) and the transactions contemplated thereunder or in connection with the exercise of the Disposal(s).”

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

Hong Kong, 31 May 2022

Registered office:

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

Principal place of business in Hong Kong:

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

As at the date of this notice, 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. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company.
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 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 Meeting.
3. Completion and return of the form of proxy will not preclude a member of the Company from attending the Meeting and voting in person at the Meeting or any adjournment thereof if he/she/it so desires. If a member of the Company attends the Meeting after having deposited the form of proxy, his/her/its form of proxy will be deemed revoked.
4. For determining the entitlement to attend and vote at the EGM, the record date will be on Tuesday, 14 June 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 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 Tuesday, 14 June 2022.
5. Where there are joint registered holders of any Share, 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.
6. As at the date of this notice, the executive Directors are Ms. Kwan Kar Ching and Ms. Hsin Yi-Chin; 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, "extreme conditions" caused by super typhoons or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, 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 HKEX website at "www.hkexnews.hk" to notify Shareholders of the date, time and venue of the rescheduled meeting.

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 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