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**Astrum Financial Holdings Limited**

**阿仕特朗金融控股有限公司**

*(formerly known as RaffAello-Astrum Financial Holdings Limited)*

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

**(Stock Code: 8333)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**EGM**”) of Astrum Financial Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) to be held at Room 2704, 27/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong on Monday, 19 December 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the agreement entered into between Astrum Capital Management Limited (“**Astrum Capital**”) and Mr. Pan Chik (“**Mr. Pan**”) dated 28 October 2022 (the “**2022 Mr. Pan Financing Services Agreement**”) (a copy of which is tabled at the EGM marked “A” and initialed by the chairman of the EGM for identification purpose), pursuant to which the Group may provide IPO financing service and/or margin financing service to Mr. Pan and his associates (including his family members and certain private companies controlled by Mr. Pan and his family members but excluding the Group) upon request and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Annual Caps (as defined and detailed in the circular of the Company dated 23 November 2022) as contemplated under the 2022 Mr. Pan Financing Services Agreement be and are hereby approved, confirmed and ratified; and

- (c) any one director of the Company (the “**Director(s)**”) be and is hereby authorised to do all such acts and things and execute such documents (including the affixation of the common seal of the Company where execution under seal is required) and take all steps which, in his/her opinion deemed necessary, desirable or expedient to implement and/or effect the transactions contemplated under the 2022 Mr. Pan Financing Services Agreement for and on behalf of the Company.”

2. “**THAT**

- (a) the agreement entered into between Astrum Capital and Mr. Kwan Chun Yee Hidulf (“**Mr. Kwan**”) dated 28 October 2022 (the “**2022 Mr. Kwan Financing Services Agreement**”) (a copy of which is tabled at the EGM marked “B” and initialed by the chairman of the EGM for identification purpose), pursuant to which the Group may provide IPO financing service and/or margin financing service to Mr. Kwan and his associates upon request and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Annual Caps (as defined and detailed in the circular of the Company dated 23 November 2022) as contemplated under the 2022 Mr. Kwan Financing Services Agreement be and are hereby approved, confirmed and ratified; and
- (c) any one Director be and is hereby authorised to do all such acts and things and execute such documents (including the affixation of the common seal of the Company where execution under seal is required) and take all steps which, in his/her opinion deemed necessary, desirable or expedient to implement and/or effect the transactions contemplated under the 2022 Mr. Kwan Financing Services Agreement for and on behalf of the Company.”

3. “**THAT** subject to and conditional upon the granting of approval by the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the issued shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “**Share Consolidation**”):

- (a) with effect from the second business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is later):
  - (i) every ten (10) issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of par value of HK\$0.1 each (each a “**Consolidated Share**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company; and

- (ii) all fractional Consolidated Shares will be disregarded and not issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit for the Company; and
- (b) the board of Directors be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”

By Order of the Board  
**Astrum Financial Holdings Limited**  
**Pan Chik**  
*Chairman and Chief Executive Officer*

23 November 2022

*Registered Office:*

Ocorian Trust (Cayman) Limited  
Windward 3  
Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Head Office and Principal Place of Business*

*in Hong Kong:*  
Room 2704, 27/F  
Tower 1, Admiralty Centre  
18 Harcourt Road  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the EGM (or any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services 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 EGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The transfer books and register of members of the Company will be closed from Wednesday, 14 December 2022 to Monday, 19 December 2022 (both days inclusive), on which no share transfers will be effected. In order to qualify for attending the EGM, 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, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 13 December 2022.
7. The voting at the EGM will be taken by poll.
8. A form of proxy for use by shareholders of the Company at the EGM is enclosed.

As at the date of this notice, the Directors are:

***Executive Directors***

Mr. Pan Chik (*Chairman and Chief Executive Officer*)

Mr. Kwan Chun Yee Hidulf

Ms. Yu Hoi Ling

***Independent Non-executive Directors***

Mr. Sum Loong

Mr. Lau Hon Kee

Ms. Yue Chung Sze Joyce

*This notice, 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 notice 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 notice misleading.*

*This notice will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) for at least 7 days from the date of its publication and on the website of the Company ([www.astrum-capital.com](http://www.astrum-capital.com)).*