

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Asia-Pac Financial Investment Company Limited, you should at once hand this circular and the accompanying form of proxy 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.

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ASIA-PAC FINANCIAL INVESTMENT COMPANY LIMITED

亞太金融投資有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8193)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND REFRESHMENT OF THE EXISTING LIMIT ON THE GRANT OF OPTION UNDER THE SHARE OPTION SCHEME AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the 2019 AGM to be held at Room 2703, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Friday, 27 September 2019 at 11:00 a.m. is set out on pages 16 to 21 of this circular.

If you are not able to attend and vote at the 2019 AGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event, not later than 48 hours before the time appointed for holding the 2019 AGM (i.e. by 11:00 a.m. on 25 September 2019) or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2019 AGM or its adjournment should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

This circular with a form of proxy will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.gca.com.hk.

All times and dates specified herein refer to Hong Kong local times and dates.

* For identification purpose only

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.

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DEFINITIONS

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

“2018 AGM”	the annual general meeting of the Company held on 18 September 2018
“2019 AGM”	the annual general meeting of the Company to be held at Room 2703, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Friday, 27 September 2019 at 11:00 a.m. or its adjournment
“2019 AGM Notice”	the notice convening the 2019 AGM set out on pages 16 to 21 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Company”	Asia-Pac Financial Investment Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on GEM
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“controlling shareholder(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Scheme Limit”	the maximum number of Shares which may be issued upon the exercise of all options granted/to be granted under the Share Option Scheme, being 10% of the issued share capital of the Company as at the date of approval of the adoption of the Share Option Scheme and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders

DEFINITIONS

“Extension Mandate”	general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate as set out in resolution 4(C) of the 2019 AGM Notice
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution at the 2019 AGM as set out in resolution 4(A) of the 2019 AGM Notice
“Latest Practicable Date”	22 August 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Nomination Committee”	the nomination committee of the Board
“Option(s)”	the option(s) granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme
“Participant(s)”	any full-time or part-time employees of the Company or its subsidiaries (including any executive, independent non-executive directors of the Company and/or any of its subsidiaries), adviser, consultant, service provider, agent, customer, partner or joint-venture partner to the Group who, in the absolute discretion of the Board, have contributed or may contribute to the Group
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan

DEFINITIONS

“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares, the aggregate number of Shares of which shall not exceed 10% of the number of issued Shares as at the date of passing the relevant resolution at the 2019 AGM as set out in resolution 4(B) of the 2019 AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 18 May 2011
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	having the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time and administered by the Securities and Futures Commission in Hong Kong
“Year 2019”	the year ended 31 March 2019
“%”	per cent.

LETTER FROM THE BOARD

ASIA-PAC FINANCIAL INVESTMENT COMPANY LIMITED

亞太金融投資有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8193)

Executive Directors:

Mr. Ip Kwok Kwong (*Managing Director*)
Mr. Wu Di

Independent non-executive Directors:

Mr. Cheung Ka Chun
Mr. So Kwok Yun
Mr. Tang Wai Kee

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:*

Room 2703, 27th Floor
Shui On Centre
6–8 Harbour Road
Wanchai
Hong Kong

28 August 2019

*To the Shareholders, and for information only,
the holders of options of the Company*

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS AND
REFRESHMENT OF THE EXISTING LIMIT ON THE GRANT OF
OPTION UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with (a) the 2019 AGM Notice and (b) information in respect of the resolutions to be proposed at the 2019 AGM for the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of the Directors and the refreshment of the Existing Scheme Limit.

ISSUE MANDATE AND EXTENSION MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to an ordinary resolution passed by the Shareholders at the 2018 AGM will lapse at the conclusion of the 2019 AGM, the ordinary resolutions will be proposed at the 2019 AGM in relation to

* *For identification purpose only*

LETTER FROM THE BOARD

the Issue Mandate and the Extension Mandate, details of which are set out in ordinary resolutions 4(A) and 4(C) of the 2019 AGM Notice. The Shares which may be allotted and issued pursuant to the Issue Mandate is limited to a maximum of 20% of the aggregate number of Shares in issue at the date of passing of the proposed resolution of the Issue Mandate at the 2019 AGM. On the basis that 582,955,860 Shares were in issue as at the Latest Practicable Date and assuming no further Shares will be issued and repurchased and cancelled prior to the 2019 AGM, exercise in full of the Issue Mandate (without exercise of the Extension Mandate) could result in up to 116,591,172 Shares being allotted and issued by the Company.

The Issue Mandate will remain in effect until 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 to be held by the Articles or any applicable laws of the Cayman Islands; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

Subject to and conditional on the passing of the ordinary resolutions in relation to the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2019 AGM to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares pursuant to an ordinary resolution passed by the Shareholders at the 2018 AGM will lapse at the conclusion of the 2019 AGM, an ordinary resolution will be proposed at the 2019 AGM in relation to the Repurchase Mandate, details of which are set out in ordinary resolution 4(B) of the 2019 AGM Notice. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the aggregate number of the Shares in issue at the date of passing of the proposed resolution of the Repurchase Mandate at the 2019 AGM. The Repurchase Mandate will remain in effect until 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 to be held by the Articles or any applicable laws of the Cayman Islands; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Ip Kwok Kwong and Mr. Wu Di as executive Directors; and Mr. Cheung Ka Chun, Mr. So Kwok Yun and Mr. Tang Wai Kee as independent non-executive Directors.

Pursuant to articles 84(1) and (2) of the Articles, not less than one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company and any Director who retires thereunder shall then be eligible for re-election as Director. Mr. Wu Di

LETTER FROM THE BOARD

(“Mr. Wu”) and Mr. Tang Wai Kee (“Mr. Tang”) shall retire from office as Directors by rotation at the 2019 AGM and being eligible, offer themselves for re-election at the 2019 AGM.

The Nomination Committee has assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and considered that, amongst other independent non-executive Directors, Mr. Tang Wai Kee remains independent. The Nomination Committee has also assessed and evaluated the performance of each of the retiring Directors during the Year 2019 based on the nomination policy of the Company which was disclosed in the annual report of the Company and found their performance satisfactory. The Nomination Committee is also of the view that based on the perspectives, skills and experience of Mr. Wu and Mr. Tang, they can bring further contributions to the Board and its diversity. Upon the nomination of the Nomination Committee, the Board has recommended Mr. Wu and Mr. Tang to stand for re-election as Directors at the 2019 AGM. For good corporate governance, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

Particulars of the Directors who offer themselves for re-election at the 2019 AGM are set out in Appendix II to this circular.

REFRESHMENT OF THE EXISTING LIMIT ON THE GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME

The Company conditionally adopted the Share Option Scheme on 18 May 2011. The purpose of the Share Option Scheme is to enable the Company to grant Options to Participants as incentives or rewards for their contribution to the Group.

Pursuant to Chapter 23 of the GEM Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer (or the subsidiary) in issue as at the date of approval of the share option scheme. Options lapsed in accordance with the terms of the share option scheme will not be counted for the purpose of calculating the 10% limit. The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% limit under the share option scheme; however, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer (or the subsidiary) under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The GEM Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the share option scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer (or the subsidiary) in issue from time to time.

LETTER FROM THE BOARD

At the 2018 AGM, the Existing Scheme Limit was refreshed and the Company was allowed to grant Options up to 582,955,860 Shares, representing 10% of the Shares in issue as at the 2018 AGM.

As at the extraordinary general meeting of the Company held on 14 January 2019, the resolution to approve the Share Consolidation (as defined and described in the Company's circular dated 17 August 2018) was duly passed.

As a result of the Share Consolidation, adjustments have been made to the exercise price of the outstanding Options, the number of Shares to be allotted and issued upon full exercise of the outstanding Options, and the total number of Shares which the Company may issue under the Share Option Scheme. Such adjustments took effect on 15 January 2019. The Existing Scheme Limit was adjusted as the total number of Shares which the Company may issue under the Share Option Scheme shall not exceed 58,295,586, representing 10% of the Shares in issue as at the Latest Practicable Date.

Since the latest refreshment of the Existing Scheme Limit on 18 September 2018 and up to the Latest Practicable Date, Options carrying the right to subscribe for 58,295,000 Shares have been granted under the refreshed or adjusted Existing Scheme Limit. On 18 April 2019, 58,295,000 Options were granted at the exercise price of HK\$0.279 per Share, of which 5,829,500 Options were granted to each of the Directors, namely Mr. Ip Kwok Kwong and Mr. Wu Di; 5,829,500 Options were granted as incentive and reward to each of the four employees and four business advisory service providers of the Group who have contributed or may contribute to the business development and growth of the Group. For further details, please refer to the announcement of the Company dated 18 April 2019. No such Options have lapsed, exercised or cancelled. Unless the Existing Scheme Limit was "refreshed", only 586 Shares might be issued pursuant to the grant of further Options under the Share Option Scheme.

The Directors consider that the Company should refresh the Existing Scheme Limit so that the Company could have more flexibility to provide incentives to the Participants by way of granting Options to them. If the refreshment of the Existing Scheme Limit is approved at the 2019 AGM, based on the 582,955,860 Shares in issue as at the Latest Practicable Date and assuming that the number of issued Shares remains unchanged on the date of the AGM, the Company will be allowed under the "refreshed limit" to grant Options carrying the rights to subscribe for up to a total of 58,295,586 Shares, representing 10% of the number of issued Shares as at the 2019 AGM.

Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Since the adoption of the Share Option Scheme and up to the Latest Practicable Date, apart from the total outstanding 106,965,940 Options granted under the Share Option Scheme representing approximately 18.3% of the Shares in issue as at the Latest Practicable Date, the Company has no outstanding options to subscribe for Shares.

None of the grantees has been granted with options which exceed the limit of 1% of the number of issued Shares in the 12 month period up to and including the respective dates of grant as set out in note to Rule 23.03(4) of the GEM Listing Rules and the Company is in compliance with Rule 23.03 (4) of the GEM Listing Rules in this regard.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the total number of Shares which may fall to be issued upon the exercise of all outstanding Options under the Share Option Scheme is 106,965,940, representing approximately 18.3% of the Shares in issue as at Latest Practicable Date. If the refreshment of the Existing Scheme Limit is approved at the AGM, the existing outstanding Options of the Company and the Options to be granted under the “refreshed limit” will not exceed 30% of the number of issued Shares.

The Directors consider that the refreshment of the Existing Scheme Limit is in the interests of the Group and the Shareholders as a whole because it enables the Company to reward and motivate the Participants under the Share Option Scheme.

The refreshment of the Existing Scheme Limit is conditional upon:

- i. the passing of an ordinary resolution at the 2019 AGM to approve the said refreshment; and
- ii. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the issued Shares of the Company as at the date of passing of the relevant ordinary resolution at the 2019 AGM.

Application will be made to the Listing Committee of the Stock Exchange for granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the issued Shares of the Company as at the date of passing of the relevant ordinary resolution at the 2019 AGM.

2019 AGM AND PROXY ARRANGEMENT

The 2019 AGM Notice is set out on pages 16 to 21 of this circular. At the 2019 AGM, ordinary resolutions in respect of, among others, the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of the Directors and the refreshment of the Existing Scheme Limit will be proposed.

A form of proxy for use in connection with the 2019 AGM is enclosed with this circular. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, not later than 48 hours before the time appointed for holding the 2019 AGM (i.e. by 11:00 a.m. on 25 September 2019) or its adjournment. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2019 AGM or its adjournment should he/she/it so wish. In that event, the form of proxy shall be deemed to be revoked.

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Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, 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 resolutions as set out in the 2019 AGM Notice to be proposed at the 2019 AGM shall be voted by poll. An announcement on the results of the vote by poll will be made by the Company after the 2019 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RECOMMENDATIONS

The Directors believe that the ordinary resolutions in relation to the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of the Directors and the refreshment of the Existing Scheme Limit are in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2019 AGM as set out in the 2019 AGM Notice on pages 16 to 21 of this circular.

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,
For and on behalf of the Board
Asia-Pac Financial Investment Company Limited
Ip Kwok Kwong
Executive Director and Managing Director

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to be sent to the Shareholders with all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Repurchase Mandate.

1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares of the Company was 582,955,860 Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued, repurchased and cancelled after the Latest Practicable Date and up to the date of the 2019 AGM, the Directors would be authorised to repurchase up to a maximum of 58,295,586 Shares, representing 10% of the issued Shares as at the 2019 AGM date.

3. REASONS FOR REPURCHASE

The Directors consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or the earnings per share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law, other applicable laws of the Cayman Islands and the GEM Listing Rules. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or

purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with that as at 31 March 2019, being the date of its latest published audited consolidated financial statements, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. DIRECTORS AND THEIR CLOSE ASSOCIATES

To the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor their respective close associates have any present intention to sell to the Company any of the Shares in the event that the Repurchase Mandate is approved by the Shareholders at the 2019 AGM.

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

8. TAKEOVERS CODE CONSEQUENCES AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of exercising powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholding, 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.

If the Repurchase Mandate were exercised in full, the shareholding percentage of the substantial shareholders of the Company (based on the number of Shares they held as at the Latest Practicable Date) before and after such repurchase would be as follows:

Name of Shareholders	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Laberie Holdings Limited ("Laberie") (<i>Note</i>)	140,000,000	24.02%	26.68%
SEEC Media Group Limited ("SEEC Media") (<i>Note</i>)	140,000,000	24.02%	26.68%

Note: Laberie was wholly owned by SEEC Media. By virtue of the SFO, SEEC Media is deemed to be interested in all the Shares held by Laberie.

In the event that the Repurchase Mandate is exercised in full, the shareholding interest in the Company of Laberie and the deemed shareholdings interest in the Company of SEEC Media will increase to approximately the respective percentages shown in the last column of the table above. Hence, each of Laberie and SEEC Media would not be required under Rule 26 of the Takeovers Code to make a mandatory offer if the Repurchase Mandate is exercised in full.

As at the Latest Practicable Date, the Directors had no intention to exercise any of the Repurchase Mandate to such an extent as would give rise to the mandatory offer obligation under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

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

9. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on GEM or otherwise) during the six months immediately prior to the Latest Practicable Date.

10. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the 2019 AGM.

11. SHARE PRICES

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

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
August	0.045	0.038
September	0.044	0.037
October	0.045	0.035
November	0.039	0.035
December	0.045	0.036
2019		
January	0.420	0.300
February	0.400	0.280
March	0.310	0.224
April	0.295	0.250
May	0.290	0.200
June	0.400	0.255
July	0.375	0.295
August (up to the Latest Practicable Date)	0.350	0.230

The following are the particulars of the Directors proposed to be re-elected at the 2019 AGM:

(1) MR. WU DI (鄔迪) (AGED 38)

Mr. Wu Di was appointed as a non-executive Director on 20 November 2014 and redesignated as an executive Director on 20 July 2015. He was appointed as a member of each of the Remuneration Committee and the Nomination Committee on 10 May 2017. Mr. Wu is a director of certain subsidiaries of the Company. He holds a bachelor's degree in business administration from the Dongbei University of Finance and Economics (東北財經大學) in the PRC. He has about 16 years of experience in strategic planning, corporate management and business development aspects. He has worked for various corporations and held management positions.

Mr. Wu has renewed a service contract with the Company for a term of three years with effect from 19 July 2019, subject to termination in certain circumstances as stipulated in the service contract. The term of office is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to the service contract, Mr. Wu is entitled to an annual fee of HK\$312,000, which was determined by reference to his duties and responsibilities with the Company and the market conditions. His emolument for the Year 2019 was HK\$312,000. Such emolument will be determined annually by the Remuneration Committee by reference to his relevant experience, responsibilities, the time devoted to the Group and the prevailing market conditions.

Save as disclosed above, Mr. Wu did not hold (i) other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (ii) any other position within the Group. Mr. Wu did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wu beneficially owns Options to subscribe for a total of 5,829,500 Shares. Save as disclosed above, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Wu as a Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

(2) MR. TANG WAI KEE (鄧偉基) (AGED 58)

Mr. Tang Wai Kee was appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee with effect from 28 September 2017. Mr. Tang obtained a Bachelor of Science degree majoring in biology from the Chinese University of Hong Kong in 1983 and a Master of Science degree in financial economics from the University of London in 1995. Mr. Tang has over ten years of experience in the field of securities, futures and asset management. He has served as a responsible officer and/or licensed representative in various licensed corporations carrying out regulated activities under the SFO. Mr. Tang is currently licensed to carry out Types 1, 4 and 9 regulated activities under Schedule 5 of the SFO. Mr. Tang is also an individual member of the Global Association of Risk Professionals, a permanent member of Hong Kong Stockbrokers Association Limited and an individual member of the Market Technician Association.

Save as disclosed above, Mr. Tang did not hold any other position within the Group.

Mr. Tang has renewed a letter of appointment with the Company for a successive term of three years with effect from 28 September 2018, subject to termination in certain circumstances as stipulated in the letter of appointment. The term of office is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to the letter of appointment, Mr. Tang is entitled to an annual fee of HK\$144,000 per annum, which was determined by reference to his duties and responsibilities with the Company and market conditions. His emolument for the Year 2019 was HK\$145,000.

Mr. Tang did not hold other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and did not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Tang does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, there are no other matters relating to the re-election of Mr. Tang as a Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

ASIA-PAC FINANCIAL INVESTMENT COMPANY LIMITED

亞太金融投資有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8193)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting of Asia-Pac Financial Investment Company Limited (the “Company” and the “AGM”, respectively) will be held at Room 2703, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Friday, 27 September 2019 at 11:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2019 and the respective reports of the directors (the “Directors”) and the independent auditor of the Company (the “Independent Auditor”) thereon.
2. (A) To re-elect Mr. Wu Di as an executive Director;

(B) To re-elect Mr. Tang Wai Kee as an independent non-executive Director; and

(C) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration for the year ending 31 March 2020.
3. To re-appoint World Link CPA Limited (“World Link”) as the Independent Auditor to hold office until the conclusion of the next annual general meeting and authorise the Board to fix its remuneration.
4. (A) **“THAT:**
 - (a) subject to paragraph (c) of this Resolution below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (the “Shares”) or securities convertible into the Shares, or options or warrants for similar rights to subscribe for any Shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into or exchangeable for Shares) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this Resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into or exchangeable for Shares) which might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme or similar arrangements of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles of Association”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchange for Shares, shall not exceed the aggregate of:
- (aa) 20% of the aggregate number of the issued Shares as at the date of the passing of this Resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (the “Shareholders”)) the aggregate number of any Shares repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution),
- and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and
- (d) 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 (the “AGM”);
- (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands or any applicable laws of the Cayman Islands; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which such mandate granted under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors 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 applicable to Hong Kong).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all powers of the Company to purchase the shares in the share capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Commission”) and the Stock Exchange under the Hong Kong Code on Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands (the “Companies Law”) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of the Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (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 (the “AGM”);

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next AGM is required to be held by the articles of association of the Company, the Companies Law, or any applicable laws of the Cayman Islands; and
 - (iii) the date on which such mandate granted under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** subject to the passing of resolutions numbered 4(A) and 4(B) as set out in the notice convening the annual general meeting of the Company of which this Resolution forms part (the “Notice”), the general mandate referred to in the Resolution numbered 4(A) as set out in the Notice be extended by the addition to the aggregate number of shares of the Company (the “Shares”) which may be allotted and issued or agreed to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate referred to in Resolution numbered 4(B) as set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this Resolution.”
5. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 18 May 2011 (“Share Option Scheme”), representing 10% of the issued shares of the Company as at the date on which this resolution is passed, pursuant to the Share Option Scheme:
- (a) approval be and is hereby granted for refreshing the 10% mandate under the Share Option Scheme (“Refreshed Scheme Mandate”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company (or its subsidiaries) under the limit as refreshed hereby shall not exceed 10% of the total number of issued shares of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (or its subsidiaries) (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company (or its subsidiaries)) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and

NOTICE OF ANNUAL GENERAL MEETING

- (b) the directors of the Company or a duly authorised committee thereof be and they are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

By order of the Board
Asia-Pac Financial Investment Company Limited
Ip Kwok Kwong
Executive Director and Managing Director

Hong Kong, 28 August 2019

*Head Office and Principal Place of Business in
Hong Kong:*
Room 2703, 27th Floor
Shui On Centre
6–8 Harbour Road
Wanchai
Hong Kong

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

Notes:

1. Any member of the Company (the “Member”) entitled to attend and vote at the meeting above (the “AGM”) or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more shares of the Company (the “Shares”), more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association. A proxy need not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use in connection with the AGM is enclosed. If you are not able to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the AGM or its adjournment should he/she/it so wish. In such event, the form of proxy shall be deemed to be revoked.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for holding the AGM (i.e. by 11:00 a.m. on 25 September 2019) or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the AGM or its adjournment should he/she/it so wish.
4. Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but should more than one of such joint holders be present at the AGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of Members in respect of such Share(s) shall alone be entitled to vote in respect thereof.

NOTICE OF ANNUAL GENERAL MEETING

5. For determining Members' entitlement to attend and vote at the AGM, the register of Members will be closed from Tuesday, 24 September 2019 to Friday, 27 September 2019 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at AGM, the non-registered shareholders must lodge all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 23 September 2019.
6. In relation to the proposed Resolution number 3 above, the Board concurs with the views of the audit committee of the Board and has recommended that World Link be re-appointed as the Independent Auditor.
7. In relation to the proposed Resolutions numbered 4(A) and 4(C) above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules"). The Directors have no immediate plans to issue any new Shares other than the Shares which may shall to be issue under the share option scheme of the Company.
8. In relation to the proposed Resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they consider appropriate for the benefit of the Members. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 28 August 2019.
9. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in the Notice will be taken by a poll.
10.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time on the date of the AGM, the AGM will be postponed to Monday, 30 September 2019 at the same time and venue.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time fixed for the holding of the AGM and where conditions permit, the AGM will be held as scheduled.
 - (c) The AGM will be held as scheduled when a tropical cyclone warning signal No. 3 or below or an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, Members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
11. All times and dates specified herein refer to Hong Kong local times and dates.