

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



FUTURE WORLD FINANCIAL HOLDINGS LIMITED

未 來 世 界 金 融 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Future World Financial Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Tuesday, 31 October 2017 at Unit 912, 9th Floor, New East Ocean Centre, 9 Science Museum Road, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**, to the extent not already exercised, the mandate to allot and issue shares of the Company given to the directors (the “**Directors**”) of the Company at the annual general meeting of the Company held on 31 May 2017 be and is hereby replaced by the mandate **THAT**:
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with unissued shares (the “**Shares**”) of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers 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), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option scheme 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 (the “**Articles**”) of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (i) 20 per cent. of the number of issued Shares of the Company on the date of the passing of this resolution; and

 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders (the “**Shareholders**”) of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares of the Company on the date of the annual general meeting of the Company held on 31 May 2017 (the “**AGM**”)), pursuant to the resolution passed at the AGM

and the authority pursuant to paragraph (a) of this resolution 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to 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 outside Hong Kong).”

2. “**THAT**

- (a) the grant of the 64,000,000 share options (the “**Mr. Siu Share Options**”) by the Company under the share option scheme of the Company adopted by resolution of the shareholders of the Company on 22 February 2012 (the “**Share Option Scheme**”) to Mr. Siu Yun Fat (“**Mr. Siu**”) to subscribe 64,000,000 Shares of HK\$0.001 each in the share capital of the Company at the subscription price of HK\$0.127 per Share (subject to adjustments pursuant to the Share Option Scheme) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any Director(s) be and are hereby authorised to do any act or things to sign, seal, execute and/or deliver any documents for and on behalf of the Company as he/she may in his/her opinion be necessary, desirable or expedient in connection with the grant of the Mr. Siu Share Options to Mr. Siu and the transactions contemplated thereunder.”

3. **“THAT**

- (a) the grant of the 64,000,000 share options (the **“Mr. Cai Share Options”**) by the Company under the Share Option Scheme to Mr. Cai Linzhan (**“Mr. Cai”**) to subscribe 64,000,000 Shares of HK\$0.001 each in the share capital of the Company at the subscription price of HK\$0.127 per Share (subject to adjustments pursuant to the Share Option Scheme) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any Director(s) be and are hereby authorised to do any act or things to sign, seal, execute and/or deliver any documents for and on behalf of the Company as he/she may in his/her opinion be necessary, desirable or expedient in connection with the grant of the Mr. Cai Share Options to Mr. Cai and the transactions contemplated thereunder.”

4. **“THAT**

- (a) the grant of the 64,000,000 share options (the **“Mr. Yu Share Options”**) by the Company under the Share Option Scheme to Mr. Yu Qingrui (**“Mr. Yu”**) to subscribe 64,000,000 Shares of HK\$0.001 each in the share capital of the Company at the subscription price of HK\$0.127 per Share (subject to adjustments pursuant to the Share Option Scheme) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any Director(s) be and are hereby authorised to do any act or things to sign, seal, execute and/or deliver any documents for and on behalf of the Company as he/she may in his/her opinion be necessary, desirable or expedient in connection with the grant of the Mr. Yu Share Options to Mr. Yu and the transactions contemplated thereunder.”

5. **“THAT**

- (a) the grant of the 64,000,000 share options (the **“IM Share Options”**) by the Company under the Share Option Scheme to the investment manager of the Company (**“Investment Manager”**) to subscribe 64,000,000 Shares of HK\$0.001 each in the share capital of the Company at the subscription price of HK\$0.127 per Share (subject to adjustments pursuant to the Share Option Scheme) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any Director(s) be and are hereby authorised to do any act or things to sign, seal, execute and/or deliver any documents for and on behalf of the Company as he/she may in his/her opinion be necessary, desirable or expedient in connection with the grant of the IM Share Options to the Investment Manager and the transactions contemplated thereunder.”

6. **“THAT**

- (a) To re-elect Mr. Cai Linzhan as an executive Director;
- (b) To re-elect Mr. Chen Xiaodong as an executive Director; and
- (c) To re-elect Mr. Hon Hak Ka as an independent non-executive Director”

For and on behalf of the Board of
Future World Financial Holdings Limited
Siu Yun Fat
Chairman

Hong Kong, 13 October 2017

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:*

Unit 912, 9th Floor
New East Ocean Centre
9 Science Museum Road
Kowloon
Hong Kong

Notes:

1. The Register of Members will be closed from Thursday, 26 October 2017 to Tuesday, 31 October 2017, both days inclusive, during which period no transfer of the Company's shares will be registered. In order to establish the identity of the Company's shareholders who are entitled to attend and vote at the extraordinary general meeting of the Company to be held on Tuesday, 31 October 2017, all transfer of the shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer agent in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Wednesday, 25 October 2017.
2. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy 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 Meeting. 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. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the form of proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the offices of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
6. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the form of proxy shall be deemed to be revoked.
8. 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 between 8:00 a.m. to 5:00 p.m. on the date of the EGM, the EGM will be postponed and Members will be informed of the date, time and venue of the postponed EGM by a supplementary notice, posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 8:00 a.m. on the date of the EGM and where conditions permit, the EGM will be held as scheduled.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is hoisted or remain hoisted after 8:00 a.m. but lowered at or before 12 noon on the date of the EGM, the EGM will be adjourned to 3:00 p.m. on the same day at the same venue.

The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, members of the Company should decide whether they would attend the EGM under bad weather condition and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the Board comprises (i) six executive Directors, namely Mr. Siu Yun Fat, Mr. Chen Xiaodong, Mr. Cai Linzhan, Ms. Cheng So Sheung, Mr. Lau Fai Lawrence and Mr. Yu Qingrui; and (ii) three independent non-executive Directors, namely Mr. Hon Hak Ka, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah.