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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 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
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page and the cover and the first 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 2021 AGM to be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 30 September 2021 at 11:00 a.m. is set out on pages 16 to 22 of this circular.

If you are not able to attend and vote at the 2021 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 2021 AGM (i.e. by 11:00 a.m. on 28 September 2021) or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2021 AGM or its adjournment should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

In view of the ongoing Novel Coronavirus (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the 2021 AGM as their proxy to vote on the relevant resolutions at the 2021 AGM as an alternative to attending the 2021 AGM in person.

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.

30 August 2021

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 2021 AGM

The Company will implement the following measures at the 2021 AGM, including:

- compulsory body temperature checks
- refusal of entry of those with a high temperature
- wearing of face masks throughout the meeting
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures will be denied entry into the 2021 AGM venue.

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DEFINITIONS

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

“2020 AGM”	the annual general meeting of the Company held on 29 September 2020
“2021 AGM”	the annual general meeting of the Company to be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 30 September 2021 at 11:00 a.m. or its adjournment
“2021 AGM Notice”	the notice convening the 2021 AGM set out on pages 16 to 22 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
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“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
“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

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 2021 AGM Notice
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Committee”	the GEM listing sub-committee of the board of 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 aggregate number of issued Shares as at the date of passing the relevant resolution at the 2021 AGM as set out in resolution 4(A) of the 2021 AGM Notice
“Latest Practicable Date”	27 August 2021, 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
“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 aggregate number of issued Shares as at the date of passing the relevant resolution at the 2021 AGM as set out in resolution 4(B) of the 2021 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\$0.02 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“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 2021”	the year ended 31 March 2021
“%”	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. Sek Wai Kit

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 304, 3rd Floor

Shui On Centre

6-8 Harbour Road

Wanchai

Hong Kong

30 August 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with (a) the 2021 AGM Notice and (b) information in respect of the resolutions to be proposed at the 2021 AGM for the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of the Directors.

LETTER FROM THE BOARD

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 2020 AGM will lapse at the conclusion of the 2021 AGM, the ordinary resolutions will be proposed at the 2021 AGM in relation to the Issue Mandate and the Extension Mandate, details of which are set out in ordinary resolutions 4(A) and 4(C) of the 2021 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 2021 AGM. On the basis that 1,165,911,720 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 2021 AGM, exercise in full of the Issue Mandate (without exercise of the Extension Mandate) could result in up to 233,182,344 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, the Companies Law or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

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 2021 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 2020 AGM will lapse at the conclusion of the 2021 AGM, an ordinary resolution will be proposed at the 2021 AGM in relation to the Repurchase Mandate, details of which are set out in ordinary resolution 4(B) of the 2021 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 2021 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, the Companies Law or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

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

LETTER FROM THE BOARD

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. Sek Wai Kit, 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. Accordingly, Mr. Wu Di (“Mr. Wu”) and Mr. Tang Wai Kee (“Mr. Tang”) shall retire from office as Directors by rotation at the 2021 AGM and, being eligible, offer themselves for re-election at the 2021 AGM.

In accordance with article 83(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Sek Wai Kit (“Mr. Sek”) who was appointed as an independent non-executive Director by the Board on 31 October 2020 shall hold office until 2021 AGM and, being eligible, offer himself for re-election at the 2021 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 and Mr. Sek remains independent. The Nomination Committee has also assessed and evaluated the performance of each of the retiring Directors during the Year 2021 or since the date of appointment (as the case may be) based on the nomination policy of the Company which was disclosed in the annual report of the Company for the Year 2021 and found their performance satisfactory. The Nomination Committee is also of the view that based on the perspectives, skills and experience of Mr. Tang and Mr. Sek as set out in Appendix II to this circular can bring further contributions to the Board and its diversity. Therefore upon the nomination of the Nomination Committee, the Board has recommended Mr. Wu, Mr. Tang to and Mr. Sek to stand for re-election as Directors at the 2021 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 2021 AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

2021 AGM AND PROXY ARRANGEMENT

The 2021 AGM Notice is set out on pages 16 to 22 of this circular. At the 2021 AGM, ordinary resolutions in respect of, among others, the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of the Directors.

A form of proxy for use in connection with the 2021 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 2021 AGM (i.e. by 11:00 a.m. on 28 September 2021) or its adjournment. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2021 AGM or its adjournment should he/she/it so wish. In that event, the form of proxy shall be deemed to be revoked.

In view of the ongoing Novel Coronavirus (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the 2021 AGM as their proxy to vote on the relevant resolutions at the 2021 AGM as an alternative to attending the 2021 AGM in person.

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 2021 AGM Notice to be proposed at the 2021 AGM shall be voted by poll. An announcement on the results of the vote by poll will be made by the Company after the 2021 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required under the GEM Listing Rules to abstain from voting on the resolutions to be proposed at the 2021 AGM. The Board confirm that to the best of their knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he or she has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his Shares to a third party, either generally or on a case-by-case basis.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors believe that the ordinary resolutions in relation to the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of the Directors 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 2021 AGM as set out in the 2021 AGM Notice on pages 16 to 22 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 was 1,165,911,720 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 2021 AGM, the Directors would be authorised to repurchase up to a maximum of 116,591,172 Shares, representing 10% of the issued Shares as at the 2021 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 2021, 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 2021 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>)	280,000,000	24.02%	26.68%
SEEC Media Group Limited ("SEEC Media") (<i>Note</i>)	280,000,000	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.

To the best of the knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date, 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 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.

Assuming that there is no change in the issued Shares between the Latest Practicable Date and the date of passing the resolution approving the Proposed Repurchase Mandate, the exercise of the repurchase mandate whether in whole or in part will not result in less than 25% of the total issued Shares being held by the public as required by the GEM Listing Rules.

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 2021 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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2020		
August	0.326	0.108
September	0.148	0.080
October	0.070	0.054
November	0.090	0.055
December	0.089	0.057
2021		
January	0.122	0.056
February	0.164	0.080
March	0.110	0.081
April	0.162	0.090
May	0.139	0.055
June	0.062	0.045
July	0.058	0.041
August (up to the Latest Practicable Date)	0.084	0.049

The following are the particulars of the Directors proposed to be re-elected at the 2021 AGM:

(1) MR. WU DI (鄔迪) (AGED 40)

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. Such emolument is determined by the Board upon the recommendation of the Remuneration Committee with reference to his relevant experience, responsibilities, the time devoted to the Group and the prevailing market conditions. His emolument for the Year 2021 was HK\$322,000.

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

Mr. Wu 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 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 4,402,438 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 59)

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 the Senior Associate of the Financial Services Institute of Australia, the member of Risk Management Institute of Australasia, Hong Kong Stockbrokers Association Limited and the Market Technician Association respectively.

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 2021 was HK\$72,000.

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.

As at the Latest Practicable Date, Mr. Tang beneficially owns Options to subscribe for a total of 4,402,438 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. 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.

(3) MR. SEK WAI KIT (石偉杰) (AGED 39)

Mr. Sek Wai Kit was appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee with effect from 31 October 2020. Mr. Sek was awarded a Bachelor of Business (Accounting) degree from the Australian Catholic University in 2004. He has been a member of CPA Australia since 2009. Mr. Sek has over ten years of experience in the field of audit and accounting and is the head of finance department of Sheung Moon Holdings Limited, a company listed on Stock Exchange (stock code: 8523) since November 2016.

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

Mr. Sek has entered into a letter of appointment with the Company for a successive term of one year with effect from 31 October 2020, 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. Sek 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 2021 was approximately HK\$60,000.

Mr. Sek 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.

As at Latest Practicable Date, Mr. Sek did 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. Sek 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 Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 30 September 2021 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 2021 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 (the “INED”).

(C) To re-elect Mr. Sek Wai Kit as an INED.

(D) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration for the year ending 31 March 2022.
3. To re-appoint McMillan Woods (Hong Kong) CPA Limited 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;

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”);

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, 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
- (iii) the date on which the authority set out in 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

NOTICE OF ANNUAL GENERAL MEETING

(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”);
- (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 the authority set out in 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.”

By order of the Board

Asia-Pac Financial Investment Company Limited

Ip Kwok Kwong

Executive Director and Managing Director

Hong Kong, 30 August 2021

NOTICE OF ANNUAL GENERAL MEETING

Head Office and Principal Place of Business

in Hong Kong:
Room 304, 3rd 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 28 September 2021) 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.

In view of the ongoing Novel Coronavirus (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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 were 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 Monday, 27 September 2021 to Thursday, 30 September 2021 (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 Friday, 24 September 2021.
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 McMillan Woods (Hong Kong) CPA Limited 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 be issued 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 30 August 2021.
9. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in the notice of the AGM 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 and an announcement with details meeting arrangement will be made.
 - (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.

NOTICE OF ANNUAL GENERAL MEETING

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

PRECAUTIONARY MEASURES FOR THE AGM

The Company will implement the following measures at the AGM, including:

- compulsory body temperature checks
- refusal of entry of those with a high temperature
- wearing of face masks throughout the meeting
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures will be denied entry into the AGM venue.