
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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Easy Repay Finance & Investment Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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EASY REPAY FINANCE & INVESTMENT LIMITED**易還財務投資有限公司**

(Continued in Bermuda with limited liability)

(Stock Code: 8079)

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
REFRESHMENT OF SHARE OPTION SCHEME LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (“AGM”) to be held at Unit A, 8th Floor, D2 Place Two, 15 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong on Monday, 7 January 2019 at 4:00 p.m. is set out on Pages 15 to 18 of this circular.

Whether or not you are able to attend the AGM, you are advised to read this circular and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least seven days from the date of its posting and on the Company’s website at www.ecrepay.com.

29 November 2018

CHARACTERISTICS OF THE 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

“AGM”	the annual general meeting of the Company to be held at Unit A, 8 th Floor, D2 Place Two, 15 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong on Monday, 7 January 2019 at 4:00 p.m., a notice of which is set out on pages 15 to 18 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Close Associate(s)”	has the meaning as defined under the GEM Listing Rules
“Company”	Easy Repay Finance & Investment Limited (Stock code: 8079), an exempted company continued in Bermuda with limited liability and the issued Shares of which are listed on the GEM
“Core Connected Person”	has the meaning given in the GEM Listing Rules
“Date of Adoption”	4 January 2011, being the date on which the Share Option Scheme was adopted by the Company
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of the issued Shares as at the date of passing of the relevant resolution at the AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 November 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Option(s)”	any options granted under the Share Option Scheme conferring a right to subscribe for shares
“Option Holder(s)”	holder(s) of share options granted under the Share Option Scheme entitling them to subscribe for certain Shares

DEFINITIONS

“Participant(s)”	any person belonging to any of the following classes of participants: (a) any Eligible Employee; (b) any non-executive director (including independent non-executive director) of the Company, any Subsidiary or any Invested Entity; (c) any supplier of goods or services to any member of the Group or any Invested Entity; (d) any customer of the Group or any Invested Entity; (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity; (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase the Shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the relevant resolution at the AGM
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Share Option Scheme”	share option scheme adopted by the Company on the Date of Adoption and became effective on 4 January 2011

DEFINITIONS

“Share Option Scheme Limit”	the maximum number of Shares which may be issued upon the exercise of all share options granted or to be granted under the Share Option Scheme of the Company as may from time to time be adopted by the Company as permitted under the GEM Listing Rules, which initially shall not, in aggregate, exceed 10% of the issued share capital of the Company as at the Date of Adoption and thereafter, if refreshed, shall not exceed 10% of the issued share capital of the Company as at the date of approval of the refreshed limit by the Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

EASY REPAY FINANCE & INVESTMENT LIMITED

易還財務投資有限公司

(Continued in Bermuda with limited liability)

(Stock Code: 8079)

Executive Directors:

Mr. Shiu Yeuk Yuen

Ms. Siu Yeuk Hung, Clara

Independent non-executive Directors:

Mr. Siu Yim Kwan, Sidney, *S.B.St.J.*

Mr. Kam Tik Lun, *CPA, FCCA, LL.M (ICFL)*

Mr. Ho Siu King, Stanley, *BEng (CivE-Law)*
(HKU), LLB (HKU) and LL.M (LSE)

Registered office:

Canon's Court,
22 Victoria Street,
Hamilton HM 12,
Bermuda

*Head office and principal place
of Business in Hong Kong:*

Unit A, 8th Floor
D2 Place Two,
15 Cheung Shun Street,
Cheung Sha Wan,
Kowloon, Hong Kong

29 November 2018

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
REFRESHMENT OF SHARE OPTION SCHEME LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the forthcoming AGM to be held at Unit A, 8th Floor, D2 Place Two, 15 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong on Monday, 7 January 2019 at 4:00 p.m. to (a) grant to the Directors general mandates to repurchase and issue Shares of the Company; (b) to re-elect the retiring Directors and (c) refreshment of Share Option Scheme Limit.

LETTER FROM THE BOARD

GENERAL MANDATE AND REPURCHASE MANDATE

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

Under the GEM Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the GEM Listing Rules to be included in this circular is set out in Appendix I.

GENERAL MANDATE

The Company has in issue an aggregate of 218,894,354 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 43,778,870 Shares, representing 20% of the total number issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM. In addition, it is further proposed, by way of a separate ordinary resolution that the General Mandate be extended so that the Directors be given a general mandate to issue further Shares repurchased under the Repurchase Mandate. Any issue of new Shares of the Company is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares.

The Directors have no present intention to allot and issue new Shares under the General Mandate.

REPURCHASE MANDATE

At the AGM, an ordinary resolution will also be proposed that the Directors be granted a general and unconditional mandate to exercise all powers of the Company to repurchase Shares up to a maximum of 21,889,435 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the relevant resolution.

In addition, if the resolution to authorize the repurchase of shares is passed, an ordinary resolution will be proposed at the AGM providing that any Shares repurchased (up to a maximum of 10% of the issued Shares as at the date of the grant to the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the General Mandate.

LETTER FROM THE BOARD

An explanatory statement required by the GEM Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase the Company's shares is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Bye-laws 99, Mr. Shiu Yeuk Yuen and Mr. Ho Siu King, Stanley will retire as executive Director and independent non-executive Director respectively at the AGM and being eligible, will offer themselves for re-election to the respective office.

To enable Shareholders to make an informed decision on the re-election of these retiring Director and independent non-executive Director, the biographical details of each of the retiring Director and independent non-executive Director, as required under Chapter 17 of the GEM Listing Rules, are set out in Appendix II to this circular for information of the Shareholders.

PROPOSED REFRESHMENT OF THE SHARE OPTION SCHEME LIMIT

Pursuant to an ordinary resolution passed at the special general meeting of the Company on 4 January 2011, the Share Option Scheme was adopted by the Company on the Date of Adoption and became effective on 4 January 2011. The Share Option Scheme will remain in force for a period of 10 years from the above effective date. There is no outstanding Option since the adoption of the Share Option Scheme. Save as disclosed above, there was no other share option scheme of the Company.

In the annual general meeting of the Company held on 23 October 2014, the Share Option Scheme Limit was refreshed to 62,919,815 Shares ("2014 Refreshment") based on 10% of the then 629,198,155 issued shares of the Company.

There is no Option was granted, exercised, lapsed or outstanding under the Share Option Scheme since the 2014 Refreshment to the Latest Practicable Date.

As at the Latest Practicable Date, the issued share capital of the Company is 218,894,354. It has been changed from 629,198,155 Shares in January 2015 to 218,894,354 Shares upon completion of the rights issue on 8 January 2015, capital reorganization on 24 March 2015, repurchased and cancellation of shares on 17 October 2016 and 29 August 2017 respectively.

If the refreshment of the Share Option Scheme Limit is approved by the Shareholders at the AGM, based on 218,894,354 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued by the Company from the Latest Practicable Date up to and including the date of the AGM, the Company will be allowed to grant further options under the Share Option Scheme for subscription of up to a total of 21,889,435 Shares, representing 10% of the Shares in issue as at the date of the AGM. Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other schemes of the Company) will not be counted for the purpose of calculating the Share Option Scheme Limit as "refreshed". As at the Latest Practicable Date, apart from the Share Option Scheme, the Company had no other share option scheme currently in force.

LETTER FROM THE BOARD

Pursuant to the terms of the Share Option Scheme and in accordance with the relevant provisions of Chapter 23 of the GEM Listing Rules, the limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time must not exceed 30% of the Shares in issue from time to time. No options may be granted under the Share Option Scheme or any other share option schemes of the Company if it will result in the aforesaid 30% limit being exceeded.

The Directors consider that the Company should refresh the Share Option Scheme Limit so that the Company could have more flexibility to provide incentives to the Participants of the Share Option Scheme by way of granting share options to them to strive for the future development and success of the Group.

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

At the AGM, an ordinary resolution will be proposed to the Shareholders to approve the proposed refreshment of the Share Option Scheme Limit so as to allow the Company to grant further options under the Share Option Scheme for subscription of up to a total of 21,889,435 Shares, representing 10% of the Shares in issue as at the date of the AGM on the basis that no further Shares will be issued or repurchased by the Company prior to the date of AGM.

The refreshment of the Share Option Scheme Limit is conditional upon:

- (a) the passing of an ordinary resolution to approve the refreshment of the Share Option Scheme Limit by the Shareholders at the AGM; and
- (b) 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 Share Option Scheme Limit up to 10% of the Shares in issue as at the date of passing the relevant ordinary resolution at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange 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.

LETTER FROM THE BOARD

ACTION TO BE TAKEN

Notice of the AGM is set out on pages 15 to 18 to this circular. A proxy form for appointing proxy is despatched with this circular and published on the GEM website (www.hkgem.com) and the Company's website (www.ecrepay.com). Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the Company's Branch Registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or the adjourned meeting. Completion and return of a proxy form will not preclude you from attending and voting at the meeting and any adjourned meeting if you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 2 January 2019 to Monday, 7 January 2019, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 31 December 2018.

RECOMMENDATION

The Directors consider that the granting of the General Mandate and Repurchase Mandate to the Directors to issue shares and to repurchase shares of the Company, re-election of the retiring Directors and refreshment of Share Option Scheme Limit are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

Yours faithfully,
For and on behalf of the Board
Easy Repay Finance & Investment Limited
Shiu Yeuk Yuen
Chairman

This is an explanatory statement given to all Shareholders of the Company relating to the resolutions to be proposed at the AGM authorising the Repurchase Mandate. It contains all the relevant information required pursuant to Rule 13.08 of the GEM Listing Rules which is set out as follows:

1. SHARE CAPITAL

On 26 November 2018, being the Latest Practicable Date, prior to the printing of this circular, there was a total of 218,894,354 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 21,889,435 Shares, representing 10% of the total number of issued shares of the Company as at the date of the AGM.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. 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 Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the Annual Report for the year ended 31 March 2018) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the GEM of the Stock Exchange during each of the twelve months preceding the Latest Practicable Date:

Month	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
December	0.700	0.600
2018		
January	0.680	0.550
February	0.600	0.510
March	0.600	0.540
April	0.580	0.510
May	0.550	0.420
June	0.475	0.390
July	0.425	0.370
August	0.410	0.335
September	0.375	0.300
October	0.370	0.243
November (up to the Latest Practicable Date)	0.350	0.245

5. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a repurchase of the Share pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, 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.

As at the Latest Practicable Date, the following persons were interested in 5% or more of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full and there is no change in the number of Shares held by them after the Repurchase Mandate is exercised, the interest of such persons will be increased to approximately the percentage set out in the last column as follows:

Name of Shareholder	Number of Shares held	Approximate percentage of shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Shiu Yeuk Yuen (<i>note 1</i>)	82,518,620	37.70%	41.89%
HMV Digital China Group Limited (<i>note 2</i>)	26,093,500	11.92%	13.25%

Note 1: Represents Shares held by Mr. Shiu Yeuk Yuen, the chairman and executive Director of the Company and his family member, in person or through the wholly-owned company of Mr. Shiu.

Note 2: 26,093,500 Shares refer to the aggregate of (a) 21,509,075 Shares held by HMV Digital China Group Limited and (b) 4,584,425 Shares held by New Smart International Creation Limited, a direct wholly-owned subsidiary of HMV Digital China Group Limited.

In the opinion of the Directors, if the Repurchase Mandate were exercised in full, the above shareholder would be obliged to make a mandatory offer to shareholder under Rules 26 and 32 of the Takeover Code. The Directors have no intention to exercise the Repurchase Mandate to such extent that will result to make a mandatory offer under the Takeovers Code. The Directors have also no intention to exercise the Repurchase Mandate to such an extent that will result in the number of shares of the Company in the hands of public falling below the prescribed minimum percentage of 25%.

The Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

6. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

7. DISCLOSURE OF INTERESTS AND UNDERTAKING OF THE DIRECTORS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Bye-laws and the applicable laws of Bermuda.

The Company has not been notified by any core connected person (as defined in the GEM Listing Rules) that such a person has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders to the Board.

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

1. Mr. Shiu Yeuk Yuen, *Executive Director*

Mr. SHIU Yeuk Yuen (“**Mr. Shiu**”), aged 68, is the executive director since December 2010 and appointed as the Chairman of the Company in January 2011. Mr. Shiu has over 39 years’ experience in the ceramic tile and marble and granite products industry and over 13 years’ experience in securities investment. Mr. Shiu has extensive experience in business development, operation and marketing management.

Mr. Shiu is the brother of Ms. Siu Yeuk Hung, Clara, the executive Director of the Company and Ms. Siu York Chee, the director of several subsidiaries of the Company. Save as disclosed, Mr. Shiu does not hold any other positions with the Company and other members of the Company’s group and he does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (“GEM Listing Rules”)) of the Company.

Mr. Shiu has not held any directorships in any other public companies in the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, nor does he hold any other positions with the Company and other members of the Company’s group.

As at the Latest Practicable Date, 82,518,620 Shares, representing approximately 37.70% of the total issued share capital of the Company held by Mr. Shiu in person, his family member and through Mr. Shiu’s wholly-owned company, Able Rich Consultants Limited. Save as disclosed herein, Mr. Shiu did not have any other interest in the Shares within the meaning of Part XV of the SFO.

Mr. Shiu has entered into a service contract with the Company and the service contract shall be renewed automatically after a year unless and until terminated by not less than three months’ notice in writing served by either party on the other and also subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Mr. Shiu is entitled to a monthly remuneration of HK\$23,850 and a discretionary bonus as determined by the remuneration committee of the Company with reference to his duties and performance and the operating results of the Company. The remuneration of Mr. Shiu was fixed with reference to his duties and responsibilities with the Company as well as the Company’s remuneration policy. There is no other matters which need to be brought to the attention of the Company’s shareholders.

2. Mr. Ho Siu King, Stanley, *Independent Non-Executive Director*

Mr. Ho Siu King, Stanley (“**Mr. Ho**”), *BEng (CivE-Law) (HKU), LLB (HKU) and LLM (LSE)*, aged 30, was appointed as an independent non-executive director, a member of Audit Committee, Nomination Committee and Remuneration Committee of the Company on 1 July 2016. Mr Ho is a practicing barrister in Hong Kong. His areas of practice include civil and criminal law. He holds a Master of Laws degree from the London School of Economics and Political Science, and Bachelor of Laws and Bachelor of Engineering (Civil Engineering and Laws) degrees from the University of Hong Kong.

Mr. Ho is also an independent non-executive director of Chinese Food and Beverage Group Ltd., a company listed on the GEM Board of Stock Exchange (Stock code: 8272).

Mr. Ho is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company, nor does he have any interests (within the meaning of Part XV of the Securities and Futures Ordinance) in the securities of the Company.

Mr. Ho has entered into a service contract with the Company and the service contract shall be renewed automatically after a year unless and until terminated by not less than three months’ notice in writing served by either party on the other and also subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Mr. Ho is entitled to receive a director’s fee of HK\$100,000 per annum, which is determined by the board of directors of the Company with reference to his duties and responsibilities. There is no other matters which need to be brought to the attention of the Company’s shareholders.

Save as disclosed above, the Company is not aware of any other matters in relation to Mr. Shiu and Mr. Ho that are required to be disclosed pursuant to the GEM Listing Rules 17.50(2)(h) to rule 17.50(2)(v) or any matters that need to be brought to the attention of the holders of securities of the Company in relation to re-election of Mr. Shiu as executive Director and Mr. Ho as independent non-executive Director.

NOTICE OF ANNUAL GENERAL MEETING

EASY REPAY FINANCE & INVESTMENT LIMITED

易還財務投資有限公司

(Continued in Bermuda with limited liability)

(Stock Code: 8079)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 Annual General Meeting (the “Meeting”) of Easy Repay Finance & Investment Limited (the “Company”) will be held at Unit A, 8th Floor, D2 Place Two, 15 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong on Monday, 7 January 2019 at 4:00 p.m. for the purposes of considering and, if thought fit, passing with or without modification, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements of the Company and the reports of the Directors and auditors for the year ended 31 March 2018.
2. To re-elect the following retiring directors and to authorize the Board of Directors to fix the remuneration of the directors.
 - (a) Mr. Shiu Yeuk Yuen as executive Director; and
 - (b) Mr. Ho Siu King, Stanley as independent non-executive Director.
3. To appoint Moore Stephens CPA Limited as the auditors of the Company and authorize the Board to fix their remuneration.
4. **“THAT**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any Share Option Scheme (as hereinafter defined) of the Company; (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or warrants to subscribe for shares of the Company; or (iv) any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Bye-laws of the Company, shall not exceed 20 per cent. of the issued share capital of the Company as at the date of passing of this resolution and the approval in paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange applicable to the Company); and

“Share Option Scheme” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person of shares or rights to acquire shares of the Company.”

5. “THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on the Growth Enterprise Market of the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (“the Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance

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with all applicable laws and the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the number of shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the total number of issued shares of the Company as at the date of passing of this resolution; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”

6. **“THAT**

conditional upon the passing of Ordinary Resolutions 4 and 5 as set out in the notice convening this Meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company pursuant to Ordinary Resolution 4 set out in the notice convening this Meeting be and is hereby extended by the addition thereto the number of shares repurchased by the Company under the authority granted pursuant to Ordinary Resolution 5 set out in the notice convening this Meeting provided that such amount shall not exceed 10 per cent. of the total number of issued shares of the Company as at the date of passing of this resolution.”

7. **“THAT**

Subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of the listing of and permission to deal in the Shares which may be issued pursuant to the exercise of option to be granted under the refreshed scheme mandate limit (the “Scheme Mandate Limit”) under the share option scheme adopted on 4 January 2011, which entitles the Directors to grant options after the listing of Shares on the Stock Exchange, in the manner as set out in paragraph (a) of this resolution,

- (a) the refreshment of the Scheme Mandate Limit of up to 10 per cent. of the Shares in issue as at the date of passing of this resolution be and is hereby approved; and

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- (b) the Directors be and are hereby authorized do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

On behalf of the Board
Easy Repay Finance & Investment Limited
Shiu Yeuk Yuen
Chairman

Hong Kong, 29 November 2018

Principal Place of Business:

Unit A, 8th Floor, D2 Place Two,
15 Cheung Shun Street,
Cheung Sha Wan, Kowloon
Hong Kong

Notes:

1. A form of proxy for use at the Meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the above Meeting or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, priority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. The directors of the Company as at the date of this notice are Mr. Shiu Yeuk Yuen and Ms. Siu Yeuk Hung, Clara, being executive Directors, Dr. Siu Yim Kwan, Sidney, Mr. Kam Tik Lun and Mr. Ho Siu King, Stanley, being independent non-executive Directors.