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EFT Solutions Holdings Limited
俊盟國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8062)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of EFT Solutions Holdings Limited (the “**Company**”) will be held at JAN Financial Press Limited, 22/F., Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on Friday, 13 December 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- a) the sale and purchase agreement dated 11 October 2019 (“**Sale and Purchase Agreement**”) entered into between Earn World Enterprises Limited as purchaser (the “**Purchaser**”) and Rich Giant Group Limited, a wholly owned subsidiary of the Company, as vendor (the “**Vendor**”) in relation to the sale and purchase of 7,000 shares (the “**Sale Shares**”) of Earn World Development Limited (the “**Disposal Company**”), representing 70% of the entire issued share capital of the Disposal Company as at the date of the Sale and Purchase Agreement, for a total consideration of HK\$210,000,000 (copies of the Sale and Purchase Agreement are marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- b) the deed of waiver to be entered into whereby, among others, EFT Solutions Limited (a wholly owned subsidiary of the Company) irrevocably and unconditionally agrees to waive the payment obligation of the indebtedness amount owed by Business Operating Software Solution Limited, a company wholly owned by the Disposal Company (the “**Deed of Waiver of Indebtedness**”) (copies of the Deed of Waiver of Indebtedness are marked “B” and produced to the EGM and signed by the chairman of the EGM for identification purpose) be and is hereby ratified, confirmed and approved;

- c) the deed of waiver to be entered into whereby, among others, the Purchaser irrevocably and unconditionally agrees to waive the Outstanding Cash Consideration (as defined in the Sale and Purchase Agreement) (the “**Deed of Waiver of Outstanding Cash Consideration**”) (copies of the Deed of Waiver of Outstanding Cash Consideration are marked “C” and produced to the EGM and signed by the chairman of the EGM for identification purpose) be and is hereby ratified, confirmed and approved;
 - d) the deed of waiver to be entered into whereby, among others, the Purchaser irrevocably and unconditionally agrees to cancel and return the Promissory Notes (as defined in the Sale and Purchase Agreement) in the aggregate principal amount of HK\$194,000,000 to the Company and waive the payment obligation in respect thereof, including the principal amount and the interest accrued thereon (the “**Deed of Waiver of Promissory Notes**”) (copies of the Deed of Waiver of Promissory Notes are marked “D” and produced to the EGM and signed by the chairman of the EGM for identification purpose) be and is hereby ratified, confirmed and approved; and
 - e) any one director of the Company (the “**Director**”) or, if the affixation of the common seal of the Company is necessary, any one Director and the company secretary of the Company or any two Directors or such other person or persons (including a Director and/or the company secretary) as the board of Directors may appoint be and is/are hereby authorised for and on behalf of the Company to approve and execute all such documents, instruments and agreements and to do all such acts or things incidental to, ancillary to or in connection with the matters contemplated under the Sale and Purchase Agreement and the transactions contemplated thereunder, including but not limited to the execution of the Deed of Waiver of Indebtedness, the Deed of Waiver of Outstanding Cash Consideration, and the Deed of Waiver of Promissory Notes, as he/she/they may consider necessary, desirable or expedient.”
- 2. a. To re-elect Mr. Tso Ping Cheong Brian as an independent non-executive Director.
 - b. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
- 3. a. To re-elect Mr. Wong Ping Yiu as an independent non-executive Director.
 - b. To authorise the Board to fix the remuneration of the Directors.

By order of the Board
EFT Solutions Holdings Limited
Lo Chun Kit Andrew
Chairman and Chief Executive Officer

Hong Kong, 26 November 2019

Notes:

1. Any voting at the above meeting shall be taken by poll.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
4. The transfer books and register of members will be closed from Tuesday, 10 December 2019 to Friday, 13 December 2019, both days inclusive to determine the entitlement of the shareholders to attend the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not later than 4:30p.m. on Monday, 9 December 2019.
5. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his/her stead. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
6. As at the date of this notice, the Board comprises executive Directors Mr. Lo Chun Kit Andrew and Mr. Lo Chun Wa; non-executive Directors Ms. Lam Ching Man and Mr. Lui Hin Weng Samuel; and independent non-executive Directors Dr. Wu Wing Kuen, *B.B.S.*, Mr. Tso Ping Cheong Brian and Mr. Wong Ping Yiu.