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PF Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8221)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of shareholders of PF Group Holdings Limited (the “**Company**”) will be held at Room 4409, 44/F., COSCO Tower, 183 Queen’s Road Central, Hong Kong on Thursday, 7 December 2023, at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, each of the following resolutions as a special resolution of the Company:

SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon the certificate of incorporation on change of name being issued by the Registrar of Companies in the Cayman Islands (“**Registrar**”), (i) the English name of the Company be changed from “PF Group Holdings Limited” to “Gaoyu Finance Group Limited”; and (ii) the dual foreign name in Chinese of the Company of “高裕金融集團有限公司” be adopted (the “**Proposed Change of Company Name**”) with effect from the date of entry of the new English name and the dual foreign name of the Company on the register maintained by the Registrar and the date of issue of the certificate of incorporation on change of name by the Registrar confirming the new name has been registered, and that any one director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

2. “**THAT** subject to the passing of the resolution numbered 1 above, and the new Company name being entered into the register by the Registrar, the existing amended and restated memorandum of association and the existing amended and restated articles of association of the Company be amended in the manner as set out in the circular of the Company dated 9 November 2023 (the “**Circular**”); and the new amended and restated memorandum of association and the new amended and restated articles of association of the Company, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the extraordinary general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum of association and the existing amended and restated articles of association of the Company with immediate effect and that any one of the directors of the Company be and he/she is hereby authorised to do all such acts and things and execute all such documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient, including under seal where appropriate, to implement and give effect to the adoption of the new amended and restated memorandum of association and the new amended and restated articles of association of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
PF Group Holdings Limited
Fok Yuk Tong
Chairman and Executive Director

Hong Kong, 9 November 2023

Notes:

1. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or, if he/she/it holds two or more Shares, more than one proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the memorandum of association and the articles of association of the Company. A proxy need not be a Shareholder but must be present in person at the EGM to represent the Shareholder. 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. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, 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 EGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.

3. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the EGM, the transfer books and register of members of the Company will be closed from Monday, 4 December 2023 to Thursday, 7 December 2023, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending and voting at the EGM, all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Friday, 1 December 2023.
6. If typhoon signal number 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect/hoisted any time after 7:00 a.m. on the date of the EGM, the meeting will be adjourned. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.pfs.com.hk to notify Shareholders of the date, time and place of the adjourned meeting.

As at the date of this notice, the board of Directors of the Company comprises seven Directors, namely Mr. Fok Yuk Tong (Chairman), Ms. Hsieh Ching Chun, Ms. Fok Kit Yee and Mr. Lee Ho Leung William as executive Directors; and Ms. Chan Hoi Wuen Katherine, Mr. Tong Wing Chi and Mr. Kwan Tsz Chun Sun as independent non-executive Directors.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM 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 notice 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 on this notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the date of its publication and on the Company's website at www.pfs.com.hk.