



**Bison Finance Group Limited**

**貝森金融集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 888)**

**SHAREHOLDERS' COMMUNICATION POLICY**

## **1 Purpose**

- 1.1 This Policy aims to set out the provisions with the objective of ensuring that the Company's Shareholders, both individual and institutional, and, in appropriate circumstances, the investment community at large, are provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and the investment community to engage actively with the Company.
- 1.2 For the purpose of this Policy, reference to the investment community are intended to include the Company's potential investors as well as analysts reporting and analyzing the Company's performance.

## **2 General Policy**

- 2.1 The Board shall maintain an on-going dialogue with Shareholders and the investment community, and shall regularly review this Policy to ensure its effectiveness.
- 2.2 Information shall be communicated to Shareholders and the investment community mainly through the Company's financial reports (interim and annual reports), annual general meeting and other general meetings that may be convened, as well as by making available all the disclosures submitted to The Stock Exchange of Hong Kong Limited ("SEHK") and its corporate communications and other corporate publications on the Company's website.
- 2.3 Effective and timely dissemination of information to Shareholders and the investment community shall be ensured at all times. Any question regarding this Policy shall be directed to the Company Secretary of the Company.

## **3 Procedures for making proposals to nominate a person for election as a Director**

- 3.1 If a Shareholder wishes to propose a person other than a Director retiring for election at a general meeting, the Shareholder should lodge at the Share Registrar or Principal Office of the Company for the attention of the Company Secretary a Notice signed by the Shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting for which such Notice is given of his/her intention to propose such person for election, and also a consent signed by the person to be proposed of his/her willingness to be elected.
- 3.2 The length of period, during which the aforesaid notice(s) may be given, will be at least seven (7) days commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting.
- 3.3 In order for the Company to inform the Shareholders of the proposal, the written Notice must give the full name of the person proposed for election as a Director, and the person's biographical details as required to be disclosed under Rule 13.51(2) of the Listing Rules, as well as the person's written consent to the publication of his/her personal data.

- 3.4 The procedures for Shareholders to propose a person for election as a director is set out in the Appendix.

## **4 Communication Strategies**

### ***Shareholders' Right***

- 4.1 Shareholders holding not less than one-tenth of the paid-up capital of the Company and carrying the right of voting at general meetings of the Company can request the Board to convene a special general meeting ("SGM") for the transaction of business specified in the request.
- 4.2 The request must be in written form with the purpose of the meeting and contact details of the Shareholders stated therein and deposited at the Principal Office of the Company at Rooms 4105-06, 41/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for the attention of the Company Secretary.
- 4.3 Such request must be signed by the Shareholders concerned and may consist of two or more documents in like form, each signed by one or more of those Shareholders.
- 4.4 Upon receipt of the confirmation of the Company's Share Registrar that the written request is valid, the Company Secretary will arrange to convene a SGM by serving sufficient notice in accordance with the Company's Bye-laws and statutory requirements to all the registered Shareholders.

### ***Shareholders' enquiries***

- 4.5 All enquiries to the Directors must be addressed to the Board or Company Secretary of the Company, and served to the Principal Office of the Company at Rooms 4105-06, 41/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Shareholders may also email their enquiries to the Directors at the Company's email address: cosec@bison.com.hk.
- 4.6 To facilitate the Board to attend to the enquiries as soon as possible after receipt of such enquiries from the Shareholders, the enquiries should be dated and set out in written form, stating the name of the Shareholder making the enquiries, his/her contact details, and the reason for making such enquiries.
- 4.7 The Company Secretary is responsible for attending to these enquiries in the first instance.
- 4.8 Shareholders should direct their questions about their shareholdings to the Company's Registrar, namely, Computershare Hong Kong Investor Services Limited.
- 4.9 Shareholders and the investment community may at any time make a request for the Company's information to the extent such information is publicly available.
- 4.10 Shareholders and the investment community shall be provided with designated contacts, email addresses and enquiry lines of the Company in order to enable them to make any query in respect of the Company.

### ***Procedure for making proposals at general meetings***

- 4.11 Shareholders holding not less than one-twentieth of the total voting rights of those Shareholders having the right to vote at general meetings may submit a written request to move a resolution at general meetings.
- 4.12 The written request must state the resolution, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution, signed by all the Shareholders concerned and may consist of two or more documents in like form (which between them contain the signatures of all the Shareholders concerned), and deposit it at the Principal Office of the Company at Rooms 4105-06, 41/F, Hopewell Centre, 183 Queen's Road East, Wanchai,, Hong Kong for the attention of the Company Secretary not less than six weeks before the meeting in the case of a requisition requiring notice of a resolution, and not less than one week in the case of any other requisition.
- 4.13 The request will be verified with the Company's Share Registrars and upon their confirmation that the request is proper and in order, the Company Secretary will arrange to include the resolution in the agenda for the general meeting provided that the Shareholders concerned have deposited a sum of money reasonably sufficient, but not less than HK\$2,000 to meet the Company's expenses in serving the notice of the resolution and circulating the statement submitted by the Shareholders concerned in accordance with the statutory requirements to all the registered Shareholders.
- 4.14 On the contrary, if the request has been verified as not being in order or the Shareholders concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the Shareholders concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the general meeting.

### ***Corporate Communication<sup>1</sup>***

- 4.15 Corporate communication will be provided to Shareholders in plain language and in both English and Chinese versions to facilitate Shareholders' understanding.

### ***Corporate Website***

- 4.16 Information released by the Company to SEHK is posted on the Company's website immediately thereafter. Such information includes interim and annual financial statements, interim and final results announcements, circulars and notices of general meetings and associate explanatory documents etc.
- 4.17 All presentation materials provided in conjunction with the Company's general meetings, if any, and results announcements each year will be made available on the Company's website as soon as practicable after their release.
- 4.18 All press releases and newsletters etc. issued by the Company or its subsidiaries will be made available on the Company's website.

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1. Corporate Communication refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including, but not limited to, the directors' report and annual accounts together with a copy of the auditor's report, the interim report, a notice of meeting, a circular and a proxy form.

### ***Shareholders' Meeting***

- 4.19 Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings.
- 4.20 Appropriate arrangements for the Company's general meetings shall be in place to encourage Shareholders' participation.
- 4.21 The process of the Company's general meetings will be monitored and reviewed on a regular basis, and, if necessary, changes will be made to ensure that Shareholders' needs are best served.
- 4.22 Board members, in particular, either the chairman or deputy chairman of Board committees or their delegates, appropriate management executives and external auditors will attend general meetings to answer Shareholders' questions.
- 4.23 Shareholders' are encouraged to attend shareholders' activities organised by the Company, where information about the Company, including its latest strategic plan, products and services etc. will be communicated.

### **5 Shareholder Privacy**

- 5.1 The Company recognises the importance of Shareholders' privacy and will not disclose Shareholders' information without their consent, unless required by law to do so.

## **Glossary**

“Board” or “Directors”	The board of directors of the Company or (as the context may require) the directors present and entitled to vote at a meeting of directors of the Company at which a quorum is present.
“Bye-laws”	The Bye-laws of the Company in their present form or as supplemented or amended or substituted from time to time.
“Company Secretary”	Any person, firm or corporation appointed by the Board to perform any of the duties of secretary of the Company and includes any assistant, deputy, temporary or acting secretary.
“Principal Office”	Such office of the Company as the Directors may from time to time determine to be the principal office of the Company.
“Shareholder”	A duly registered holder from time to time of the shares in the capital of the Company.
“Notice”	a written notice unless otherwise specifically stated and as further defined in the Bye-laws of the Company.
“Share Registrar”	In respect of any class of share capital such place as the Board may from time to time determine to keep a branch register of Shareholders in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.

## Appendix

### Procedures for Shareholders to propose a person for election as a Director of the Company

The following sets out the procedures for shareholders of the Company to propose a person for election as a Director:

1. Shareholders should first lodge a written notice of his intention (“Notice”) to propose a person to be elected as a director (“Candidate”) at the principal office of the Company located at Rooms 4105-06, 41/F, Hopewell Centre, 183 Queen’s Road East, Wanchai,, Hong Kong. The Notice should state the name, contact details and the biographical details of the Candidate as required to be disclosed under Rule 13.51(2) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and duly signed by the Shareholder.
2. The Notice should be accompanied by a written consent duly signed by the Candidate indicating his willingness to be elected as a director and consent to the publication of his/her personal data.
3. The length of period during which the Notice may be given, will be at least seven (7) days commencing no earlier than the day after the dispatch of the written notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting.