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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bison Finance Group Limited, you should at once hand this circular, together with 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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**BISON FINANCE GROUP LIMITED**

**貝森金融集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 888)**

**REQUISITION FOR A SPECIAL GENERAL MEETING  
IN RELATION TO THE GENERAL MANDATE TO ISSUE SHARES  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING**

Please see page ii of this circular for measures being taken in the attempt to prevent and control the spread of COVID-19 at the special general meeting (the “SGM”), including without limitation:

- compulsory body temperature checks and health declarations;
- each attendee is required to wear a surgical face mask throughout the SGM, no mask will be provided at the SGM venue;
- any person who has travelled outside Hong Kong in the 14-day period prior to the SGM will not be permitted to attend the SGM;
- no corporate gift will be distributed and no refreshment will be served at the SGM.

Any person who does not comply with the precautionary measures may be denied entry into the venue of the SGM at the Company’s discretion, to the extent permitted by the applicable laws and regulations. In light of the epidemic situation of COVID-19, the Company wishes to encourage the Shareholders to exercise their right to vote at the SGM by appointing the chairman of the SGM as their proxy.

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A notice convening the SGM of Bison Finance Group Limited (the “Company”) to be held at 10<sup>th</sup> Floor, United Centre, 95 Queensway, Admiralty, Hong Kong, on Monday, 26 September 2022 at 10:30 a.m. or any adjournment thereof, is set out on pages 6 to 7 of this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so desire.

6 September 2022

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## PRECAUTIONARY MEASURES FOR THE SGM

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In view of the epidemic situation of COVID-19, the Company will take including without limitation of the following precautionary measures at the SGM venue in the attempt to prevent and control the spread of COVID-19 at the SGM:

- Compulsory body temperature checks will be conducted for every Shareholder, proxy, and other attendees at the entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms, may be denied entry into or be required to leave the venue of the SGM at the Company's discretion, to the extent permitted by the applicable laws and regulations.
- Each attendee is required to wear a surgical face mask throughout the SGM and inside the meeting venue, no mask will be provided at the SGM venue and to maintain a safe distance from other attendees.
- Any person attending the SGM will be required to make a declaration as to whether they have travelled outside Hong Kong in the 14-day period prior to the SGM, and those who has travelled outside Hong Kong in the 14-day period prior to the SGM will not be permitted to attend the SGM.
- No corporate gift will be distributed and no refreshment will be served at the SGM.

In light of the epidemic situation of COVID-19, **the Company wishes to encourage the Shareholders to exercise their right to vote at the SGM by appointing chairman of the SGM as their proxy as an alternative to the SGM in person, by completing and returning the proxy form attached to this circular.**

If any Shareholder chooses not to attend the SGM in person but has any question about any resolution or about the Company, or has any matter for putting to the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office, our principal place of business at 6th Floor, 18 King Wah Road, North Point, Hong Kong or to our email at cosec@bison.com.hk.

If any Shareholder has any question relating to the SGM, please contact Computershare Hong Kong Investor Services Limited, the Company's Hong Kong share registrar as follows:

**Computershare Hong Kong Investor Services Limited**  
**17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong**  
**Tel: +852 2862 8555**  
**Fax: +852 2865 0990**  
**Online Enquiries: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)**

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures or make any changes to the arrangement of the SGM as appropriate at short notice in order to minimise any risk to the Shareholders and others attending the SGM and to comply with any requirements or recommendations of any government agencies from time to time.

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## DEFINITIONS

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

“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Bison Finance Group Limited, a company incorporated in Bermuda with limited liability, whose Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 888)
“Director(s)”	director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Instruments”	collectively, (a) any securities convertible into Shares; (b) options, warrants or similar rights to subscribe for any Shares or such convertible securities; and (c) any other instrument that, if issued, could result in an increase of Shares allotted and/or issued by the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macao Special Administrative Region of the PRC and Taiwan
“Proposed Resolution”	the proposed ordinary resolution set out in the Requisition Notice from the Requisitionist to the Company in relation to the Share Issue Mandate as referred to in this circular;
“Requisition”	the subject requisition contained in the Requisition Notice in relation to the Share Issue Mandate as referred to in this circular;
“Requisition Notice”	a letter deposited at the registered office of the Company in Bermuda on 16 August 2022 addressed to the Company from the Requisitionist setting out the Requisition made pursuant to section 74(1) of the Companies Act
“Requisitionist”	HKSCC Nominees Limited
“SGM”	the special general meeting of the Company to be held at 10 <sup>th</sup> Floor, United Centre, 95 Queensway, Admiralty, Hong Kong, on Monday, 26 September 2022 at 10:30 a.m. or any adjournment thereof

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## DEFINITIONS

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“Share Issue Mandate”	a general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares up to a maximum of 20% of the total number of issued Shares as at the date of the passing of the resolution approving the Share Issue Mandate passed on the annual general meeting of the Company held on 27 June 2022
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



**BISON FINANCE GROUP LIMITED**

貝森金融集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 888)

*Board of Directors:*

***Non-executive Director***

Dr. MA Weihua (*Chairman*)

***Executive Directors***

Mr. XU Peixin

Mr. SUN Lei (*Chief Executive Officer*)

Mr. ZHU Dong (*Chief Financial Officer*)

***Independent non-executive Directors***

Dr. QI Daqing

Mr. CHEN Yigong

Mr. FENG Zhonghua

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal Place of Business:*

6th Floor

18 King Wah Road

North Point

Hong Kong

6 September 2022

*To the Shareholders,*

Dear Sir or Madam,

**REQUISITION FOR A SPECIAL GENERAL MEETING  
IN RELATION TO THE GENERAL MANDATE TO ISSUE SHARES  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with (i) the information in relation to the Proposed Resolution under the Requisition; and (ii) the notice of SGM.

**2. REQUISITION BY A SHAREHOLDER**

The Board received the Requisition Notice which was deposited at the registered office of the Company in Bermuda on 16 August 2022 from HKSCC Nominees Limited, being the registered owner of 680,508,005 Shares, requesting the Board to convene a special general meeting for considering and, if thought fit, passing the ordinary resolution “THAT the Company shall refrain from allotting or issuing additional Shares and/or Instruments (or entering into any agreement or option relating to such allotment or issuance) pursuant to or in connection with the Share Issue Mandate, until the conclusion of the next annual general meeting of the Company.”.

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## LETTER FROM THE BOARD

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### **3. RELEVANT PROVISIONS UNDER THE BYE-LAWS AND COMPANIES ACT**

Pursuant to bye-law 58 of the Bye-laws, the Board may whenever it thinks fit call special general meetings, and members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act.

Pursuant to section 74(1) of the Companies Act, the directors of a company, notwithstanding anything in its bye-laws shall, on the requisition of members of the company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the company, or, in the case of a company not having a share capital, members of the company representing not less than one-tenth of the total voting rights of all the members having at the said date a right to vote at general meetings of the company, forthwith proceed duly to convene a special general meeting of the company. Section 74(3) of the Companies Act further provides that if the directors do not within twenty-one days from the date of deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

### **4. REASONS FOR THE PROPOSED RESOLUTION**

The Requisition Notice did not set out any reasons and/or grounds for the Proposed Resolution. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect of the Proposed Resolution for consideration.

### **5. SGM**

A notice convening the SGM is set out on pages 6 to 7 of this circular and a proxy form for use at the SGM is enclosed herein.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the SGM must be taken by poll.

Whether or not you are able to attend the SGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so desire.

### **6. CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Wednesday, 21 September 2022 to Monday, 26 September 2022, both dates inclusive, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, all

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## LETTER FROM THE BOARD

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transfer documents accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 20 September 2022.

### **7. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, 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 misleading.

By Order of the Board  
**Bison Finance Group Limited**  
**ZHU Dong**  
*Executive Director*



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## NOTICE OF SPECIAL GENERAL MEETING

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### **BISON FINANCE GROUP LIMITED**

貝森金融集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 888)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**SGM**”) of Bison Finance Group Limited (the “**Company**”) as requisitioned by the Requisitionist (as defined in the circular of the Company dated on or around the date of this notice of special general meeting) in accordance with the section 74(1) of the Companies Act of 1981 of Bermuda will be held at 10<sup>th</sup> Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 26 September 2022 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendment(s), the following resolution of the Company as ordinary resolution:

#### **ORDINARY RESOLUTION**

##### **Proposed Resolution by the Requisitionist**

“THAT the Company shall refrain from allotting or issuing additional Shares and/or Instruments (or entering into any agreement or option relating to such allotment or issuance) pursuant to or in connection with the General Mandate, until the conclusion of the next annual general meeting of the Company.

In this resolution, the following expressions shall have the following meaning:

“**Shares**” mean shares in the capital of the Company.

“**Instruments**” means, collectively: (a) any securities convertible into Shares; (b) options, warrants or similar rights to subscribe for any Shares or such convertible securities; and (c) any other instrument that, if issued, could result in an increase of Shares allotted and/or issued by the Company.

“**General Mandate**” means the general mandate to the directors of the Company to issue shares and other equity securities, in accordance with the terms of ordinary resolution 4(A) as set out in the annual general meeting notice published by the Company on 13 May 2022.”

By Order of the Board  
**Bison Finance Group Limited**  
**ZHU Dong**  
*Executive Director*

Hong Kong, 6 September 2022

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## NOTICE OF SPECIAL GENERAL MEETING

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*Notes:*

- (1) Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion. In light of the epidemic situation of COVID-19, the Company wishes to encourage the members of the Company to exercise their right to vote at the SGM by appointing the chairman of the SGM as their proxy as an alternative to attend the SGM or any adjourned meeting in person, by completing and returning the proxy from attached to the circular of the Company dated on or around the date of this notice of SGM.
- (2) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited ("**Hong Kong Share Registrar**") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the SGM or any adjournment thereof and if such event, the authority of the proxy shall be deemed to be revoked.
- (3) The register of members of the Company will be closed from Wednesday, 21 September 2022 to Monday, 26 September 2022, both dates inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Hong Kong Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 20 September 2022.
- (4) Voting at the SGM will be taken by poll.
- (5) In light of the attempt to prevent and control the spread of COVID-19 at the SGM venue, the Company will implement precautionary measures at the SGM. Please refer to the section headed "Precautionary Measures for the SGM" as set out on page (ii) in the circular of the Company dated 6 September 2022 for further details.