
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Youth Champ Financial Group Holdings Limited**, you should at once hand this supplemental circular and the accompanying revised proxy form to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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優創金融
YOUTH CHAMP FINANCIAL

優創金融集團控股有限公司
YOUTH CHAMP FINANCIAL GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1160)

**SUPPLEMENTAL CIRCULAR IN RELATION TO
RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular (the “**Supplemental Circular**”) should be read together with the circular issued by Youth Champ Financial Group Holdings Limited to the shareholders of the Company dated 27 July 2022 (the “**Circular**”). Capitalised terms used on this cover page shall have the same meanings as those defined in the Circular unless otherwise stated.

A notice convening the annual general meeting (the “**Annual General Meeting**”) to be held at Unit 503, 5th Floor, Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Kowloon, Hong Kong on Tuesday, 30 August 2022 at 10:30 a.m. is set out in the Circular. The supplemental notice of the Annual General Meeting (the “**Supplemental Notice**”) is set out on pages 9 to 11 of the Supplemental Circular.

15 August 2022

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LETTER FROM THE BOARD



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優創金融集團控股有限公司
YOUTH CHAMP FINANCIAL GROUP HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)
(Stock code: 1160)

Executive Director:
Ms. Chan Mei Yan

Non-executive Directors:
Mr. Yip Hoi Chung (*Vice Chairman*)
Mr. Lee Hung Yuen
Ms. Guo Yanchun
Mr. Chen Huaiyuan
Mr. Lam King

Independent non-executive Directors:
Mr. Xu Yanfa (*Chairman*)
Ms. Ma Yin Fan
Ms. Yan Yan
Mr. Hung Hoi Ming Raymond

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Unit 503, 5th Floor
Greenfield Tower
Concordia Plaza
1 Science Museum Road
Kowloon
Hong Kong

15 August 2022

To the Shareholders,

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR IN RELATION TO
RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

This supplemental circular (the “**Supplemental Circular**”) shall be read together with the circular of the Company dated 27 July 2022 (the “**Circular**”). Unless otherwise stated, capitalised terms used in the Supplemental Circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

The Annual General Meeting will be held on 30 August 2022. The purpose of the Supplemental Circular is to provide you with (a) the supplemental notice of the Annual General Meeting (the “**Supplemental Notice**”) (which is set out on pages 9 to 11 herein) and (b) information regarding (i) the change in the resolution to consider and approve the re-election of Directors and (ii) the special arrangements about completion and submission of the Revised Proxy Form (as defined below).

2. RE-ELECTION OF DIRECTORS

Reference is made to the announcement of the Company dated 1 August 2022 (“**Announcement**”) in relation to the appointment of Mr. Hung Hoi Ming Raymond (“**Mr. Hung**”) as an independent non-executive Director and a member of each of the audit committee (the “**Audit Committee**”), the nomination committee (the “**Nomination Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Board with effect from 1 August 2022.

Pursuant to Bye-law 117 of the Bye-laws, a Director appointed either to fill a casual vacancy or as an additional Director shall hold office only until the next following general meeting of the Company (in the case of the filling of casual vacancy) or the next annual general meeting of the Company (in the case of an additional Director) and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

By virtue of Bye-law 117 of the Bye-laws, Mr. Hung will retire and, being eligible, offer himself for re-election at the Annual General Meeting.

The nomination was made in accordance with the nomination policy of the Company and took into account a wide range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of services, with due regard of the benefits of diversity as set out under the board diversity policy of the Company.

In recommending Mr. Hung to stand for re-election as an independent non-executive Director, the Nomination Committee has considered the following background and attributes of the nominee concerned:

Mr. Hung worked at various private and listed companies. He started off as an analyst at Joy Silver Limited (formerly known as Baron Capital Limited) in November 2005 and advised on a range of matters such as mergers and acquisitions. He served as the vice president of finance in Alpine Summit Energy Partners, Inc. (formerly known as Red Pine Petroleum Ltd.) (stock code: ALPSU), whose shares have been listed on the TSX Venture Exchange since 2014, for the period from April 2013 to February 2016, during which he worked on matters such as restructurings. Mr. Hung joined China Success Finance Group Holdings Limited, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited (stock code: 3623) as an executive director from September 2017 to September 2018. Mr. Hung has been an executive

LETTER FROM THE BOARD

director of First Seafront International Capital Limited since August 2019. He is responsible for a number of duties, including facilitating overseas mergers for PRC enterprises. Mr. Hung has been an independent non-executive director of Wai Chun Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1013), since 16 June 2022.

The Nomination Committee considered that in view of Mr. Hung's educational background, professional knowledge and experience in the field of corporate finance, listings, restructurings, mergers and acquisitions and investment as mentioned above and as set out in Appendix I to this Supplemental Circular, the re-appointment of Mr. Hung as a Director will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and his appointment will contribute to the diversity of the Board appropriate to fulfil the requirements of the Company's business.

The Nomination Committee has assessed the independence of Mr. Hung based on reviewing his annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that he remains independent.

Accordingly, the Board endorsed the recommendation of the Nomination Committee and recommended Mr. Hung as a retiring Director, to stand for re-election at the Annual General Meeting. The retiring Director abstained from voting on the recommendation on his own re-election throughout the nomination processes.

The biographical details of Mr. Hung are set out in Appendix I to this Supplemental Circular.

Reference is also made to the Announcement in relation to the re-designation of Mr. Lam King ("**Mr. Lam**") from an independent non-executive Director to a non-executive Director with effect from 1 August 2022. As a result of the re-designation, Mr. Lam ceased to be a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 1 August 2022.

In view of the above, the resolutions under item numbered 2 relating to the re-election of the Directors as set out in the notice of Annual General Meeting (the "**Annual General Meeting Notice**") in the Circular should be deleted in its entirety and replaced by the new resolutions under item numbered 2 as set out in the Supplemental Notice.

The biographical details of Mr. Lam are set out in Appendix I to this Supplemental Circular.

3. SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND THE REVISED PROXY FORM

As a result of the appointment of Mr. Hung as a new Director and the re-designation of Mr. Lam from an independent non-executive Director to a non-executive Director subsequent to the dispatch of the Circular containing the Annual General Meeting Notice and the form of proxy

LETTER FROM THE BOARD

(the “**Original Proxy Form**”) on 27 July 2022, the Supplemental Notice set out on pages 9 to 11 of the Supplemental Circular and the accompanying revised proxy form are for use at the Annual General Meeting (the “**Revised Proxy Form**”). Save as disclosed above, all the resolutions originally proposed in the Circular will remain unchanged.

Please refer to the Circular and the Annual General Meeting Notice for the details of other resolutions to be proposed in the Annual General Meeting and other relevant matters.

Special arrangements about the completion and submission of the Revised Proxy Form are also set out in Appendix II to the Supplemental Circular. Shareholders who have appointed or intend to appoint a proxy/proxies to attend the Annual General Meeting are requested to pay particular attention to the special arrangements set out therein. Shareholders are requested to complete the Revised Proxy Form in accordance with the instructions printed thereon and return it to the Share Registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof).

4. RECOMMENDATIONS

In addition to the recommendation contained in the Circular, the Directors believe that the proposed re-election of Mr. Hung as an independent non-executive Director and the proposed re-election of Mr. Lam as a non-executive Director as set out in the Supplemental Circular are in the best interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

5. GENERAL

This Supplemental 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 enquiries, confirm that to the best of their knowledge and belief, the information contained in this Supplemental 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 Supplemental Circular misleading.

6. MISCELLANEOUS

The English text of this Supplemental Circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
By order of the Board
Youth Champ Financial Group Holdings Limited
Xu Yanfa
Chairman

APPENDIX I BIOGRAPHICAL DETAILS OF THE RE-ELECTED DIRECTORS

The biographical details of Mr. Hung and Mr. Lam are set out as follow:

Mr. Hung

Mr. Hung, aged 41, has about 18 years of experience in corporate finance, listings, restructurings, mergers and acquisitions and investment. He graduated from York University in Toronto, Canada with a bachelor degree in information technology in 2005. Mr. Hung also obtained a master degree in global finance from the Hong Kong University of Science and Technology and the New York University Stern School of Business in 2011.

Mr. Hung worked at various private and listed companies. He started off as an analyst at Joy Silver Limited (formerly known as Baron Capital Limited) in November 2005 and advised on a range of matters such as mergers and acquisitions. He served as the vice president of finance in Alpine Summit Energy Partners, Inc. (formerly known as Red Pine Petroleum Ltd.) (stock code: ALPSU), whose shares have been listed on the TSX Venture Exchange since 2014, for the period from April 2013 to February 2016, during which he worked on matters such as restructurings. Mr. Hung joined China Success Finance Group Holdings Limited, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited (stock code: 3623) as an executive director from September 2017 to September 2018. Mr. Hung has been an executive director of First Seafront International Capital Limited since August 2019. He is responsible for a number of duties, including facilitating overseas mergers for PRC enterprises. Mr. Hung has been an independent non-executive director of Wai Chun Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1013), since 16 June 2022.

Mr. Hung has entered into a letter of appointment with the Company for an initial term of three years with effect from 1 August 2022 subject to retirement by rotation and re-election in accordance with the Bye-laws. The appointment of Mr. Hung can be terminated by either party by serving not less than three-month's written notice to the other party. Mr. Hung is entitled to an annual remuneration of HK\$120,000 for his role as the independent non-executive Director and committee members of the Company and may receive discretionary bonus or other form of remuneration as determined by the Board. His remuneration terms have been determined by arm's length negotiation between Mr. Hung and the Company with reference to his past experience, duties and responsibilities in the Company, the prevailing market conditions and the Company's remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Hung (i) did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (ii) did not have other relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules); (iii) had not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company or other major appointments and professional qualifications; and (iv) had not held any directorship in the Company or any of its subsidiaries.

APPENDIX I BIOGRAPHICAL DETAILS OF THE RE-ELECTED DIRECTORS

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

In the opinion of the Directors, other than the aforesaid matters, there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Hung as a Director.

Mr. Lam

Mr. Lam, aged 65, has been a Director since 1 April 2022. He was an independent non-executive Director before the re-designation. Mr. Lam graduated from Xiamen University in 1980. He came to Hong Kong in 1986 and had since served as department manager, deputy general manager and general manager of Fujian Enterprises (Holdings) Co. Ltd., director of Fujian Enterprises (Holdings) Co. Ltd. and general manager of the Association Department. Mr. Lam had been engaging in business management and liaison between Hong Kong and the Mainland for more than 30 years. He has also served as a member of the Election Committee for the Hong Kong Special Administrative Region (“**HKSAR**”) Legislative Council and Chief Executive, and a member of the Hong Kong National People’s Congress Election Committee. In 2015, he was awarded the Medal of Honor by the Government of the HKSAR. Mr. Lam was an independent non-executive director of China New Economy Fund Limited (Hong Kong stock code: 80) from 13 January 2022 to 17 July 2022.

Mr. Lam has entered into a letter of re-designation with the Company with effect from 1 August 2022 subject to retirement by rotation and re-election in accordance with the Bye-laws. Save for the re-designation, the other terms and conditions as stated in the appointment letter dated 1 April 2022 entered into between the Company and Mr. Lam remain unchanged. The appointment of Mr. Lam can be terminated by either party by serving not less than three-month’s written notice to the other party. Mr. Lam is entitled to an annual remuneration of HK\$120,000 for his role as a non-executive Director and may receive discretionary bonus or other form of remuneration as determined by the Board. His remuneration terms have been determined by arm’s length negotiation between Mr. Lam and the Company with reference to his past experience, duties and responsibilities in the Company, the prevailing market conditions and the Company’s remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam (i) did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (ii) did not have other relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules); (iii) had not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company or other major appointments and professional qualifications; and (iv) had not held any directorship in the Company or any of its subsidiaries.

APPENDIX I BIOGRAPHICAL DETAILS OF THE RE-ELECTED DIRECTORS

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

In the opinion of the Directors, other than the aforesaid matters, there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Lam as a Director.

APPENDIX II SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE REVISED PROXY FORM

A Shareholder who has not yet lodged the Original Proxy Form with the Share Registrar is requested to lodge the Revised Proxy Form in accordance with the instructions printed thereon if the Shareholder wishes to appoint a proxy/proxies to attend the Annual General Meeting on its/his/her behalf. In this case, the Original Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the Original Proxy Form with the Share Registrar should note that:

- (i) if no Revised Proxy Form is lodged with the Share Registrar, the Original Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy so appointed by the Shareholder under the Original Proxy Form will be entitled to vote at his discretion or abstain on any resolution properly put to the Annual General Meeting other than those referred to in the Annual General Meeting Notice, as supplemented by the Supplemental Notice, and the Original Proxy Form, as revised by the Revised Proxy Form;
- (ii) if the Revised Proxy Form is lodged with the Share Registrar at a time in any event not later than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof (the “**Closing Time**”), the Revised Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder and will revoke and supersede the Original Proxy Form previously lodged by the Shareholder; or
- (iii) if the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be invalid and in the latter case, the validity of the Revised Proxy Form will be subject to the discretion of the Board. Whether or not the Revised Proxy Form is valid, it will revoke the Original Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the Original Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If such Shareholders wish to vote at the Annual General Meeting, they will have to attend in person and vote at the Annual General Meeting themselves.

Shareholders are reminded that completion and delivery of the Original Proxy Form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting at the Annual General Meeting or any adjourned meeting should they so wish. Shareholders who have appointed or intend to appoint a proxy/proxies to attend the Annual General Meeting are requested to pay attention to the special arrangements set out above.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “**Meeting**”) of YOUTH CHAMP FINANCIAL GROUP HOLDINGS LIMITED (the “**Company**”) dated 27 July 2022 (the “**Meeting Notice**”) to convene the Meeting to be held at Unit 503, 5th Floor, Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Kowloon, Hong Kong on Tuesday, 30 August 2022 at 10:30 a.m.

Details of the proposed resolutions to be considered at the Meeting were stated in the Meeting Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 27 July 2022. Apart from the amendments stated below, all the information contained in the Meeting Notice remains to be valid and effective.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT:

Due to the matters as set out in the supplemental circular of the Company dated 15 August 2022 (the “**Supplemental Circular**”), the resolutions under item numbered 2 stated in the Meeting Notice should be deleted in its entirety and replaced by the following new resolutions under item numbered 2:

- “2. (a) to re-elect Ms. Chan Mei Yan as executive Director;
- (b) to re-elect Mr. Lee Hung Yuen as non-executive Director;
- (c) to re-elect Ms. Guo Yanchun as non-executive Director;
- (d) to re-elect Mr. Chen Huaiyuan as non-executive Director;
- (e) to re-elect Mr. Lam King as non-executive Director;

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (f) to re-elect Ms. Ma Yin Fan as independent non-executive Director;
- (g) to re-elect Mr. Hung Hoi Ming Raymond as independent non-executive Director;
and
- (h) to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.”

Apart from the amendments set out above, all the information contained in the Meeting Notice shall remain to have full force and effect.

Yours faithfully
By order of the Board
Youth Champ Financial Group Holdings Limited
Xu Yanfa
Chairman

Tianjin, the PRC, 15 August 2022

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Unit 503, 5th Floor
Greenfield Tower
Concordia Plaza
1 Science Museum Road
Kowloon
Hong Kong

Notes:

1. Details in respect of the above are set out in the Supplemental Circular.
2. A revised proxy form (the “**Revised Proxy Form**”) in connection with the above resolutions is enclosed with the Supplemental Circular.
3. Please refer to the Meeting Notice for details of other resolutions to be proposed at the Meeting and other relevant matters.
4. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy needs not be a member of the Company.
5. In the case of joint registered holders of any Share, any one of such joint holders may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting (or any adjournment thereof) personally or by proxy, that one of the said joint holders so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

6. To be valid, the Revised Proxy Form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Share Registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time for holding the Meeting (or any adjournment thereof).
7. Completion and delivery of the Revised Proxy Form will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you so wish, and in such event, the Revised Proxy Form shall be deemed to be revoked.
8. Members whose names appear on the register of members of the Company on Tuesday, 23 August 2022 will be entitled to attend and vote at the Meeting. In order to qualify for attending the Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Share Registrar at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong by no later than 4:30 p.m. on Tuesday, 23 August 2022.