
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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 CEFC Hong Kong Financial Investment Company Limited (the “**Company**”), you should at once hand this circular together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



CEFC Hong Kong Financial Investment Company Limited

香港華信金融投資有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1520)

PROPOSAL FOR
(I) GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES;
(II) RE-ELECTION OF DIRECTORS; AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at Suite 2101, 21/F, Convention Plaza Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Monday, 28 May 2018 at 11:00 a.m. is set out on pages 20 to 24 of this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

23 April 2018

CONTENTS

| | <i>Page</i> |
|--|-------------|
| DEFINITIONS | 1 |
| LETTER FROM THE BOARD | |
| 1. Introduction..... | 3 |
| 2. General mandates to issue and repurchase Shares | 4 |
| 3. Re-election of Directors | 5 |
| 4. AGM..... | 5 |
| 5. Recommendation | 6 |
| APPENDIX I — EXPLANATORY STATEMENT | 7 |
| APPENDIX II — RE-ELECTION OF DIRECTORS | 11 |
| NOTICE OF ANNUAL GENERAL MEETING | 20 |

DEFINITIONS

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

| | |
|---------------------------|--|
| “AGM” | the annual general meeting of the Company to be held at Suite 2101, 21/F, Convention Plaza Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Monday, 28 May 2018 at 11:00 a.m., a notice of which is set out on pages 20 to 24 of this circular |
| “Articles” | the articles of association of the Company as amended from time to time |
| “Board” | the board of Directors |
| “Companies Law” | the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands |
| “Company” | CEFC Hong Kong Financial Investment Company Limited, a company incorporated in the Cayman Islands, the Shares of which are listed on the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “Extension Mandate” | a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate |
| “Group” | the Company and its subsidiaries from time to time |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | The Hong Kong Special Administrative Region of the PRC |
| “Issue Mandate” | a general and unconditional mandate to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional Shares up to 20% of the aggregate of the share capital of the Company in issues as at the date of passing of the relevant resolution at the AGM |
| “Latest Practicable Date” | 17 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular |

DEFINITIONS

| | |
|-----------------------|---|
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Listing Date” | 3 December 2013, being the date on which dealing in the Company’s Share first commence on the Stock Exchange |
| “PRC” | the People’s Republic of China |
| “Repurchase Mandate” | a general and unconditional mandate to the Directors to enable them to repurchase the Shares not exceeding 10% of the aggregate of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the capital of the Company |
| “Share Option Scheme” | the Share option scheme adopted by the Company on 22 November 2013 |
| “Shareholder(s)” | the holder(s) of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “%” | per cent. |

LETTER FROM THE BOARD



CEFC Hong Kong Financial Investment Company Limited 香港華信金融投資有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1520)

Executive Directors:

Mr. GUO Lin (*Chairman*)
Mr. ZHANG Yu
Mr. JIANG Mingsheng
Mr. WANG Zhou
Mr. JIANG Tianqing
Mr. Hubert TIEN
Mr. LIU Chun Fai

Independent non-executive Directors:

Mr. LU Hongbing
Mr. TANG Shu Pui Simon
Mr. HON Ming Sang
Professor WU Fei

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Suite 2101, 21/F
Convention Plaza Office Tower
1 Harbour Road
Wanchai
Hong Kong

23 April 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(I) GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES;
AND
(II) RE-ELECTION OF DIRECTORS**

1. INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM which include, among other matters, the approval of the (i) grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) re-election of the Directors; and to give you notice of the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 26 May 2017 (“**2017 AGM**”), the Directors were granted a general mandate to allot, issue and deal with additional Shares and a general mandate to repurchase Shares. These mandates will expire at the conclusion of the AGM. At the AGM, among other businesses, resolutions will be proposed to grant the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors.

The Directors believe that the renewal of these mandates is in the interests of the Company and the Shareholder as a whole.

Accordingly, the following ordinary resolutions will be proposed at the AGM for the Shareholders to consider and approve:–

- (a) the granting of the Issue Mandate (resolution numbered 4) so that the Directors will be able to allot, issue and deal with additional Share up to 20% of the aggregate of the issued share capital of the Company as at the date of the AGM;
- (b) the granting of the Repurchase Mandate (resolution numbered 5) so that the Directors are authorised to purchase Shares on the Stock Exchange up to 10% of the aggregate of the issued share capital of the Company on the date of the AGM; and
- (c) the granting of the Extension Mandate (resolution numbered 6) so that any Shares repurchased under the Repurchase Mandate will be added to the total number of shares, which may be allotted and issued under the Issue Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the end of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and (c) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Subject to the passing of the purposed resolution for the grant of the Issue Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of AGM, the Directors will be authorised to issue up to a maximum of 338,000,000 Shares pursuant to the Issue Mandate based on 1,690,000,000 Shares in issue as at the Latest Practicable Date.

An explanatory statement, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. RE-ELECTION OF DIRECTORS

In accordance with Article 83 of the Articles, the following persons shall hold the office of Director until the AGM and, being eligible, offer themselves for re-election at the AGM:–

Executive Directors:

Mr. GUO Lin

Mr. ZHANG Yu

Mr. JIANG Mingsheng

Mr. WANG Zhou

Mr. JIANG Tianqing

Independent non-executive Directors:

Mr. LU Hongbing

Professor WU Fei

In accordance with article 84 of the Articles, the following persons shall retire by rotation at the AGM and, being eligible, offer themselves for re-election as Directors at the AGM:–

Executive Director:

Mr. LIU Chun Fai

Independent non-executive Director:

Mr. TANG Shu Pui Simon

Brief biographical details of the above retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

4. AGM

The notice of AGM is set out on page 20 to 24 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

At the AGM, resolution will be proposed to approve, among other matters, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors and the re-election of Directors by way of poll. An announcement on the poll vote results will be published by the Company after the AGM.

None of the Shareholders are required to abstain from voting to approve all the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

A form of proxy for the AGM is despatched to the Shareholders with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and, in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

5. RECOMMENDATION

The Directors (including independent non-executive Directors) are of the opinion that all the proposed resolutions are in the interests of the Company and the Shareholders as a whole and so recommend you to vote in favour of all the resolutions to be proposed at the AGM.

Your faithfully,
By order of the Board
CEFC Hong Kong Financial Investment Company Limited
Zhang Yu
Executive Director & Chief Executive Officer

This Appendix serves as an explanatory statement, as required by rule 10.06(1)(b) of the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 1,690,000,000 Shares in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 169,000,000 Shares.

3. REASONS OF THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. SOURCE OF FUNDS

Repurchase made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company shall not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the company may only be made out of profits of the company or out of the proceeds of a fresh issue of shares of the company made for the purpose, or out of capital on if immediately following the date the payment out of capital is purposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. Any premium payable on a purchase over the par value of the shares of the company to be purchased must be provided for out of profits of the company or out of the company's share premium account.

5. IMPACT OF THE REPURCHASE

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchases Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2017, being the date of its latest published audited consolidated financial statements. However, the Directors do not intend to make any repurchase to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. THE TAKEOVERS CODE

If a shareholder's proportionate interest in the voting rights of the company increases on the company exercising its powers to repurchase shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of rule 32 of Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). As a result, a shareholder or a group of shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the company and becomes obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, (i) the controlling Shareholder, New Seres CEFC Investment Fund LP ("**New Seres CEFC**") is beneficially interested in 860,120,000 Shares representing approximately 50.89% of the issued share capital of the Company. In the event that the Directors exercised in full the power under the Repurchase Mandate to repurchase Shares, the interest of New Seres CEFC in the issued Shares will be increased to approximately 56.55% and such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code; and (ii) the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

| | Price per Share | |
|---|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2017 | | |
| April | 1.060 | 0.940 |
| May | 1.030 | 0.910 |
| June | 1.330 | 0.930 |
| July | 1.190 | 0.980 |
| August | 1.140 | 0.990 |
| September | 1.340 | 1.020 |
| October | 1.210 | 1.060 |
| November | 1.200 | 0.770 |
| December | 0.940 | 0.780 |
| 2018 | | |
| January | 1.020 | 0.790 |
| February | 1.050 | 0.770 |
| March | 0.780 | 0.380 |
| April (up to the Latest Practicable Date) | 0.560 | 0.365 |

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the previous six months immediately preceding the Latest Practicable Date.

9. THE DIRECTORS, THEIR ASSOCIATES AND THE CONNECTED PERSON OF THE COMPANY

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM and exercised.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has present intention to sell any Shares to the Company or its subsidiaries nor has any such connected person undertaken not to do so in the event that the Repurchase Mandate is granted.

10. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

Brief biographical details of the Directors eligible for re-election at the AGM are set out below.

EXECUTIVE DIRECTORS:

Mr. GUO Lin

Qualifications and experience

Mr. GUO Lin, aged 43, was appointed as an executive director of the Company (the “**Executive Director**”) and also the Chairman of the Board on 5 June 2017. He provides leadership for Board. He is the Chairman of the Corporate Governance Committee of the Company as he takes primary responsibility for ensuring that good corporate governance practices and procedures are in place. He is also the Chairman of the Nomination Committee and a member of the Remuneration Committee of the Company.

Mr. Guo, who has over 21 years of experience in corporate management and business investment, has held managerial positions in business investment companies, large enterprises and securities companies, etc. and is responsible for the overall development, growth strategies and supervision of key management matters. Mr. Guo was previously the General Manager of the Shanghai Headquarter of China Minzu Securities Limited Company* (中國民族證券有限責任公司) from July 1997 to October 2008, the Vice General Manager of Shanghai Lujiuzui Development (Group) Co., Ltd.* (上海陸家嘴(集團)有限公司) from November 2008 to March 2014, the Deputy General Manager of Taiping Asset Management Co., Ltd* (太平資產管理有限公司) from March 2014 to March 2016 and the Chairman of the Board of CEFC Shanghai Securities Limited* (上海華信證券有限責任公司) from April 2016 to early January 2018. Mr. Guo has been appointed as the Chairman of the Board (Executive Director) of New Seres Investment Co., Ltd* (新絲綢之路投資有限公司) since December 2016.

Interests in Shares

As at the Latest Practicable Date, by virtue of the Securities and Future Ordinance (the “**SFO**”), Mr. Guo is deemed to be interested in 860,120,000 shares of the Company, representing approximately 50.89% of the total number of issued shares of the Company, which are held by New Seres CEFC Investment Fund LP, and its general partner is New Seres International Asset Management (Cayman) Limited, which in turn is owned as to 100% by New Seres Investment Co., Ltd.* (新絲綢之路投資有限公司). New Seres Investment Co., Ltd.* (新絲綢之路投資有限公司) is owned as to 40% by Mr. Guo.

Others

Mr. Guo entered into a service agreement with the Company for a term of three years commencing from 5 June 2017. He is subject to retirement and re-election at the annual general meetings of the Company in accordance with Articles. He is entitled to a monthly salary of HK\$100,000 and a year-end discretionary bonus, which is determined with reference to his duties and responsibilities with the Company. The Remuneration Committee will review his salary and then make recommendation to the Board.

Save as disclosed above, Mr. Guo does not have any relationship with any existing Directors, Senior Management, substantial Shareholders or controlling Shareholders. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Guo that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. ZHANG Yu

Qualifications and experience

Mr. ZHANG Yu, aged 35, was appointed as an Executive Director and also the Chief Executive Officer of the Company on 23 November 2017. He is primarily responsible for the day-to-day management of the Company's business. He is a member of each of the Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company. He also serves as a director of certain subsidiaries of the Company.

Before joining the Company, Mr. Zhang was the Deputy General Manager of Aeon Insurance Asset Management Co. Ltd.* (百年保險資產管理有限責任公司). After Mr. Zhang started his career, he gained extensive work experiences in a number of business segments in the banking industry and financial sector in China. During July 2004 to December 2013, Mr. Zhang worked in China Development Bank (國家開發銀行), Shanghai branch holding a range of strategic development and operational management positions as well as handling international transactions. Between December 2013 and July 2017, Mr. Zhang held senior executive positions with Taiping Asset Management Co. Ltd. (太平資產管理有限公司). He took up leadership role in various disciplines which also reflected his diverse experience base.

Mr. Zhang is a committee member of the Shanghai Financial Youth Federation* (上海市金融青年聯合會), a member of the Shanghai Youth Entrepreneurs Association* (上海市青年企業家協會) and a council member of the alumni association of Shanghai Advanced Institute of Finance of Shanghai Jiao Tong University (上海交通大學上海高級金融學院校友理事會理事).

Interests in Shares

As at the Latest Practicable Date, Mr. Zhang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Zhang entered into a service agreement with the Company for a term of three years commencing from 23 November 2017. He is subject to retirement and re-election at the annual general meetings of the Company in accordance with Articles. He is entitled to a monthly salary of HK\$216,000 and a year-end discretionary bonus, which is determined with reference to his duties and responsibilities with the Company. The Remuneration Committee will review his salary and then make recommendation to the Board.

Save as disclosed above, Mr. Zhang does not have any relationship with any existing Directors, Senior Management, substantial Shareholders or controlling Shareholders. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Zhang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. JIANG Mingsheng

Qualifications and experience

Mr. JIANG Mingsheng, aged 57, was appointed as an Executive Director on 5 June 2017. He has over 20 years of experience in finance and banking industry. Mr. Jiang has held managerial positions at major banks in the People's Republic of China (the "PRC") and was responsible for strategic planning and business development. Mr. Jiang was previously the vice president of Guangzhou branch of China Merchants Bank* (招商銀行) from 1997 to 2000, the general manager of the banking department at the headquarters of China Merchants Bank from 2000 to 2002 and the president of the Shanghai branch of China Merchants Bank from 2002 to 2007. From 2007 to 2017, Mr. Jiang was the Executive Vice President and a director of Shanghai Pudong Development Bank* (上海浦東發展銀行) (stock code: 600000.SH), a company listed on the Shanghai Stock Exchange, for the period from April 2016 to January 2017. Mr. Jiang has been appointed as the Vice President of CEFC China Energy Company Limited* (中國華信能源有限公司) since February 2017.

Interests in Shares

As at the Latest Practicable Date, Mr. Jiang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Jiang entered into a service agreement with the Company for a term of three years commencing from 5 June 2017. He is subject to retirement and re-election at the annual general meetings of the Company in accordance with Articles. He is entitled to a monthly salary of HK\$50,000 and a year-end discretionary bonus, which is determined with reference to his duties and responsibilities with the Company. The Remuneration Committee will review his salary and then make recommendation to the Board.

Save as disclosed above, Mr. Jiang does not have any relationship with any existing Directors, Senior Management, substantial Shareholders or controlling Shareholders. Save as disclosed above, he has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Jiang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. WANG Zhou***Qualifications and experience***

Mr. WANG Zhou, aged 36, was appointed as an Executive Director on 5 June 2017. He has over 14 years of experience in finance and banking industry. Mr. Wang has held various managerial roles at the different branches and subbranches of Agricultural Bank of China Limited* (中國農業銀行股份有限公司) from July 2003 to February 2016, including the position as the vice president of the Shanghai Luwan branch* (中國農業銀行股份有限公司上海盧灣支行), where he was responsible for business and investment opportunities and general banking matters. Since March 2017, Mr. Wang has been appointed as the general manager of CEFC Shanghai International Group Finance Co., Ltd. * (上海華信國際集團財務有限責任公司).

Interests in Shares

As at the Latest Practicable Date, Mr. Wang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Wang entered into a service agreement with the Company for a term of three years commencing from 5 June 2017. He is subject to retirement and re-election at the annual general meetings of the Company in accordance with Articles. He is entitled to a monthly salary of HK\$50,000 and a year-end discretionary bonus, which is determined with reference to his duties and responsibilities with the Company. The Remuneration Committee will review his salary and then make recommendation to the Board.

Save as disclosed above, Mr. Wang does not have any relationship with any existing Directors, Senior Management, substantial Shareholders or controlling Shareholders. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Wang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. JIANG Tianqing*Qualifications and experience*

Mr. JIANG Tianqing, aged 33, was appointed as an Executive Director on 5 June 2017. He has over 12 years of experience as a finance professional in the accounting and investment field and has held various managerial roles in international accounting firm and major investment management companies in the PRC, in the area of control and supervision of investment development. Mr. Jiang was previously an auditor and manager at KPMG Advisory (China) Limited from November 2005 to May 2011, a Vice President for risk management at Haitong Innovation Capital Management Co., Ltd* (海通創新資本管理有限公司) from May 2011 to September 2013, and the investment director at ORIZA FOF Investment Management* (蘇州工業園區元禾辰坤股權投資基金管理中心(有限合夥)) who was responsible for overseas investment from September 2013 to June 2016. Mr. Jiang was the General Manager of CEFC Capital Co., Ltd* (上海華信資本投資有限公司) from July 2016 to December 2017. Mr. Jiang has been appointed as a director of New Seres International Asset Management (Cayman) Limited since January 2017 and as a director of New Seres Investment Co., Ltd.* since April 2017.

Interests in Shares

As at the Latest Practicable Date, Mr. Jiang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Jiang entered into a service agreement with the Company for a term of three years commencing from 5 June 2017. He is subject to retirement and re-election at the annual general meetings of the Company in accordance with Articles. He is entitled to a monthly salary of HK\$50,000 and a year-end discretionary bonus, which is determined with reference to his duties and responsibilities with the Company. The Remuneration Committee will review his salary and then make recommendation to the Board.

Save as disclosed above, Mr. Jiang does not have any relationship with any existing Directors, Senior Management, substantial Shareholders or controlling Shareholders. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Jiang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. LIU Chun Fai***Qualifications and experience***

Mr. LIU Chun Fai, aged 30, was appointed as an Executive Director on 24 November 2016. Mr. Liu received education in Canada. Mr. Liu has over seven years of working experience in both legal and finance sectors. Mr. Liu is a member of the Racing Club of the Hong Kong Jockey Club and Hong Kong United Youth Association Limited. Mr. Liu also is a director of Jiangxi Overseas Friendship Association.

Interests in Shares

As at the Latest Practicable Date, Mr. Liu did not have any interest in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Liu entered into a service contract with the Company for a term of three years commencing from 24 November 2016. He is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. He is entitled to a monthly salary of HK\$50,000 and a year-end discretionary bonus, which is determined with reference to his duties and responsibilities with the Company. The Remuneration Committee will review his salary and then make recommendation to the Board.

Save as disclosed above, Mr. Liu does not have any relationship with any existing Directors, Senior Management, substantial Shareholders or controlling Shareholders. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Liu that is required to be disclosed pursuant to any of the requirement of rules 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS:**Mr. LU Hongbing***Qualifications and experience*

Mr. LU Hongbing, aged 51, was appointed as an independent non-executive director of the Company (“INED”) on 5 June 2017. He is the chairman of the Audit Committee and Remuneration Committee of the Company. He is also a member of the Corporate Governance Committee and Nomination Committee of the Company.

Mr. Lu has been a qualified lawyer in the PRC since 1991 and has over 26 years of experience in the legal industry in the PRC. Mr. Lu has been an attorney-at-law and partner at Grandall Law Firm (Shanghai)* (國浩律師(上海)事務所) since July 1993 and has also become a partner and chief executive partner at the same firm since June 1998. Currently, Mr. Lu is the Vice Chairman of the All-China Lawyers Association and a committee member of The 13th National Committee of the Chinese People’s Political Consultative Conference.

Mr. Lu is an independent non-executive director of Shimao Property Holdings Limited (stock code 813), a company listed on the Stock Exchange, since November 2004 and ZTE Corporation (stock code: 763 and 000063.SZ), a company listed on both of the Stock Exchange and Shenzhen Stock Exchange, since July 2015. Mr. Lu is also an independent director of Shandong Airlines Co. Ltd. (山東航空股份有限公司) (200152.SZ), a company listed on the Shenzhen Stock Exchange, since March 2016 and Shanghai Shentong Metro Co., Ltd. (600834.SH), a company listed on the Shanghai Stock Exchange, since May 2014.

Interests in Shares

As at the Latest Practicable Date, Mr. Lu did not have any interest in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Lu entered into a letter of appointment with the Company for a term of three years commencing from 5 June 2017. He is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles. He is entitled to a monthly director’s fee of HK\$20,000, which is determined with reference to his duties and responsibilities with the Company. The Remuneration Committee will review his salary and then make recommendation to the Board.

Save as disclosed above, Mr. Lu does not have any relationship with any existing Directors, Senior Management, substantial Shareholders or controlling Shareholders. Save as disclosed above, he has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Lu that is required to be disclosed pursuant to any of the requirement of rules 13.51(2) of the Listing Rules.

Mr. TANG Shu Pui Simon*Qualifications and experience*

Mr. TANG Shu Pui Simon, aged 53, was appointed as an INED on 22 August 2016. He is a member of each of the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company.

Mr. Tang is a solicitor and an accredited mediator with the Hong Kong International Arbitration Centre. Mr. Tang is a partner of P. C. Woo & Co., solicitors, a solicitors firm with over 70 years of service in Hong Kong. Mr. Tang is a member of the Appeal Tribunal of the Hong Kong Federation of Insurers, Honorary Legal Advisor to the General Agents and Managers Association of Hong Kong, Founding Member and Vice President of the Hong Kong Institute Patent Attorneys, Honorary Senior Legal Adviser of the Hong Kong Brands Protection Alliance, Founding Member, Board Member and Honorary legal Counsel of Hong Kong-ASEAN Economic Cooperation Foundation, member of the Standing Committee on Standards and Development of the Law Society of Hong Kong, member of Sichuan Committee of The Chinese People's Political Consultative Conference Honorary Legal Advisor of the Kitchee Foundation Limited, fellow member of the Hong Kong Institute of Directors and Board Member of Monte Jade Science and Technology Association of Hong Kong.

Mr. Tang was first appointed as an INED on 22 November 2013. He retired on 3 December 2015 as an INED in order to devote more time for his other personal pursuits during that period. He was re-appointed as an INED on 22 August 2016. Other than the directorship of the Company, in the past three years, Mr. Tang was also a former non-executive director of Bestway International Holdings Limited (stock code: 718), a company listed on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

Interests in Shares

As at the Latest Practicable Date, 5,000,000 Shares are held by Mr. Tang within the meaning of Part XV of the SFO.

Others

Mr. Tang entered into a letter of appointment with the Company for a term of three years commencing on 22 August 2016. He is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles. He is entitled to a monthly director's fee of HK\$20,000 which is determined with reference to his duties and responsibilities with the Company. The Remuneration Committee will review his salary and then make recommendation to the Board.

Save as disclosed above, Mr. Tang does not have any relationship with any existing Directors, Senior Management, substantial Shareholders or controlling Shareholders. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Tang that is required to be disclosed pursuant to any of the requirement of rules 13.51(2) of the Listing Rules.

Professor WU Fei***Qualifications and experience***

Professor WU Fei, aged 46, was appointed as an INED on 5 June 2017. He is currently an Associate Professor at Shanghai Advanced Institute of Finance (“SAIF”), Shanghai Jiao Tong University, China (上海交通大學上海高級金融學院).

Before joining SAIF, Professor Wu was a Professor for the period from November 2010 to October 2013; and also an Associate Dean at the International Institute for Financial Studies (金融管理國際研究院) between March 2012 and June 2013, at Jiangxi University of Finance and Economics, China (江西財經大學). Prior to that, he was a Senior Lecturer in Finance, at the Department of Economics & Finance at the College of Business at Massey University, New Zealand.

Professor Wu has become an independent director of Fujian Raynen Technology Co., Ltd.* (福建睿能科技股份有限公司) (stock code: 603933.SH), a company listed on the Shanghai Stock Exchange, since 30 December 2016.

Interests in Shares

As at the Latest Practicable Date, Professor Wu did not have any interest in the Shares within the meaning of Part XV of the SFO.

Others

Professor Wu entered into a letter of appointment with the Company for a term of three years commencing from 15 February 2018. He is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles. He is entitled to a monthly director’s fee of HK\$20,000, which is determined with reference to his duties and responsibilities with the Company. The Remuneration Committee will review his salary and then make recommendation to the Board.

Save as disclosed above, Professor Wu does not have any relationship with any existing Directors, Senior Management, substantial Shareholders or controlling Shareholders. Save as disclosed above, he has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Professor Wu that is required to be disclosed pursuant to any of the requirement of rules 13.51(2) of the Listing Rules.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING



CEFC Hong Kong Financial Investment Company Limited 香港華信金融投資有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1520)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of CEFC Hong Kong Financial Investment Company Limited (the “**Company**”) will be held at Suite 2101, 21/F, Convention Plaza Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Monday, 28 May 2018 at 11:00 a.m. to consider and, if thought fit, transact the following ordinary businesses:

1. to receive the audited consolidated financial statements of the Company and its subsidiaries (the “**Group**”) and the reports of the directors (the “**Directors**”) of the Company and the auditor of the Company (the “**Auditor**”) for the year ended 31 December 2017;
2. 2.1 each as a separate resolution, to re-elect the following Directors:
 - 2.1.1 Mr. GUO Lin as an executive Director;
 - 2.1.2 Mr. ZHANG Yu as an executive Director;
 - 2.1.3 Mr. JIANG Mingsheng as an executive Director;
 - 2.1.4 Mr. WANG Zhou as an executive Director;
 - 2.1.5 Mr. JIANG Tianqing as an executive Director;
 - 2.1.6 Mr. LIU Chun Fai as an executive Director;
 - 2.1.7 Mr. LU Hongbing as an independent non-executive Director;
 - 2.1.8 Mr. TANG Shu Pui Simon as an independent non-executive Director;
 - 2.1.9 Professor WU Fei as an independent non-executive Director;
- 2.2 to authorise the board of Directors (the “**Board**”) to fix the Directors’ remunerations;

NOTICE OF ANNUAL GENERAL MEETING

3. to re-appoint BDO Limited as the Auditor and to authorise the Board to fix its remuneration; and

as special businesses, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

ORDINARY RESOLUTIONS

4. “**THAT:**
- (a) subject to paragraph (c) below, pursuant to Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of Company to allot, issue and deal with the unissued shares of HK\$0.01 each (each, the “**Share**”) in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
 - (c) the aggregate of the share capital allotted and issued or agreed conditionally to be allotted and issued (whether pursuant to Share options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any share options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for all allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed 20% of the aggregate of the share capital of the Company in issue on the date of the passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution”

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “**Next AGM**”);
- (ii) the expiration of the period within which the Next AGM is required by the Articles or the applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”) in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligation under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong”).

5. “**THAT**:

- (a) Subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate of the Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval on paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10% of the aggregate of the issued share capital of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the Next AGM;
- (ii) the expiration of the period within which the Next AGM is required by the Articles or the applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and is hereby extended by the addition to the aggregate of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

By order of the Board
CEFC Hong Kong Financial Investment Company Limited
Zhang Yu
Executive Director & Chief Executive Officer

Hong Kong, 23 April 2018

As at the date hereof, the Board comprised the following Directors

Executive Directors

Mr. GUO Lin (*Chairman*)
Mr. ZHANG Yu
Mr. JIANG Mingsheng
Mr. WANG Zhou
Mr. JIANG Tianqing
Mr. Hubert TIEN
Mr. LIU Chun Fai

Independent non-executive Directors

Mr. LU Hongbing
Mr. TANG Shu Pui Simon
Mr. HON Ming Sang
Professor WU Fei

NOTICE OF ANNUAL GENERAL MEETING

*Head office and principal place of
business in Hong Kong:*

Suite 2101, 21/F
Convention Plaza Office Tower
1 Harbour Road
Wanchai
Hong Kong

Notes:

- (a) For ascertaining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 23 May 2018 to Monday, 28 May 2018, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Service Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 21 May 2018.
- (b) Any Shareholders entitled to attend and vote at the AGM is entitled to appoint one or, if he/she is the holder of two or more Shares, more than one proxy to attend and vote on his/her behalf in accordance with the Articles. A proxy need not be a Shareholder.
- (c) To be valid, a form of proxy and 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, Tricor Investor Service Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in any event not later than 11:00 a.m. on 26 May 2018.
- (d) Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (e) In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the Register of Shareholders in respect of the joint holding.