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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, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Finance Investment Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or 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 transferee(s).

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中國金控 CFIH

## CHINA FINANCE INVESTMENT HOLDINGS LIMITED

中國金控投資集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 875)**

### PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES RE-ELECTION OF DIRECTORS REFRESHMENT OF SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the annual general meeting of China Finance Investment Holdings Limited (the “Company”) to be held at Fuchsia and Ocher Room, 3/F Gateway Hotel, 13 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 15 June 2018 at 12:00 noon is set out on pages 18 to 22 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

27 April 2018

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Friday, 15 June 2018 at 12:00 noon or any adjournment thereof
“Board”	the board of Directors of the Company
“Bye-Laws”	the bye-laws of the Company
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	China Finance Investment Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares as set out in the notice of the AGM
“Latest Practicable Date”	20 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Options”	options granted pursuant to the Share Option Scheme
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of AGM
“Participants”	eligible participants as defined under the Share Option Scheme
“PRC”	the People’s Republic of China, which for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares as set out in the notice of the AGM
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted on 6 June 2013
“Shareholder(s)”	the holder(s) of the Share(s) in issue
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	percent

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## LETTER FROM THE BOARD

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### CHINA FINANCE INVESTMENT HOLDINGS LIMITED 中國金控投資集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 875)**

*Executive Directors:*

Mr. YAU Yik Ming Leao (*Chief Executive Officer*)  
Ms. DIAO Hong  
Ms. DIAO Jing

*Non-executive Director:*

Mr. LIN Yuhao (*Chairman*)

*Independent Non-executive Directors:*

Mr. LI Shaohua  
Ms. ZHU Rouxiang  
Ms. LI Yang

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Principal place of*

*business in Hong Kong:*

Suite 1510, 15/F,  
Ocean Centre,  
Harbour City,  
5 Canton Road,  
Tsim Sha Tsui, Kowloon  
Hong Kong

27 April 2018

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS  
AND  
REFRESHMENT OF SCHEME MANDATE LIMIT  
OF THE SHARE OPTION SCHEME**

#### INTRODUCTION

This circular contains information relating to the Issue Mandate and the Repurchase Mandate, the re-election of Directors and the refreshment of Scheme Mandate Limit on the grant of options under the Share Option Scheme so as to provide all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions proposed at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 16 June 2017, an ordinary resolution was passed for the granting of general mandate to the Directors to allot, issue or otherwise deal with additional securities of the Company not exceeding 20% of the total number of Shares in issue as at that date (“**Existing Issue Mandate**”), being 1,921,803,130 Shares. The Existing Issue Mandate will expire upon the conclusion of the AGM.

To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, an ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of the passing the proposed resolution of the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 10,296,137,217 Shares. Subject to the passing of the resolution approving the Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be authorised to allot, issue and deal with up to a maximum of 2,059,227,443 Shares.

In addition, if the Repurchase Mandate as mentioned below is granted, a separate ordinary resolution will be proposed at the AGM to extend the number of Shares which may be allotted, issued and dealt with under the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued share capital of the Company as at the date of the grant of the Repurchase Mandate).

### GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 16 June 2017, an ordinary resolution was passed for the granting of general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue as at that date (“**Existing Repurchase Mandate**”). The Existing Repurchase Mandate will expire upon the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing the proposed resolution of the Repurchase Mandate. An explanatory statement as required under the Listing Rules to provide the requisite information concerning the Repurchase Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

Pursuant to bye-law 99 of the Bye-Laws and Appendix 14 of the Listing Rules, Mr. LIN Yuhao and Mr. YAU Yik Ming Leao will retire from office by rotation and, being eligible, will offer themselves for re-election at the AGM.

Pursuant to bye-law 102 of the Bye-Laws and Appendix 14 of the Listing Rules, Ms. DIAO Jing and Ms. LI Yang was appointed as executive Director and independent non-executive Director respectively of the Company during the year will hold office until the forthcoming AGM and, being eligible, will offer themselves for re-election at the AGM.

Information on the Directors proposed to be re-elected at the AGM as required to be disclosed under the Listing Rules is set out in Appendix II to this circular.

### REFRESHMENT OF SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed by the Shareholders in annual general meeting on 6 June 2013. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

Shares may be issued upon exercise of options granted under the Share Option Scheme subject to the Scheme Mandate Limit. Under the terms of the Share Option Scheme:

- (a) the maximum number of Shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme must not in aggregate exceed 30% of the Shares in issue from time to time (as at the Latest Practicable Date, such 30% was the equivalent of 3,088,841,165 Shares);
- (b) the total number of Shares which may be allotted and issued upon the exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme) to be granted under the Share Option Scheme and any other share option scheme must not in aggregate exceed 10% of the Company's issued Shares as at the date of approval of the Share Option Scheme ("**Scheme Mandate Limit**");

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## LETTER FROM THE BOARD

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- (c) subject to (a) above and without prejudice to (d) below, the Company may seek approval of the Shareholders in general meeting to refresh the Scheme Mandate Limit provided that the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option scheme must not exceed 10% of the Shares in issue as at the date of the Shareholders' approval of the refreshing of the Scheme Mandate Limit (as at the Latest Practicable Date, 10% of the number of Shares in issue was 1,029,613,721) and, for the purpose of calculating the Scheme Mandate Limit as refreshed, options (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other option scheme) previously granted under the Share Option Scheme and any other share option scheme will not be counted; and
- (d) subject to (a) above and without prejudice to (c) above, the Company may seek separate approval of the Shareholders in general meeting to grant options beyond the Scheme Mandate Limit or, if applicable, the refreshed limit referred to in (c) above to Participants specifically identified by the Company before such approval is sought.

As at 6 June 2013 (being the date of adoption of the Share Option Scheme), the total number of Shares in issue was 1,925,512,615 and thus the Scheme Mandate Limit was 192,551,261 Shares. Pursuant to the Scheme Mandate Limit as approved by the Shareholders on 6 June 2013, the Company granted an aggregate of 192,551,261 Options under the Share Option Scheme, of which 192,551,261 Options were exercised, no Options were lapsed or cancelled.

At the annual general meeting of the Company held on 16 June 2017, the Scheme Mandate Limit was refreshed to allow the Company to grant Options entitling holders to subscribe for Shares not exceeding 10% of the issued share capital of the Company as at the date of approving the refreshment, which amounted to 960,901,565 Shares. Pursuant to the Scheme Mandate Limit as approved by the Shareholders on 16 June 2017, the Company granted an aggregate of 960,901,565 Options under the Share Option Scheme, of which 687,121,565 Options were exercised, 24,000,000 Options were lapsed, no Options were cancelled and 249,780,000 Options remain outstanding and unexercised (which represents about 2.43% of the issued Shares) under the Share Option Scheme.

The Company has used up the existing Scheme Mandate Limit and as such, it may not grant any more Options pursuant to the Share Option Scheme unless the Scheme Mandate Limit is refreshed.



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## LETTER FROM THE BOARD

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Therefore, since the date of adoption of the Share Option Scheme up to the Latest Practicable Date, an aggregate of 2,359,423,092 Options were granted, of which 892,172,826 Options were exercised, no Options were cancelled, 278,651,327 Options were lapsed and 1,188,598,939 Options remain outstanding and unexercised (which represents about 11.54% of the issued Shares) under the Share Option Scheme. The Company has complied with Rule 17.03(4) of the Listing Rules for the aforesaid Options granted.

The Board is of the view that in order to provide incentives or rewards to Participants for their contribution to the Group, the Scheme Mandate Limit shall be refreshed to provide the Company with greater flexibility on recruiting and retaining high-calibre employees and attracting human resources that are valuable to the Group. The Board wishes to take this opportunity to recommend for the Shareholders' approval at the AGM that the existing Scheme Mandate Limit be refreshed so that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall be increased over a larger number of Shares (1,029,613,721 Shares) than the existing Scheme Mandate Limit (0 Shares). Any options granted under the Share Option Scheme and any other share option scheme(s) of the Company (including options outstanding, cancelled or lapsed in accordance with the relevant scheme rules or exercised options) before the AGM, if any, will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

If the Scheme Mandate Limit is refreshed, on the basis of 10,296,137,217 Shares in issue as at the Latest Practicable Date and assuming that no Shares are issued or repurchased prior to the AGM, the Board will be able to grant options for subscription of up to 1,029,613,721 Shares. As at the Latest Practicable Date, the Company has not adopted any share option scheme other than the Share Option Scheme.

The refreshing of the Scheme Mandate Limit is conditional on:

- (a) the passing of an Ordinary Resolution to approve the refreshing of the Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the Stock Exchange granting listing of and permission to deal in the Shares (representing 10% of the issued share capital of the Company as at the date of the AGM approving the refreshing of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of options under the Share Option Scheme and any other share option scheme(s) of the Company.

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## **LETTER FROM THE BOARD**

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Application will be made to the Stock Exchange for the approval of the listing of and permission to deal in the Shares (representing a maximum of 10% of the issued share capital of the Company as at the date of the AGM approving the refreshing of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of options under the Share Option Scheme and any other share option scheme(s) of the Company.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by a poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

### **AGM**

A notice convening the AGM is set out in this circular. A form of proxy for use at the AGM is enclosed in this circular. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof to Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong, 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 in person at the meeting should you so wish.

### **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 enquiries, 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 or this circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATIONS

The Directors consider that the Issue Mandate and the Repurchase Mandate, the re-election of Directors and the refreshment of the Scheme Mandate Limit of the Share Option Scheme are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of  
**China Finance Investment Holdings Limited**  
**LIN Yuhao**  
*Chairman*

*This explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, serves to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.*

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 10,296,137,217 Shares. Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be authorised to repurchase up to a maximum of 1,029,613,721 Shares.

### **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchase may, depending on market conditions and funding arrangement at the time, result in enhancement of the net assets value and/or earnings per Share and will only be made when the Directors consider that such repurchase will benefit the Company and the Shareholders.

### **3. FUNDING OF REPURCHASES**

Repurchase will only be made out of funds which are legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-Laws and the laws of Bermuda. Under the laws of Bermuda, a company may repurchase its shares out of the capital paid up on the relevant shares or out of the funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for the purposes of the repurchase. Any premium payable may only be paid out of funds of the company which would otherwise be available for dividend or distribution or out of the company's share premium account.

As compared with the financial position disclosed in the latest published audited financial statements of the Company as at 31 December 2017, there might be adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to make any repurchase to the extent that would have a material adverse effect on the working capital requirement or gearing level of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

**4. EFFECT OF THE TAKEOVERS CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Sino Richest Investment Holdings Limited, the largest Shareholder, and its close associates are interested in 863,017,507 Shares, representing 8.38% of the issued share capital of the Company. Based on such shareholding and in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate, the interest of Sino Richest Investment Holdings Limited and its close associates will be increased to approximately 9.31% of the issued share capital of the Company. No obligation to make a mandatory offer to Shareholders under the Takeovers Code would arise.

Save as aforesaid, the Board is not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

**5. REPURCHASE OF SHARES**

No repurchase of Shares have been made by the Company on the Stock Exchange or otherwise during the six months immediately preceding the Latest Practicable Date.

**6. SHARE PRICES**

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

	<b>Highest</b>	<b>Shares</b>	<b>Lowest</b>
	<i>HK\$</i>		<i>HK\$</i>
<b>2017</b>			
March	0.174		0.143
April	0.148		0.019
May	0.048		0.037
June	0.041		0.025
July	0.031		0.023
August	0.031		0.025
September	0.046		0.027
October	0.049		0.037
November	0.043		0.037
December	0.039		0.032
<b>2018</b>			
January	0.038		0.030
February	0.032		0.026
March	0.029		0.022
April (up to the Latest Practicable Date)	0.026		0.021

**7. DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any of the Shares to the Company.

No core connected persons has notified the Company that he/she has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, in the event that the Company is authorised to repurchase Shares.

**8. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the laws of Bermuda.

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## APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

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*The particulars of the Directors proposed for re-election at the AGM are set out as follows:*

**(1) Mr. LIN Yuhao (“Mr. Lin”) – non-executive Director**

**Mr. Lin**, aged 43, was appointed as an executive Director and the chairman of the Company on 13 May 2016. Mr. Lin has been re-designated from an executive Director to a non-executive Director of the Company with effect from 10 March 2017. In addition, Mr. Lin also serves as a member and chairman of the nomination committee. Mr. Lin obtained a degree of Executive Master of Business Administration from University of Liège, Belgium. Mr. Lin has extensive experience in finance, real estate, education and internet technology businesses in the PRC. In particular, Mr. Lin has ample operational experience in micro finance, credit and consumer finance in the PRC.

Mr. Lin, was the vice president of 深圳市企業聯合會 (ShenZhen Enterprise Confederation\*) and 深圳市企業家協會 (ShenZhen Entrepreneur Association\*), and is currently the vice-president of 深圳市社會組織總會 (ShenZhen Non-Governmental Organization Federation\*) and the vice chairman of 深圳市龍崗區坂田街道工商業聯合會 (ShenZhen Longgang Bantian Street Federation of Industry and Commerce\*).

As at the Latest Practicable Date, Mr. Lin is interested in 863,017,507 ordinary Shares of the Company, representing approximately 8.38% of the total number of issued shares, through Sino Richest Investment Holdings Limited, his controlled corporation, with HK\$0.01 each. He is also interested in share options granted by the Company entitling him to subscribe for 102,960,000 Shares.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lin has not held (i) any other positions with the Company or its subsidiaries; and (ii) any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save for Mr. Lin is the younger brother of Mr. LIN Yupa, a general manager of agricultural business in the PRC, Mr. Lin (i) does not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any other major appointments and professional qualifications; and (iii) is not interested or deemed to be interested in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at the Latest Practicable Date.

\* For identification purpose only

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## APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Lin entered into a service agreement with the Company. His appointment is for a fixed term of two years which is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Bye-Laws and the Listing Rules. Mr. Lin is entitled to a remuneration of HK\$90,000 per month, an annual double-pay equivalent to one month's remuneration (pro-rata for any period shorter than a year) and a year-end discretionary bonus (subject to the approval of the Board) as the chairman and a remuneration of HK\$14,800 per month as the non-executive Director which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Lin that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

### (2) Mr. YAU Yik Ming Leao (“Mr. Yau”) – executive Director

Mr. Yau, aged 55, was appointed as an independent non-executive Director on 4 July 2014. Mr. Yau was re-designated as an executive Director and the deputy chairman of the Company (“**Deputy Chairman**”) on 9 December 2014 and appointed as chief executive officer of the Company (“**Chief Executive Officer**”) on 2 January 2015. Mr. Yau resigned from the post of Deputy Chairman of the Company on 7 July 2017. In addition, Mr. Yau also serves as an authorised representative of the Company and acts as director of certain subsidiaries of the Company. Mr. Yau obtained a certificate in the law of the PRC in 1997 jointly provided by The University of Hong Kong and Fudan University and received education in Canada during the period from 1979 to 1982.

Prior to joining the Group, Mr. Yau served as a director of Eternal Pearl Securities Limited, a licensed corporation engaging in the business of dealing in securities during the period from 2005 to 2009. He was a director of Sun Farm Corporation, a company engaging in the business of food manufacturing during the period from 2009 to 2011. During the period from 1983 to 2005, Mr. Yau worked for various companies which had business in the PRC, Taiwan and Singapore, through which Mr. Yau has gained experiences in sales and marketing, mergers and acquisition and project management.

As at the Latest Practicable Date, Mr. Yau is interested in 101,500,000 ordinary Shares of the Company through Asiacorp International Holdings Limited, his controlled corporation, with HK\$0.01 each. He is also interested in share options granted by the Company entitling him to subscribe for 79,713,479 Shares.



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## APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Save as disclosed above, as at the Latest Practicable Date, Mr. Yau has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yau (i) does not have any other major appointments and professional qualifications; (ii) does not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) is not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Yau entered into a service agreement with the Company. His appointment has no fixed term which is subject to retirement by rotation and re-election in accordance with the Company's Bye-Laws and the Listing Rules. Mr. Yau is entitled to a remuneration of HK\$228,000 per month, an annual double-pay equivalent to one month's remuneration (pro-rata for any period shorter than a year) and a year-end discretionary bonus (subject to the approval of the Board) as the executive Director and Chief Executive Officer of the Company, which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Yau that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

### (3) Ms. DIAO Jing (“Ms. Diao”) – executive Director

**Ms. Diao**, aged 46, was appointed as an executive Director of the Company on 5 September 2017. Ms. Diao serves as an authorised representative of the Company. In addition, she also serves as a member of the remuneration committee of the Company and acts as director of certain subsidiaries of the Company. Ms. Diao obtained a certificate in English (Economics and Trade) from Sichuan International Studies College (四川外語學院) in July 1994. Ms. Diao has around 14 years of experience as a managerial role. From May 2003 to August 2014, Ms. Diao was the supervisor of the general manager's office in a company incorporated in the PRC mainly engaged in manufacturing and sales of electronic components and was responsible for human resources management and company policy matters. From November 2014, Ms. Diao joined a company incorporated in the PRC mainly engaged in biotechnology research and development as an administrative manager and was responsible for human resources management and administrative matters.

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## APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

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As at the Latest Practicable Date, Ms. Diao is interested in 96,080,000 ordinary Shares of the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. Diao has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save for Ms. Diao is the sister of Ms. Diao Hong, an executive Director of the Company, Ms. Diao (i) does not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any other major appointments and professional qualifications; and (iii) is not interested or deemed to be interested in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at the Latest Practicable Date.

Ms. Diao has entered into a service agreement with the Company. Her appointment has no fixed term and is subject to retirement by rotation and re-election in accordance with the Company's Bye-Laws and the Listing Rules. Ms. Diao is entitled to a remuneration of HK\$78,000 and a housing allowance of HK\$10,000 per month, an annual double-pay equivalent to one month's remuneration (pro-rata for any period shorter than a year) and a year-end discretionary bonus (subject to the approval of the Board) as the executive Director of the Company, which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities with the Company, the performance of the Company and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Ms. Diao is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

#### **(4) Ms. LI Yang (“Ms. Li”) – independent non-executive Director**

**Ms. Li**, aged 38, was appointed as an independent non-executive Director, a member of each of the audit committee, the remuneration committee, the nomination committee and the corporate governance committee of the Board and the chairlady of the audit committee and the corporate governance committee of the Board on 3 July 2017. Ms. Li graduated from University College Dublin of the National University of Ireland with a master's degree in accounting. She is a member of the Institute of Chartered Certified Accountants in Ireland and a Chartered Professional Accountant of the Institute of Chartered Certified Accountants. Ms. Li is currently the manager of one of the big four accounting firms. Ms. Li has over 10 years of professional experience in areas of accounting and auditing.

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## APPENDIX II      PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Ms. Li is currently an independent non-executive director of Aoxing Pharmaceutical Company, Inc. (NYSE MKT: AXN), which is a company formerly listed on New York Stock Exchange (the “NYSE”) and voluntarily delisted from the NYSE on 16 October 2017.

Save as disclosed above, as at the Latest Practicable Date, Ms. Li has not held (i) any other positions with the Company or its subsidiaries; and (ii) any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Ms. Li (i) does not have any other major appointments and professional qualifications; (ii) does not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) is not interested or deemed to be interested in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Ms. Li entered into a service agreement with the Company. Her appointment is for a fixed term of two years, which is subject to retirement by rotation and re-election in accordance with the Company’s Bye-Laws and the Listing Rules. Ms. Li is entitled to a remuneration of HK\$14,800 per month as the independent non-executive Director of the Company which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Ms. Li that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA FINANCE INVESTMENT HOLDINGS LIMITED 中國金控投資集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 875)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of China Finance Investment Holdings Limited (the “**Company**”) will be held at Fuchsia and Ocher Room, 3/F Gateway Hotel, 13 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 15 June 2018 at 12:00 noon to transact the following businesses:

As Ordinary Business:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditor for the year ended 31 December 2017.
2. To re-elect the following directors and to authorise the board of directors to fix the remuneration of the directors:
  - (a) Mr. LIN Yuhao;
  - (b) Mr. YAU Yik Ming Leao;
  - (c) Ms. DIAO Jing; and
  - (d) Ms. LI Yang
3. To re-appoint Elite Partners CPA Limited as the auditor of the Company and its subsidiaries and to authorise the board of directors to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### ORDINARY RESOLUTIONS

And as Special Business, to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions of the Company:

4. **“THAT:**
- (a) subject to paragraph (c) of this resolution, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any other securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such power, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall authorise the directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any other securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
  - (c) the aggregate nominal amount of share capital allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into Shares; (iii) the exercise of options granted under the share option scheme or similar arrangement of the Company; or (iv) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the directors may regard to any legal restrictions under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved; the aggregate nominal amount of the Share which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the passing of resolutions number (4) and (5) above, the general mandate granted to the directors to allot, issue and deal with any additional Shares pursuant to resolution number (4) be and is hereby extended by the addition thereto of the total nominal amount of Shares which may be purchased by the Company under the authority granted pursuant to resolution number (5), provided that such amount of Shares so purchased shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”
7. “**THAT** the existing scheme mandate limit under the share option scheme of the Company adopted by a resolution of the shareholders dated 6 June 2013 (the “**Share Option Scheme**”) be refreshed so that the aggregate nominal amount of share capital of the Company to be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and that the Directors be and are authorised, subject to compliance with the Listing Rules, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all powers of the Company to allot, issue and deal with Shares of the Company pursuant to the exercise of such options.”

By order of the Board  
**China Finance Investment Holdings Limited**  
**LIN Yuhao**  
*Chairman*

Hong Kong, 27 April 2018

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Principal Place of Business in Hong Kong:*

Suite 1510, 15/F,  
Ocean Centre, Harbour City,  
5 Canton Road, Tsim Sha Tsui,  
Kowloon, Hong Kong

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote on his behalf. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, 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 personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the branch share registrars of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish.
5. The register of members of the Company will be closed from Tuesday, 12 June 2018 to Friday, 15 June 2018 both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 11 June 2018.

*As at the date of this notice, the board of directors of the Company comprises seven directors, including three executive directors, namely Mr. Yau Yik Ming Leao, Ms. Diao Hong and Ms. Diao Jing; one non-executive director, namely Mr. Lin Yuhao and three independent non-executive directors, namely Mr. Li Shaohua, Ms. Zhu Rouxiang and Ms. Li Yang.*