
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES (2) PROPOSAL FOR RE-ELECTION OF DIRECTORS (3) PROPOSAL FOR AMENDMENTS TO THE BYE-LAWS AND (4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of China Finance Investment Holdings Limited (the “Company”) to be held at Flat EFG, 26/F., Nuode Financial Centre, No. 1006 Fuzhong 3rd Road, Futian District, Shenzhen, China on Wednesday, 22 June 2022 at 11:00 a.m. is set out on pages 21 to 26 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 and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 54, 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 annual general 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.

PRECAUTIONARY MEASURES FOR THE COVID-19 AT THE ANNUAL GENERAL MEETING

As set out on page i of this circular, measures will be taken at the AGM to facilitate the prevention and control of the COVID-19 epidemic, including:

- Mandatory body temperature checks
- Compulsory wearing of surgical face masks in the AGM venue
- No corporate gifts and refreshments
- In the interest of all stakeholders’ health and safety and consistent with the guidelines for the prevention and control of COVID-19, the Company reminds all Shareholders that attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by completing proxy forms with voting instructions, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

14 May 2022

PRECAUTIONARY MEASURES FOR THE COVID-19 AT THE ANNUAL GENERAL MEETING

In view of the COVID-19 epidemic, the following precautionary measures will be implemented at the AGM to ensure the health and safety of attending Shareholders, staff and other stakeholders:

- (1) Mandatory body temperature check will be carried out for every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry to the AGM venue and may not be allowed to attend the AGM.
- (2) The Company encourages attendees to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (3) No refreshments will be served, and there will be no corporate gifts.

In the interest of all stakeholders' health and safety and consistent with the guidelines for the prevention and control of COVID-19, the Company reminds all Shareholders that attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by completing proxy forms with voting instructions, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is attached to this circular and can also be downloaded from the Company's website at www.cfi.hk.

If Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any other matters for communication with the Board, they can contact the Company by email to info@cfih.hk.

If any Shareholder has any question(s) relating to the AGM, please contact Tricor Tengis Limited, the Company's branch share registrar and transfer office in Hong Kong as follows:

Tricor Tengis Limited
Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: 2980 1333
Fax: 2810 8185

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DEFINITIONS

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 at Flat EFG, 26/F., Nuode Financial Centre, No. 1006 Fuzhong 3rd Road, Futian District, Shenzhen, China on Wednesday, 22 June 2022 at 11:00 a.m. or any adjournment thereof, the notice of which is set out on pages 21 to 26 of this circular
“Board”	the board of Directors of the Company
“Bye-laws”	the bye-laws of the Company in force from time to time
“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
“COVID-19”	novel coronavirus (COVID-19), a coronavirus identified as the cause of an outbreak as respiratory illness
“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

DEFINITIONS

“Latest Practicable Date”	12 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of AGM
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC 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)”	share(s) of par value HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s) in issue
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	percent

* *The English translation of Chinese name(s) in this circular, where indicated, is included for information only, and should not be regarded as the official English name(s) of such Chinese name(s).*

LETTER FROM THE BOARD



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)

Executive Director:

Mr. LIN Yuhao (*Chairman*)

Non-executive Director:

Ms. HAN Xiuhong

Independent Non-executive Directors:

Mr. LI Shaohua

Ms. ZHU Rouxiang

Ms. LI Yang

Registered Office:

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

Principal place of

business in Hong Kong:

Room 1502, 15/F.,

Tower 1, Silvercord,

30 Canton Road

Tsim Sha Tsui, Kowloon,

Hong Kong

14 May 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**

(2) PROPOSAL FOR RE-ELECTION OF DIRECTORS

(3) PROPOSAL FOR AMENDMENTS TO THE BYE-LAWS

AND

(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This circular contains information relating to the Issue Mandate and the Repurchase Mandate, the re-election of Directors, the amendments to the Bye-laws and the adoption of the amended and restated Bye-laws 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.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 22 June 2021 (the “**2021 AGM**”), 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 72,499,881 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 passing the proposed resolution of the Issue Mandate.

On the basis of 379,257,038 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are allotted, issued or repurchased after the Latest Practicable Date and up to the passing of relevant resolution, the maximum number of Shares which may fall to be issued under the Issue Mandate will be 75,851,407 Shares. The Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company, or the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held, or until the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever is the earliest.

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 (not exceeding 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 2021 AGM, 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 not exceeding 10% of the issued share capital of the Company as at the date of passing the proposed resolution of the Repurchase Mandate. The Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company, or the expiration of the

LETTER FROM THE BOARD

period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held, or until the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever is the earliest. 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.

RE-ELECTION OF DIRECTORS

Pursuant to bye-law 99 and 102 of the Bye-laws and Appendix 14 to the Listing Rules and as recommended by the nomination committee of the Company and determined by the Board, Ms. Han Xiuhong, Ms. Zhu Rouxiang and Ms. Li Yang will retire from office by rotation and, being eligible, 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.

NOMINATION POLICY AND PROCESS FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS

In reviewing the structure of the Board, the nomination committee of the Company will consider the structure, size and diversity (including gender, age, cultural and educational background, length of service, skills, knowledge and experience etc.) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. All appointments to the Board are based on meritocracy and the candidates will be assessed based on criteria such as education background and relevant skills and experience for consideration of the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

Ms. Zhu Rouxiang ("**Ms. Zhu**"), an independent non-executive Director proposed to be re-elected at the AGM, has years of experiences in corporate management, sales and marketing, risk management, trading and investment and has been acting as an independent non-executive Director since 2017. Ms. Li Yang ("**Ms. Li**"), an independent non-executive Director proposed to be re-elected at the AGM, has extensive experience in areas of accounting and auditing. Ms. Li is a professional accountant. Ms. Zhu and Ms. Li have satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules and provided annual confirmation of independence to the Company. Therefore, they have been considered by the nomination committee of the Company to be independent. The Board is of the view that Ms. Zhu and Ms. Li have been committed to devoting time and attention to perform their duties as independent non-executive Directors over the years. They have demonstrated that they have the required character, integrity and experience

LETTER FROM THE BOARD

to perform their duties by providing objective views and independent guidance to the Board and the Board is of the view that their wide breadth of professional experience and knowledge in their respective fields have been and will continue to contribute greatly to the diversity of the Board.

Upon the recommendation and nomination of the nomination committee of the Company, the Board has recommended Ms. Zhu and Ms. Li to stand for re-election as independent non-executive Directors.

AMENDMENTS TO THE BYE-LAWS

Reference is made to the announcement of the Company dated 27 April 2022. The Board proposes to amend the existing Bye-laws to reflect and align with changes to the requirements under the amended Appendix 3 to the Listing Rules with respect to core shareholder protection standards. The proposed amendments to the Bye-laws and the Company's adoption of the amended and restated Bye-laws are subject to the approval of the Shareholders by way of special resolution at the AGM, details of which are set out in the special resolution in item 7 of the notice of the AGM. Prior to the passing of the special resolution at the AGM, the existing Bye-laws shall remain valid.

The proposed amendments to the Bye-laws are set out in Appendix III to this circular. Save for the proposed amendments to the Bye-laws as set out in this circular, all other provisions of the Bye-laws remain unchanged.

The legal advisers to the Company have confirmed that the proposed amendments to the Bye-laws comply with the requirements of the Listing Rules and the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the proposed amendments to the Bye-laws.

Shareholders are advised that the proposed amendments to the Bye-laws are in English only and that the Chinese translation of the "Proposed Amendments to the Bye-Laws" contained in Appendix III to the Chinese version of this circular is for reference only. In case of inconsistency, the English version shall prevail.

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.

LETTER FROM THE BOARD

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, there is no Shareholder who has any material interest in the resolutions proposed to be approved at the AGM, therefore, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

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 and transfer office of the Company in Hong Kong, Level 54, 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.

RECOMMENDATIONS

The Directors consider that the Issue Mandate and the Repurchase Mandate, the re-election of Directors, the amendments to the Bye-Laws and the adoption of the amended and restated Bye-laws 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,

By order of the Board

China Finance Investment Holdings Limited

LIN Yuhao

Chairman and Chief Executive Officer

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 379,257,038 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 not exceeding 37,925,703 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 2021, 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, comprising with Sino Richest Investment Holdings Limited, the substantial Shareholder which is wholly owned by Mr. Lin Yuhao, an executive Director, Mr. Lin Yuhao and its close associates are interested in 266,215,087 Shares, representing approximately 70.19% 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, Mr. Lin Yuhao and its close associates will be increased to approximately 77.99% 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. In addition, the Company will not repurchase Shares to such extent as to result in the amount of Shares held by the public being reduced to less than 25%.

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:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2021		
May	1.72	1.37
June	1.80	1.43
July	1.94	1.63
August	1.90	1.68
September	2.50	1.74
October	2.98	1.79
November	3.30	2.50
December	2.90	2.40
2022		
January	3.58	2.66
February	4.20	3.31
March	5.00	2.94
April	5.00	3.80
May (up to the Latest Practicable Date)	8.00	4.57

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 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.

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

(1) Ms. Han Xiuhong (“Ms. Han”) — non-executive Director

Ms. Han, aged 47, joined the Group in January 2019 as the finance manager to oversee the finance department of the Group in the PRC. She was appointed as a non-executive Director, a member of the remuneration committee of the Board, the financial controller of the Group and one of the authorised representatives of the Company under Rule 3.05 of the Listing Rules with effect from 15 October 2021. Ms. Han obtained a bachelor’s degree in accounting from Beijing Jiaotong University* (北京交通大學) in the PRC and has extensive experience in accounting, taxation and finance in the PRC.

Save as disclosed above, as at the Latest Practicable Date, Ms. Han 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. Han (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. Han entered into an appointment letter with the Company. Her appointment is for a fixed term of two years and is subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Ms. Han is entitled to a Director’s fee of HK\$5,000 per month 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. Han 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.

(2) Ms. Zhu Rouxiang (“Ms. Zhu”) — independent non-executive Director

Ms. Zhu, aged 41, was appointed as an independent non-executive Director on 8 May 2017. Ms. Zhu also serves as a member of each of the audit committee, the nomination committee and the corporate governance committee of the Board and the chairlady of the remuneration committee of the Board. Ms. Zhu graduated from Huazhong University of Science and Technology with a

diploma in clinical medicine. Ms. Zhu is currently the general manager of Shenzhen City Jinan Education Group* (深圳市金安教育集團), a company engaged in education business. Ms. Zhu was the chairlady of Zhuhai City Linglingqi Electronic Technology Company Limited* (珠海市零零柒電子科技有限公司), a company engaged in trading of technological products business, from 2013 to 2015, the general manager of Guangzhou City Baile Investment Company Limited* (廣州市百樂投資有限公司), a company engaged in investment business, from 2011 to 2013 and the legal representative and chairlady of Zhuhai City Jinqin Paper Product Company Limited* (珠海市金琴紙品有限公司), a company engaged in paper product business, from 2003 to 2011. She gained experiences in corporate management, sales and marketing, risk management, trading and investment.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhu 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. Zhu (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).

Ms. Zhu has entered into an appointment letter with the Company. Her appointment is for a fixed term of two years and is subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Ms. Zhu is entitled to a Director's fee of HK\$5,000 per month, 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. Zhu 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.

(3) Ms. Li Yang (“Ms. Li”) — independent non-executive Director

Ms. Li, aged 42, was appointed as an independent non-executive Director on 3 July 2017. Ms. Li also serves as a member of each of the remuneration committee and the nomination committee of the Board and the chairlady of each of the audit committee and the corporate governance committee of the Board. 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.

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 an appointment letter 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 Bye-laws and the Listing Rules. Ms. Li is entitled to a remuneration of HK\$5,000 per month 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 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.

MEMORANDUM OF ASSOCIATION
AND
BYE-LAWS
OF

~~Cypress Jade Agricultural Holdings Limited~~
China Finance Investment Holdings Limited

從玉農業控股有限公司

中國金控投資集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 875)

(Name changed from “Corasia Holdings Limited” to “Corasia Group Limited” on 14th May, 1998)

(Name changed to “First Dragoncom Agro-Strategy Holdings Ltd” on 28th January 2002)

(Name changed to “Ever Fortune International Holdings Limited” on 13th June, 2006)

(Name changed to “Cypress Jade Agricultural Holdings Limited” and registered with the secondary name “從玉農業控股有限公司” on 14th March, 2012)

(Name changed to “China Finance Investment Holdings Limited” and registered with the secondary name “中國金控投資集團有限公司” on 2 July 2015)

Incorporated on 19th March 1998

**(This constitutional document is a consolidated version not
formally adopted by shareholders at a general meeting)**

This constitutional document has been translated into Chinese. In case of discrepancies between the English version and Chinese version, the English version shall prevail.

* For identification purpose only

NEW BYE-LAWS

(As adopted by a Resolution passed on 8th June, 1998 and
amended by a Special Resolution passed on 22nd June 2022)

OF

~~Corasia Group Limited~~

China Finance Investment Holdings Limited

中國金控投資集團有限公司

PRELIMINARY

1. (A) The marginal notes to these Bye-Laws shall not be deemed to be part of these Bye-Laws and shall not affect their interpretation and, in the interpretation of these Bye-Laws, unless there be something in the subject or context inconsistent therewith:

“the Companies Act” shall mean the Companies Act 1981 (as amended) of Bermuda as may from time to time be amended;

2. Without prejudice to any other requirements of the Statutes, a Special Resolution shall be required to alter the Memorandum of Association, to approve any amendment of these ~~presents~~ Bye-Laws or to change the name of the Company.

When Special Resolution is required

REGISTER OF SHAREHOLDERS AND SHARE CERTIFICATES

14. (C) Except where the register is closed in accordance with the Companies Act, applicable laws and the Listing Rules, the Principal Register and any branch register (including the register in Hong Kong) shall during business hours between 10 a.m. and 12 noon be open for inspection by any member of the public without charge.

GENERAL MEETINGS

60. (A) ~~The~~ Subject to the Companies Act, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall must be held within six months after the end of the Company’s financial year (unless a longer period would not infringe the Listing Rules, if any) in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons

When annual general meeting to be held

participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

62. The Board may, whenever it thinks fit, convene a special general meeting, and ~~special general meetings shall also be convened on requisition, as provided by the Companies Act, and, in default, may be convened by the requisitionists~~ shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying not less than 10% of the right of voting at general meetings of the Company, on a one vote per share basis in the share capital of the Company, shall at all times have the right, by written requisition to the Directors or the Secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition and add resolutions to the agenda of the meeting so convened; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act.

Convening of
special
general
meeting

63. An annual general meeting (whether for the passing of a Special Resolution and/or an Ordinary Resolution) shall be called by notice in writing of not less than 21 Clear Days ~~and not less than 20 Business Days and a special general meeting called for the passing of a Special Resolution shall be called by notice in writing of not less than 21 Clear Days and not less than 10 Business Days.~~ A meeting of the Company (other than an annual general meeting ~~or a special general meeting for the passing of a Special Resolution~~) shall be called by notice in writing of not less than 14 Clear Days ~~and not less than 10 Business Days.~~ The notice shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act and if permitted by the rules of the stock exchange in the Relevant Territory, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:

Notice of
meetings

- (a) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.”;

(Amended on
23/6/2011)

PROCEEDINGS AT GENERAL MEETINGS

65A. All shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

VOTES OF SHAREHOLDERS

76A. Where the Company has ~~actual~~ knowledge that any shareholders is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

(Amended on
4/6/2004)

87. (B) If a Clearing House (or its nominee) is a shareholder of the Company, it may appoint such person or persons as it thinks fit to act as its proxy or proxies or as its corporate representative or representatives, to the extent permitted by the Companies Act, at any meeting of the Company or at any meeting of any class of shareholders of the Company provided that, if more than one proxy or, corporate representative is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy or corporate representative is so appointed. A person so appointed under the provisions of this Bye-law shall be entitled to exercise the same powers on behalf of the Clearing House (or its nominee) which he represents as that Clearing House (or its nominee) could exercise as if it were an individual shareholder including the right to speak and the right to vote. The number of persons a Clearing House (or its nominee) may appoint to act as its corporate representative or representatives shall not exceed the number of shares held by a Clearing House (or its nominee), being shares in respect of which there is an entitlement to attend and vote at the relevant meeting.

(Amended on
4/6/2004)

102. (A) The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall be subject to retirement by rotation pursuant to Bye-Law 99~~hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.~~

Appointment
of Directors

(B) The Board shall have power from time to-time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the ~~next following first~~ annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

104. The Company may by ~~Special~~Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his period of office notwithstanding anything in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Bye-Law 99. ~~Any person so elected shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at such meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.~~

Power to
remove
Director by
Ordinary
~~Special~~
Resolution

AUDITORS

163. (B) The shareholders in general meeting may by Ordinary Resolution ~~Company shall at each annual general meeting~~ appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Subject as otherwise provided by the Companies Act, the remuneration of the Auditors shall be fixed by the shareholders in general meeting by Ordinary Resolution or in such manner as the shareholders may determine. ~~or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.~~

Appointment
of Auditors

(C) Subject to the Companies Act, the shareholders may, at any general meeting convened and held in accordance with these Bye-Laws, remove the Auditors by Ordinary Resolution at any time before the expiration of the term of office.

WINDING UP

175. Subject to the Companies Act, a ~~A~~ resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.

NOTICE OF ANNUAL GENERAL MEETING



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 Flat EFG, 26/F., Nuode Financial Centre, No. 1006 Fuzhong 3rd Road, Futian District, Shenzhen, China on Wednesday, 22 June 2022 at 11:00 a.m. to transact the following businesses:

1. To consider and adopt the audited consolidated financial statements of the Company, the reports of the directors of the Company (the “**Directors**”) and the report of the independent auditor of the Company for the year ended 31 December 2021.
2. (A) To re-elect Ms. HAN Xiuhong as a non-executive Director;

(B) To re-elect Ms. ZHU Rouxiang as an independent non-executive Director;

(C) To re-elect Ms. LI Yang as an independent non-executive Director; and

(D) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the independent auditor of the Company and to authorise the Board to fix the remuneration of the independent auditor of the Company.

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

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
- (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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 exclusions 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 Shares 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
- (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

NOTICE OF ANNUAL GENERAL MEETING

(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.”

SPECIAL RESOLUTION

As special business, to consider and, if thought fit, pass with or without modification the following resolution as a special resolution:

7. “**THAT:**
- (a) the proposed amendments to the existing bye-laws of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 14 May 2022, be and are hereby approved and confirmed;
 - (b) the amended and restated bye-laws of the Company (a printed copy of which being tabled before the meeting and initialled by the chairman of the meeting for the purposes of identification) be and are hereby adopted in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect after the close of the meeting; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) any one Director be and is hereby authorised to do all such acts and things (including filing the amended and restated bye-laws of the Company with the relevant authorities for approval, endorsement and/or registration as appropriate) and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Proposed Amendments.”

By order of the Board
China Finance Investment Holdings Limited
LIN Yuhao
Chairman and Chief Executive Officer

Hong Kong, 14 May 2022

Registered Office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Principal Place of Business in Hong Kong:

Room 1502, 15/F.
Tower 1, Silvercord
30 Canton Road, Tsim Sha Tsui
Kowloon Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the above meeting (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.

NOTICE OF ANNUAL GENERAL MEETING

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 registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 54, 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 Friday, 17 June 2022 to Wednesday, 22 June 2022 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 Meeting, 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 branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 16 June 2022.

As at the date of this notice, the board of Directors comprises five Directors, including one executive Director, namely Mr. Lin Yuhao; one non-executive Director, namely Ms. Han Xiuhong and three independent non-executive Directors, namely Mr. Li Shaohua, Ms. Zhu Rouxiang and Ms. Li Yang.