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

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

If you have sold or transferred all your shares in China Investment and Finance Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**CHINA INVESTMENT AND FINANCE GROUP LIMITED****中國投融資集團有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock code: 1226)****PROPOSED GENERAL MANDATES TO  
REPURCHASE AND ISSUE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Notice convening the AGM (as defined herein) to be held at 11:30 a.m. on Friday, 30 September 2022, at Portion 2, 12/F., The Center, 99 Queen's Road Central, Hong Kong, is set out on page 13 to page 16 of this circular. Whether or not Shareholders are able to attend the AGM, they are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to Union Registrars Limited, the Company's share registrar and transfer office in Hong Kong, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event no later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they so desire.

**PRECAUTIONARY MEASURES FOR THE AGM**

Please see page ii of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the AGM, including:

- **compulsory body temperature checks and health declarations**
- **compulsory wearing of a surgical face mask for each attendee**
- **no distribution of corporate gift or refreshment**

**Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.**

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## PRECAUTIONARY MEASURES FOR THE AGM

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The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee must wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) The seating distance inside the meeting venue will be widened so as to reduce interaction among attendees. As a result, only a limited number of seats will be provided.
- (iv) No refreshment will be served, and there will be no corporate gift.
- (v) Each attendee may be asked whether (a) he/she has travelled outside of Hong Kong within the 14-day period immediately before the AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this circular.

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our head office and principal place of business in Hong Kong.

If any Shareholder has any question relating to the meeting, please contact Union Registrars Limited, the Company's share registrar in Hong Kong as follows:

Union Registrars Limited  
Suites 3301-04, 33/F  
Two Chinachem Exchange Square  
338 King's Road  
North Point, Hong Kong  
Tel: 2849 3399

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## DEFINITIONS

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

“2021 AGM”	the annual general meeting of the Company held on 27 September 2021
“AGM”	the annual general meeting of the Company to be held at 11:30 a.m. on Friday, 30 September 2022, at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong, a notice of which is set out on page 13 to page 16 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law Cap. 22 (Law 3 of 1961) of the Cayman Islands (as amended from time to time)
“Company”	China Investment and Finance Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“GEM”	GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 August 2022, being the latest practicable date for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	nomination committee of the Board
“Notice”	Notice of the AGM as set out on pages 13 to 16 of this circular
“Option(s)”	option(s) to subscribe for Shares granted pursuant to the Share Option Scheme

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## DEFINITIONS

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“Repurchase Mandate”	the general and unconditional mandate to repurchase shares in the capital of the Company for up to 10% of the total number of Shares as at the date of passing the resolution
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Share Issue Mandate”	the general and unconditional mandate to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of Shares as at the date of passing of the resolution
“Share Option Scheme”	the share option scheme which was adopted by the Company at the annual general meeting held on 29 August 2013
“Shareholder(s)”	holder(s) of the Share(s), from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“%”	per cent

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LETTER FROM THE BOARD

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**CHINA INVESTMENT AND FINANCE GROUP LIMITED**

**中國投融資集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1226)**

*Executive Director:*

Mr. CHAN Cheong Yee

*Non-executive Directors:*

Mr. WU Qi

Mr. FONG On Shek

*Independent Non-executive Directors:*

Mr. LUK Simon

Ms. LIU Xiaoyin

Mr. HON Leung

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business  
in Hong Kong:*

Room 1104, Crawford House

70 Queen's Road Central

Hong Kong

26 August 2022

*To all Shareholders*

Dear Sirs or Madams,

**PROPOSED GENERAL MANDATES TO  
REPURCHASE AND ISSUE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the AGM relating to the Share Issue Mandate, the Repurchase Mandate and the re-election of retiring Directors. A notice of the AGM is set out on pages 13 to 16 of this circular.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM relating to the following general mandates:

- (i) authorising the Directors to allot, issue and otherwise deal with additional Shares (and securities convertible into Shares) with the total number not exceeding 20% of the total number of the issued share capital of the Company as at the date of the passing of the resolution (at the Latest Practicable Date, the Company has 347,596,600 Shares in issue and assuming no additional Shares will be issued and repurchased from the Latest Practicable Date up to the date of AGM, the 20% share issue mandate to be approved at the AGM is 69,519,320 Shares. On 19 August 2022, the Company entered into a placing agreement with China Prospect Securities Limited (“CPS”), the placing agent. Pursuant to the aforesaid placing agreement, the Company appointed CPS to place, on a best effort basis, and subject to fulfillment of the condition precedent to the placing, a maximum of 65,000,000 new Shares to not less than six independent placees at a price of HK\$0.260 per new Share placed (the “**Placing**”). Assuming the 65,000,000 new Shares were fully placed and there was no other Shares issued or repurchased from the Latest Practicable Date up to the date of the AGM, the Company would have an aggregate 412,596,600 Shares as at the date of the AGM and the 20% share issue mandate to be approved at the AGM would become 82,519,320 Shares.);
- (ii) authorising the Directors to repurchase Shares with the total number not exceeding 10% of the total number of the issued share capital of the Company as at the date of the passing of the resolution (at the Latest Practicable Date, the Company has 347,596,600 Shares in issue and assuming no additional Shares will be issued and repurchased from the Latest Practicable Date up to the date of AGM, the 10% repurchase mandate to be approved at the AGM is 34,759,660 Shares. As mentioned in (i) above, a maximum of 65,000,000 new Shares may be issued and allotted upon completion of the Placing and the issued share capital may be changed to 412,596,600 Shares. The 10% repurchase mandate to be approved at the AGM would become 41,259,660 Shares, assuming there is not other change in the issued share capital of the Company during the period from the Latest Practicable Date to the date of AGM); and
- (iii) authorising the addition to the mandate to issue new Shares (referred to in (i) above) of those Shares repurchased by the Company pursuant to the repurchase mandate (referred to in (ii) above).

In accordance with the Listing Rules, and in particular the rules regulating repurchase of securities on the Stock Exchange, the Company is required to send to Shareholders an explanatory statement containing information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the

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## LETTER FROM THE BOARD

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purchase by the Company of its Shares. This explanatory statement is set out in Appendix 1 to this circular. Save as disclosed above, as at the Latest Practicable Date, the Company does not have any plan to issue any Shares under the Share Issue Mandate and/or repurchase any Shares under the Repurchase Mandate.

### 3. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 88 of the Articles, Mr. WU Qi and Mr. FONG On Shek (collectively “Retiring Directors”) will retire at AGM from office as non-executive Directors. Both of them, being eligible, will offer themselves for re-election at the AGM.

#### Recommendation of the Nomination Committee

The Nomination Committee had evaluated the performance of each of the Retiring Directors for the year ended 31 March 2022 and found their performance satisfactory. Therefore, the Nomination Committee nominated the retiring Directors to the Board for it to propose to Shareholders for re-election at the AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the Retiring Directors, namely Mr. WU Qi and Mr. FONG On Shek stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders’ approval at that relevant general meeting.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix 2 to this circular.

Further information about the Board’s composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the Retiring Directors) is disclosed in the Biographical Details of Directors and Corporate Governance Report of the 2021/22 Annual Report of the Company.

### 4. ANNUAL GENERAL MEETING

The notice convening the AGM is set out on pages 13 to 16 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not Shareholders intend to attend the AGM, Shareholders are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return to Union Registrars Limited, the Company’s share registrar and transfer office in Hong Kong, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, as soon as possible but in any event no later

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## LETTER FROM THE BOARD

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than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so desire.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

### 5. RECOMMENDATION

The Directors consider that the proposed grant of the general mandates to issue and repurchase Shares and the proposed re-election of the retiring Directors are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### 6. 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.

### 7. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the resolutions to be proposed at the AGM and is required to abstain from voting on the resolution(s) to be proposed at the AGM.

### 8. FURTHER INFORMATION

Your attention is drawn to Appendix 1 to this circular which provides an explanatory statement on the proposed general mandate for repurchase of Shares and Appendix 2 which sets out details of the Directors proposed to be re-elected at the AGM in accordance with the Listing Rules.

Yours faithfully,  
On behalf of the Board  
**CHAN Cheong Yee**  
*Executive Director*

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## **APPENDIX 1      EXPLANATORY STATEMENT ON REPURCHASE PROPOSAL**

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*The following is an Explanatory Statement required to be sent to Shareholders under the Listing Rules in connection with the proposed general mandate for repurchase of securities:*

### **1.    LISTING RULES REQUIREMENT FOR REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities (which shall include, where the context permits, shares of all classes and securities which carry a right to subscribe or purchase shares, of a company, and shall include warrants) on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

#### **(a)   Shareholders' approval**

All on-market securities repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of Shareholders, either by way of general mandate or by specific approval in relation to specific transactions.

#### **(b)   Source of funds**

Repurchases must be funded out of funds which are legally available for the purpose in accordance with the company's memorandum and articles of association (the "**Articles**") and the laws of Cayman Islands.

### **2.    SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 347,596,600 Shares. As mentioned in page 4 of this circular, a maximum of 65,000,000 new Shares may be issued and allotted upon completion of the Placing, and the issued share capital may be changed to 412,596,600 Shares accordingly.

Subject to the passing of the Repurchase Mandate and (a) on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase Shares up to a maximum of 34,759,660 Shares; or (b) on the basis that 65,000,000 new Shares were fully issued and allotted upon completion of the Placing, and no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase Shares up to a maximum of 41,259,660 Shares, representing not more than 10% of the share capital of the Company in issue as at the Latest Practicable Date or the date of completion of the Placing if 65,000,000 new Shares are issued and allotted (as the case maybe), during the period from the date of passing of the resolution for the approval of the Repurchase Mandate up to (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 articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

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**APPENDIX 1 EXPLANATORY STATEMENT ON REPURCHASE PROPOSAL**

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**3. REASONS FOR REPURCHASE**

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

**4. FUNDING OF REPURCHASE**

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with its Articles and the laws of Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts) in the event that the Repurchase Mandate was to be carried out at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous 12 calendar months immediately prior the Latest Practicable Date are as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2021</b>		
August	0.530	0.410
September	0.840	0.460
October	1.110	0.660
November	1.040	0.900
December	1.040	0.830
<b>2022</b>		
January	0.880	0.650
February	0.680	0.500
March	0.560	0.480
April	0.680	0.450

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**APPENDIX 1 EXPLANATORY STATEMENT ON REPURCHASE PROPOSAL**

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	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
May	0.780	0.400
June	0.860	0.450
July	0.580	0.435
August (up to the Latest Practicable Date)	0.600	0.250

**6. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules and the laws of Cayman Islands and in accordance with the regulations set out in the Articles of the Company.

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their respective close associates (as defined in the Listing Rules), presently intend to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate in the event that the Repurchase Mandate is approved by Shareholders.

No other core connected persons (as defined in the Listing Rules) have notified the Company that they have any intention presently to sell any Shares, or that they have undertaken presently not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by Shareholders.

**7. EFFECT OF TAKEOVERS CODE**

If on exercise of the power to repurchase Shares pursuant to Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase of Shareholders' interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate. As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Company, there were no substantial Shareholders (as defined in Listing Rules). If the Directors exercise in full the powers to repurchase Shares pursuant to the Repurchase Mandate, it would not give rise to any obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

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**APPENDIX 1      EXPLANATORY STATEMENT ON REPURCHASE PROPOSAL**

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Based on information that is publicly available to the Company and within the knowledge of the Directors, there is no shareholder of the Company holding 5% or more of the Company's issued share capital as at the Latest Practicable Date. As such, the Company's total issued share capital is held by the public and the requirement of Rule 8.08(1)(a) of Listing Rules is hence complied with as at the Latest Practicable Date, and as if the Repurchase Mandate is exercised by the Company in full.

**8.    SHARE PURCHASES MADE BY THE COMPANY**

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

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## APPENDIX 2      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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*The details of the Directors who are proposed to be re-elected and appointed at the AGM, are set out below:*

### NON-EXECUTIVE DIRECTORS

**Mr. WU Qi** (“**Mr. Wu**”), aged 39, was appointed as a non-executive Director in July 2015. He is a famous securities analyst in China and has many years’ solid experience in the financial industries. He has often been interviewed by many Chinese media and has been invited by a number of financial programs as a guest. Mr. Wu is also a financial columnist of sina.com, yicai.com and other famous websites. He specializes in the stock market analysis and his choice of stocks also has outstanding insights.

Mr. Wu has entered into a service contract as a non-executive Director with the Company and he is not appointed for a fixed term but will be subject to retirement by rotation and eligible for re-election in accordance with the Articles.

Mr. Wu is entitled to director’s fee of HK\$120,000 per annum, which is determined based on his duties and responsibilities with the Company, the prevailing market rate and the remuneration policy of the Company.

Save for the appointment of non-executive Director, Mr. Wu has not held any appointment and qualification or directorship in other listed company in the last three years, nor does he have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date. Save as mentioned above, Mr. Wu does not hold any other position in the Company or any of its subsidiaries.

As at the Latest Practicable Date, Mr. Wu does not have any interests in shares of the Company within the meaning of Part XV of SFO and there is no information relating to his appointment that is required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. FONG On Shek** (“**Mr. Fong**”), aged 77, was appointed as a non-executive Director in July 2017. He has over 20 years’ solid experience in senior management positions in various industries. He has entered into a service contract as a non-executive Director with the Company and is not appointed for a fixed term but will be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Articles.

Mr. Fong is entitled to director’s fee of HK\$180,000 per annum, which is determined based on his duties and responsibilities with the Company, the prevailing market rate and the remuneration policy of the Company.

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**APPENDIX 2            DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED**

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Save for the appointment of non-executive Director, Mr. Fong has not held any appointment and qualification or directorship in other listed company in the last three years, nor does he have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, save as holding 2,250,000 Shares and 6,500,000 Options, Mr. Fong does not have any interests in shares of the Company within the meaning of Part XV of SFO. Furthermore, there is no information relating to his appointment that is required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules, or 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 INVESTMENT AND FINANCE GROUP LIMITED

### 中國投融資集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1226)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Investment and Finance Group Limited (the “**Company**”) will be held at 11:30 a.m. on Friday, 30 September 2022, at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong for the following purposes:

#### **Ordinary Resolutions**

1. To receive and adopt the audited financial statements of the Company and the reports of the directors (the “**Directors**”) and auditors for the year ended 31 March 2022.
2. (a) To re-elect Mr. WU Qi as non-executive Director;  
(b) To re-elect Mr. FONG On Shek as non-executive Director; and  
(c) To authorise the Board of Directors and/or the remuneration committee of the Company to fix the respective directors’ remuneration.
3. To re-appoint Elite Partners CPA Limited as auditors and authorise the Board of Directors to fix their remuneration.

To consider and, if thought fit, pass the following resolution, with or without amendments, as ordinary resolutions:

4. “**THAT:**
  - (a) subject to paragraph (b) of this resolution, the Directors be and are hereby granted an unconditional general mandate to repurchase on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the securities of the Company are or 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 requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) the total number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the total number of the share capital of the Company in issue as at the date of the passing of this resolution;

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution up to:

- (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 any applicable law or the articles of association of the Company 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,

whichever is the earliest.”

5. “**THAT:**

- (a) subject to paragraphs (b) and (c) of this resolution, the Directors be and are hereby granted an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options in respect thereof;
- (b) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Directors may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;

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(iii) the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or

(iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company;

shall not exceed 20% of the total number of the share capital of the Company in issue as at the date of the passing of this resolution;

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution up to:

- (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 any applicable law or the articles of association of the Company 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,

whichever is the earliest; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

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6. “**THAT** subject to the passing of Ordinary Resolution No. 4 set out in the notice of this Meeting, the total number of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 5 set out in the notice of this Meeting be and is hereby increased and extended by the addition of the total number of the shares in the capital of the Company which may be repurchased by the Company pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 4 set out in the notice of this Meeting, provided that such amount shall not exceed 10% of the total number of the share capital of the Company in issue at the date of the passing of this resolution.”

By Order of the Board

**CHINA INVESTMENT AND FINANCE GROUP LIMITED**

**CHAN Cheong Yee**

*Executive Director*

Hong Kong, 26 August 2022

Notes:

1. Any member of the Company entitled to attend and vote at the Annual General Meeting (or any adjournment thereof) (the “**Meeting**”) is entitled to appoint one or more proxies to attend and, subject to the Articles of Association of the Company, to vote instead of himself. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at any 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 be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
3. The form of proxy and the power of attorney or other authority, if any, under which it is signed (or a notarized certified copy of such power of attorney or authority) must be returned to Union Registrars Limited, the Company’s share registrar and transfer office in Hong Kong, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong no later than 48 hours before the time appointed for holding the Meeting, otherwise the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the Meeting should they so wish.
4. The register of members of the Company will be closed from Tuesday, 27 September 2022 to Friday, 30 September 2022 (both days inclusive) during which period no transfer of Shares will be effected for the purpose of determining the Shareholders who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all completed share transfer instruments accompanied by the relevant share certificate(s) should be lodged for registration with Union Registrars Limited, the Company’s Hong Kong share registrar and transfer office, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:00 p.m. on Monday, 26 September 2022.
5. If Typhoon Signal No. 8 or above is hoisted, or a “black” rainstorm warning signal or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at [www.chnif.com.hk](http://www.chnif.com.hk) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.