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CHINA INTERNET INVESTMENT FINANCE HOLDINGS LIMITED

中國互聯網投資金融集團有限公司

(Continued into Bermuda with limited liability)

(Stock Code: 810)

**ANNOUNCEMENT
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE
IN RELATION TO THE POSSIBLE VOLUNTARY
CONDITIONAL CASH OFFER
AND
RESUMPTION OF TRADING**

This announcement is made by China Internet Investment Finance Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

POSSIBLE VOLUNTARY CONDITIONAL CASH OFFER

On 10 January 2023 (before trading hours), the board (the “**Board**”) of directors of the Company (the “**Directors**”) received a letter (the “**Letter**”) from the legal advisers on behalf of an individual potential offeror (the “**Potential Offeror**”), stating that the Potential Offeror is considering to make a voluntary conditional cash offer (the “**Possible Offer**”) to acquire all the issued shares in the Company (the “**Shares**”) pursuant to the Takeovers Code.

The Letter states that the Possible Offer will be subject to the following conditions:

- (i) valid acceptances of the Possible Offer having been received in respect of the Possible Offer which would result in the Potential Offeror and the parties acting in concert with him holding no less than 50% of the Shares; and
- (ii) the Company remaining listed on the Stock Exchange and is not subject to prolonged suspension in trading of its Shares or delisting by the Stock Exchange or any other regulator.

According to the Letter, the Potential Offeror is the founding principal and chief executive officer of a real estate investment and development firm focusing on the western part of the United States of America and in Hawaii State.

The Board is in the course of taking professional advice with regard to the Letter and the Possible Offer, as well as making enquiries with the Potential Offeror as to (among others) the expected timetable and finalised terms of the Possible Offer. The Company will make further announcements in compliance with the Takeovers Code and the Listing Rules as and when appropriate or required.

SHARES IN ISSUE

As at the date of this announcement, the share capital of the Company comprises 141,423,187 Shares. Save as the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

MONTHLY UPDATE

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Possible Offer will be made by the Company until an announcement is made of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

DISCLOSURE OF DEALINGS

For the purposes of the Takeovers Code, the offer period has commenced on the date of this announcement. The respective associates (as defined under the Takeovers Code and including, among others, any person who owns or controls 5% or more of any class of relevant securities of the Company or the Potential Offeror) of the Company and the Potential Offeror are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING

Trading in the Shares has been halted with effect from 9:07 a.m. on 10 January 2023. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 26 January 2023 following the publication of this announcement.

Shareholders and potential investors of the Company should be aware that there is no assurance that the Potential Offeror will make the Possible Offer and if he does decide to proceed with it, the Possible Offer may or may not be subject to the satisfaction of a number of conditions. Shareholders and/or potential investors of the Company are advised to exercise caution in dealing in the securities of the Company. Persons who are in doubt to the action or their position should consult their stockbrokers, bank managers, solicitors or other professional advisers.

By Order of the Board
China Internet Investment Finance Holdings Limited
Lam Man Chan
Chairman

Hong Kong, 20 January, 2023

As at the date of this announcement, the executive Director is Mr. Lee Kwok Leung; the non-executive Director is Dr. Lam Man Chan; and the independent non-executive Directors are Dr. Ng Chi Yeung, Simon, Mr. Tam Yuk Sang, Sammy and Ms. Florence Ng.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.