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

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

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中國金控 CFIH

CHINA FINANCE INVESTMENT HOLDINGS LIMITED

中國金控投資集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 875)

(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES (2) PROPOSAL FOR RE-ELECTION OF DIRECTORS AND (3) 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, 28 June 2023 at 11:00 a.m. is set out on pages 14 to 18 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 ANNUAL GENERAL MEETING

Considering the latest pandemic development, the Company will implement the following precautionary measures at the AGM to ensure the safety of the AGM attendees:

- mandatory wearing of face mask at any time within the venue of AGM, unless otherwise permitted by law;
- no provision of gifts, food or beverages; and
- any additional precautionary measures where appropriate or in accordance with prevailing guidelines published by the government and regulatory authorities.

Shareholders may appoint the chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

Any attendee who feels unwell or has any symptoms of Covid-19, should avoid attending the AGM in person. In addition, any attendee who refuses to comply with the precautionary measures will be denied entry into or be required to leave the venue of the AGM at the absolute discretion of the Company as permitted by law.

Subject to the public health requirements or guidelines of the government and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the Company’s website (www.cfi.hk) as and when appropriate.

28 April 2023

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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, 28 June 2023 at 11:00 a.m. or any adjournment thereof, the notice of which is set out on pages 14 to 18 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
“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”	21 April 2023, 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



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:

Unit 32A, 15/F.,
Star House,
No. 3 Salisbury Road,
Tsim Sha Tsui, Kowloon,
Hong Kong

28 April 2023

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**
**(2) PROPOSAL FOR RE-ELECTION OF DIRECTORS
AND**
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This circular contains information relating to the Issue Mandate and the Repurchase Mandate, and the re-election of Directors 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 2022 (the “**2022 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 75,851,407 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 2022 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 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, Mr. Lin Yuhao and Mr. Li Shaohua 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 DIRECTOR

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.

Mr. Li Shaohua (“**Mr. Li**”), an independent non-executive Director proposed to be re-elected at the AGM, has years of experiences in corporate management in energy sector and has been acting as an independent non-executive Director since 2015. Mr. Li has 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, he has been considered by the nomination committee of the Company to be independent. The Board is of the view that Mr. Li has been committed to devoting time and attention to perform his duties as an independent non-executive Director over the years. He has demonstrated that he has the required character, integrity and experience to perform his duties by providing objective views and independent guidance to the Board and the Board is of the view that his wide breadth of professional experience and knowledge in his field has been and will continue to contribute greatly to the diversity of the Board.

LETTER FROM THE BOARD

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

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.

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, 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the Issue Mandate and the Repurchase Mandate, and the re-election of Directors 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 2022, 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	5.00	3.80
May	8.00	4.57
June	10.44	6.08
July	10.40	5.12
August	7.16	5.43
September	7.00	5.34
October	7.20	4.40
November	8.00	3.74
December	6.00	3.90
2021		
January	6.20	3.93
February	6.00	4.64
March	5.34	4.69
April (up to the Latest Practicable Date)	6.00	4.80

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) Mr. Lin Yuhao (“Mr. Lin”) — executive Director

Mr. Lin, aged 48, was appointed as an executive Director and the chairman of the Board on 13 May 2016. Mr. Lin was re-designated from an executive Director to a non-executive Director on 10 March 2017. He has been further re-designated from a non-executive Director to an executive Director and appointed as the chief executive officer of the Company with effect from 15 October 2021. In addition, Mr. Lin also serves as one of the authorised representatives of the Company under Rule 3.05 of the Listing Rules. He has been appointed as the chairman of the nomination committee of the Board with effect from 15 October 2021. He is also a director of China Food Supply Chain Group Limited (a direct wholly-owned subsidiary of the Company). Mr. Lin obtained an Executive Master’s degree in Business Administration from University of Liege, Belgium. Mr. Lin has extensive experience in smart agriculture, biotechnology, finance, real estate, education and internet technology businesses in the PRC.

Mr. Lin was the vice president of Shenzhen Business Association* (深圳市企業聯合會) and Shenzhen Entrepreneurs Association* (深圳市企業家協會), the vice chairman of Shenzhen Longgang Bantian Street Federation of Industry and Commerce* (深圳市龍崗區阪田街道工商聯(商會)), and is currently the vice-president of Shenzhen Non-Governmental Organization Federation* (深圳社會組織總會).

As at the Latest Practicable Date, Mr. Lin is interested in 264,731,087 ordinary Shares of the Company, representing approximately 69.8% of the total number of issued Shares, through Sino Richest Investment Holdings Limited, his controlled corporation. He is also interested in 1,484,000 ordinary Shares and 8,004,942 options granted by the Company entitling him to subscribe for 8,004,942 Shares.

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

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

Mr. Lin entered into a service contract with the Company. His appointment has no fixed term and is subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Mr. Lin is entitled to a remuneration of HK\$160,000 per month as executive Director, Chairman of the Board and chief executive officer of the Company with reference to his duties and responsibilities with the Company and the prevailing market situation.

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

(2) Mr. Li Shaohua (“Mr. Li”) — independent non-executive Director

Mr. Li, aged 60, was appointed as an independent non-executive Director on 2 January 2015. Mr. Li serves as a member of each of the audit committee, the remuneration committee, the nomination committee and the corporate governance committee of the Board. Mr. Li graduated from Daqing Petroleum College and obtained a master’s degree in business administration from Murdoch University, Australia. He was chief executive officer from September 2019 to November 2022 and is remain to serve a deputy general manager of an energy company in the PRC and an executive director of Perfectech International Holdings Limited (stock code: 765).

Save as disclosed above, as at the Latest Practicable Date, Mr. 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, Mr. Li (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).

Mr. Li has entered into an appointment letter with the Company. His 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. Mr. Li is entitled to a Director’s fee of HK\$5,000 per month, with reference to his 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 Mr. 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.

NOTICE OF ANNUAL GENERAL MEETING



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)

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, 28 June 2023 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 2022.
2. (A) To re-elect Mr. Lin Yuhao as an executive Director;

(B) To re-elect Mr. Li Shaohua as an independent non-executive Director; and

(C) 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.”

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

Hong Kong, 28 April 2023

Registered Office:

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

Principal Place of Business in Hong Kong:

Unit 32A, 15/F.,
Star House,
No. 3 Salisbury 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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, 23 June 2023 to Wednesday, 28 June 2023 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 21 June 2023.
6. Subject to the public health requirements or guidelines of the government and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the Company's website (www.cfi.hk) as and when appropriate.

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
17/F, Far East Finance Centre, 16 Harbour Road, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: 2980 1333
Fax: 2810 8185

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.