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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,
REFRESHMENT OF SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

Notice convening the AGM (as defined herein) to be held at 2:30 p.m. on Monday, 27 September 2021, at Portion 2, 12/F., The Center, 99 Queen's Road Central, Hong Kong, is set out on page 17 to page 21 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.

25 August 2021

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PRECAUTIONARY MEASURES FOR THE AGM

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

DEFINITIONS

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

“2015 Capital Reduction”	the reduction of the paid-up capital of each of the then issued shares by cancelling the paid-up capital to the extent of HK\$0.19 per issued share, thereby reducing the nominal value of each issued ordinary share in the share capital of the Company from HK\$0.20 to HK\$0.01, which was completed on 21 May 2015
“2015 Share Consolidation”	the consolidation of every five (5) ordinary shares of HK\$0.01 each in the share capital of the Company into one (1) ordinary share of HK\$0.05 each, which was completed on 14 December 2015
“2020 AGM”	the annual general meeting of the Company held on 28 September 2020
“2020 Capital Reduction”	the reduction of the par value of each issued ordinary share of the Company from HK\$0.05 to HK\$0.0001 by canceling the paid up share capital to the extent of HK\$0.0499 on each issued ordinary share of the Company, which were completed on 30 July 2020
“2020 Capital Reorganisation”	the capital reorganisation of the Company’s share capital involving (i) 2020 Capital Reduction; (ii) 2020 Sub-division and (iii) 2020 Share Consolidation, which were completed on 30 July 2020
“2020 Share Consolidation”	the consolidation of every ten (10) issued and unissued shares of the Company of HK\$0.0001 each into one (1) Share in the issued and unissued share capital of the Company, which were completed on 30 July 2020
“2020 Sub-division”	the sub-division of each authorized but unissued share of the Company of HK\$0.05 each into 500 shares of HK\$0.0001 each, which were completed on 30 July 2020
“AGM”	the annual general meeting of the Company to be held at 2:30 p.m. on Monday, 27 September 2021, at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong, a notice of which is set out on page 17 to page 21 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors

DEFINITIONS

“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
“INED(s)”	independent non-executive Director(s)
“Latest Practicable Date”	19 August 2021, 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 17 to 21 of this circular
“Option(s)”	option(s) to subscribe for Shares granted pursuant to the Share Option Scheme
“Participant(s)”	any employees of the Group (including any directors, whether executive or non-executive and whether independent or not, of the Company or any Subsidiary) and any distributor, contractor, business partner, promoter, service provider, customer, supplier, consultant, agent and adviser who, in the sole discretion of the Board, has contributed or may contribute to the Group eligible for Options under the Share Option Scheme
“Remuneration Committee”	remuneration committee of the Board

DEFINITIONS

“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
“Scheme Mandate Limit”	the 10% limit on grant of Options by the Company under the Share Option Scheme
“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
“Subsidiary”	a company which is for the time being and from time to time a subsidiary of the Company (within the meaning of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong), whether incorporated in Hong Kong, the Cayman Islands or elsewhere
“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

LETTER FROM THE BOARD



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

25 August 2021

To all Shareholders

Dear Sirs or Madams,

**PROPOSED GENERAL MANDATES TO
REPURCHASE AND ISSUE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
REFRESHMENT OF SCHEME MANDATE LIMIT
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, the re-election of retiring Directors and refreshment of Scheme Mandate Limit. A notice of the AGM is set out on pages 17 to 21 of this circular.

LETTER FROM THE BOARD

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 325,096,600 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 65,019,320 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 325,096,600 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 32,509,660 Shares); 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 purchase by the Company of its Shares. This explanatory statement is set out in Appendix 1 to this circular.

3. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 88 of the Articles, Mr. LUK Simon and Mr. HON Leung will retire at AGM from office as INEDs. Both of them, being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Procedure and Process for Nomination of INEDs

The Nomination Committee will recommend to the Board for the appointment of an INED in accordance with the following procedures and process:

- i. The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- ii. The Nomination Committee may consult any source it considers appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to:
 - (a) Diversity in the aspects, amongst others, of gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
 - (b) Commitment for responsibilities of the Board in respect of available time and relevant interest;
 - (c) Qualifications, including accomplishment and experience in the relevant industries in which the Group's business is involved;
 - (d) Independence;
 - (e) Reputation for integrity;
 - (f) Potential contributions that the individual can bring to the Board; and
 - (g) Plan(s) in place for the orderly succession of the Board.
- iii. The Nomination Committee may adopt any process it considers appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;
- iv. The Nomination Committee will consider a broad range of candidates who are in and outside of the Board's circle of contacts;
- v. Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;

LETTER FROM THE BOARD

- vi. The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate;
- vii. The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration;
- viii. The Board may arrange for the selected candidate to be interviewed by the members of the Board who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be; and
- ix. All appointment of INEDs will be confirmed by the filing of the consent to act as Director of the relevant INED (or any other similar filings requiring the relevant INED to acknowledge or accept the appointment as Director, as the case may be) to be filed with the relevant regulatory authorities, if required.

Recommendation of the Nomination Committee

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the INEDs for the year ended 31 March 2021 and thereafter up to 25 June 2021 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them, including Mr. LUK Simon and Mr. HON Leung, remain independent. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors for the year ended 31 March 2021 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. LUK Simon and Mr. HON Leung 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 2020/21 Annual Report of the Company.

LETTER FROM THE BOARD

4. REFRESHMENT OF SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company on 29 August 2013. In accordance with the Listing Rules and the Share Option Scheme, the total number of Shares which may be issued upon the exercise of all Options to be granted under the Share Option Scheme must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme. The Scheme Mandate Limit may be refreshed by the Shareholders in general meeting in accordance with the rules of the Share Option Scheme. At the annual general meeting of the Company held on 29 August 2013, the Share Option Scheme was adopted pursuant to which the Company was authorised to grant Options to subscribe for up to a maximum number of 58,158,000 ordinary shares of HK\$0.20 each in the share capital of the Company (equivalent to 1,163,160 Shares, which are adjusted to reflect 2015 Capital Reduction, 2015 Share Consolidation and 2020 Capital Reorganisation), representing 10% of the number of ordinary shares in the share capital of the Company then in issue. No option, which was issued under the share option scheme adopted by the Company on 31 August 2002 and expired on 30 August 2012 is outstanding as at the Latest Practicable Date.

At 2020 AGM, the Scheme Mandate Limit was refreshed (the “**Previous Refreshment**”), pursuant to which the Company was authorised to grant Options to subscribe for up to a maximum number of 27,091,660 Shares, and represent 10% of the number of Shares then in issue.

The movements of the Options under the Share Option Scheme since the Previous Refreshment and up to the Latest Practicable Date are set out as follows:

Category	Date of Grant	Exercise Price (HK\$)	Option Period	Number of Options held at the date of 2020 AGM	Number of Options granted during the period	Number of Options exercised during the period	Number of Options cancelled/lapsed during the period	Number of Options held as at the Latest Practicable Date
Directors								
Mr. CHAN Cheong Yee	7 August 2020	0.316	From 7 August 2020 to 6 August 2023	2,250,000	-	-	-	2,250,000
	11 August 2021	0.421	From 11 August 2021 to 10 August 2024	-	3,250,000	-	-	3,250,000
Mr. FONG On Shek	7 August 2020	0.316	From 7 August 2020 to 6 August 2023	2,250,000	-	-	-	2,250,000
	11 August 2021	0.421	From 11 August 2021 to 10 August 2024	-	3,250,000	-	-	3,250,000
Employees (in aggregate)								
	7 August 2020	0.316	From 7 August 2020 to 6 August 2023	18,000,000	-	-	-	18,000,000
	11 August 2021	0.421	From 11 August 2021 to 10 August 2024	-	20,300,000	-	-	20,300,000
Total				<u>22,500,000</u>	<u>26,800,000</u>	<u>-</u>	<u>-</u>	<u>49,300,000</u>

Save as aforesaid, no Options were granted, lapsed, exercised or cancelled since the Previous Refreshment and up to the Latest Practicable Date.

LETTER FROM THE BOARD

Since the adoption of the Share Option Scheme, there were 49,300,000 outstanding Options, which were granted on 7 August 2020 and 11 August 2021 as mentioned above and represented approximately 15.2% of the issued share capital of the Company as at the Latest Practicable Date. 291,660 Options, which represented approximately 0.09% of the issued share capital of the Company, remained ungranted as at the Latest Practicable Date.

As at the Latest Practicable Date, the Company had an aggregate of 325,096,600 Shares in issue and assuming no additional Shares will be issued or repurchased from the Latest Practicable Date up to the date of the AGM, it is expected that, upon the approval of the refreshment of the Scheme Mandate Limit of the Share Option Scheme at the AGM, the Directors will be authorised to grant Options to subscribe up to 32,509,660 Shares, representing 10% of the sum of the number of Shares in issue of 325,096,600 Shares as at the Latest Practicable Date. The 49,300,000 outstanding Options as at the Latest Practicable Date and the 32,509,660 Options, which may be granted under the Scheme Mandate Limited to be refreshed at the AGM and with assumption that there is no change in the issued share capital of the Company during the period from the Latest Practicable Date to the date of AGM, totalling 81,809,660 Options are less than 30% of the number of issued Shares (i.e. 97,528,980 Shares) as at the Latest Practicable Date. The Board proposes to refresh the Scheme Mandate Limit in the AGM so as to enable the Company to grant further Options to Participants. During the period from the date of 2020 AGM to the Latest Practicable Date, no Option was granted to any Participant other than Directors and employees of the Group.

The Directors believe that more Options to be granted under the Share Option Scheme can provide more incentive and rewards to Participants for their contribution and continuing efforts to promote the interest of the Company and enhance the value of the Shares.

Pursuant to the Listing Rules and the Share Option Scheme, Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised Options) will not be counted for purpose of calculating the Scheme Mandate Limit as refreshed. The Directors consider that such refreshment of the Scheme Mandate Limit of the Share Option Scheme is in the interest of the Company and the Shareholders as a whole.

The limit on the number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company must not exceed 30% of the Shares in issue from time to time. The Company has only one share option scheme in effect (i.e. Share Option Scheme) as at the Latest Practicable Date. No Options may be granted under the Share Option Scheme if this will result in the limit being exceeded.

LETTER FROM THE BOARD

The proposed refreshment of the Scheme Mandate Limit is conditional upon:

1. the passing of the ordinary resolution by the Shareholders at the AGM to approve the proposed refreshment of the Scheme Mandate Limit of the Share Option Scheme; and
2. the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

An application will be made to the Stock Exchange for the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

5. ANNUAL GENERAL MEETING

The notice convening the AGM is set out on pages 17 to 21 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 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.

6. RECOMMENDATION

The Directors consider that the proposed grant of the general mandates to issue and repurchase Shares, the proposed re-election of the retiring Directors and the refreshment of Scheme Mandate Limit 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.

LETTER FROM THE BOARD

7. 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.

8. 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.

9. 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

APPENDIX 1 EXPLANATORY STATEMENT ON REPURCHASE PROPOSAL

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 325,096,600 Shares.

Subject to the passing of the Repurchase Mandate and on the basis that 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 32,509,660 Shares representing not more than 10% of the share capital of the Company in issue as at the Latest Practicable Date, 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.

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.

APPENDIX 1 EXPLANATORY STATEMENT ON REPURCHASE PROPOSAL

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:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2020		
August	0.360	0.200
September	0.222	0.151
October	0.182	0.154
November	0.225	0.155
December	0.190	0.152
2021		
January	0.260	0.199
February	0.670	0.210
March	0.540	0.330
April	0.460	0.415
May	0.450	0.370
June	0.580	0.400
July	0.550	0.350
August (up to the Latest Practicable Date)	0.530	0.410

APPENDIX 1 EXPLANATORY STATEMENT ON REPURCHASE PROPOSAL

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.

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.

APPENDIX 2 DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LUK Simon (“**Mr. Luk**”), aged 56, has been appointed as an independent non-executive Director on 2 July 2014. He is a responsible officer for the regulated activities of asset management (Type 9) under the Securities and Futures Ordinance since 2003. Mr. Luk has over 10 years’ experience in asset management and investment advising. Mr. Luk worked in various investment advising companies.

Since November 2013, Mr. Luk is currently the responsible officer of EAI Securities Limited. During the period from November 2016 to September 2020, Mr. LUK was the responsible officer of Thoth Investment Management Limited. During the period from July 2014 to November 2016, he was the responsible officer of W. Falcon Asset Management (Asia) Limited. During the period from February 2011 to November 2013, Mr. Luk was a responsible officer of Capital Focus Asset Management Limited. Before that, Mr. Luk was a founder and responsible officer of Money Concepts (Asia) Ltd. During the period of 2000 to 2009, Mr. Luk managed various funds and private equity portfolios. Mr. Luk is currently an independent non-executive director of Infinity Development Holdings Company Limited (stock code: 640).

Mr. Luk has not entered into any service contract with the Company and will be subject to retirement by rotation and re-election at the forthcoming annual general meeting of the Company in accordance with the Articles of the Company.

The director’s fee of Mr. Luk is to be determined by the Board as authorised by the Shareholders at the AGM, which are with reference to his duties, responsibilities and the market conditions. During the year ended 31 March 2021, Mr. Luk is entitled for a director’s fee of HK\$120,000.

As at the Latest Practicable Date, Mr. Luk does not have any interest in the shares of the Company within the meaning of Part XV of SFO. Save as disclosed above, Mr. Luk does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Mr. Luk has not held any directorship in other public companies in the last three years nor was there any other information relating to Mr. Luk that was required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX 2 DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. HON Leung (“**Mr. Hon**”), aged 38, was appointed as an independent non-executive Director with effect from 20 November 2015. He is the founder of William Hon & Co, and a certified public accountant (practising) in Hong Kong with over 10 years of professional practice experience. He possess solid finance and accounting knowledge.

Mr. Hon has entered into a service contract as an independent non-executive Director with the Company and he 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 Company’s Articles.

Mr. Hon 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 independent non-executive director of the Company and FY Financial (Shenzhen) Co., Ltd. (stock code: 8452), a company listed on GEM of the Stock Exchange, Mr. Hon 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. Hon does not hold any other position in the Company or any of its subsidiaries.

As at the Latest Practicable Date, Mr. Hon does not have any interests in shares of the Company within the meaning of Part XV of the SFO. Furthermore, there is no information 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.

NOTICE OF ANNUAL GENERAL MEETING



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 2:30 p.m. on Monday, 27 September 2021, 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 2021.
2. (a) To re-elect Mr. LUK Simon as independent non-executive Director;

(b) To re-elect Mr. HON Leung as independent 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;

NOTICE OF ANNUAL GENERAL MEETING

(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;

NOTICE OF ANNUAL GENERAL MEETING

(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).”

NOTICE OF ANNUAL GENERAL MEETING

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.”
7. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of and permission to deal in the shares to be issued upon exercise of any options to be granted under the Refreshed Limit (as defined below) pursuant to the share option scheme (“**Share Option Scheme**”) of the Company adopted by the resolution of the shareholders of the Company passed on 10 December 2013, the existing limit on the grant of options under the Share Option Scheme and any other schemes of the Company be refreshed so that the total number of share capital of the Company to be allotted and issued upon exercise of any options to be granted under the Share Option Scheme and any other schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme and any other schemes of the Company) 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 (“**Refreshed Limit**”) and that the Directors of the Company be and are hereby authorized to grant options up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company under the Refreshed Limit pursuant to the exercise of such options.”

By Order of the Board

CHINA INVESTMENT AND FINANCE GROUP LIMITED

CHAN Cheong Yee

Executive Director

Hong Kong, 25 August 2021

NOTICE OF ANNUAL GENERAL MEETING

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, 21 September 2021 to Monday, 27 September 2021 (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 the 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, 20 September 2021.
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 10:00 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 and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.