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

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

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

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**CHINA INVESTMENT AND FINANCE GROUP LIMITED**

**中國投融資集團有限公司**

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

**(Stock Code: 1226)**

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

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Notice convening the AGM (as defined herein) to be held at Shunde Furniture Association conference hall, Block 2, 3rd Floor, Austin Park Lane Hotel, No. 102, 325 National Road, Longjiang Town, Shunde District, Foshan City, Guangdong Province, China on 8 August 2014, at 10:00 a.m., is set out on page 13 to page 16 of this circular. Whether or not Shareholders are able to attend the AGM, they are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's principal place of business in Hong Kong at Units 03 & 05, 32/F, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, 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.

9 July 2014

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# CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
 <b>LETTER FROM THE BOARD</b>	
1.    INTRODUCTION .....	3
2.    GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES .....	4
3.    RE-ELECTION OF RETIRING DIRECTORS .....	4
4.    ANNUAL GENERAL MEETING .....	5
5.    RECOMMENDATION .....	5
6.    RESPONSIBILITY STATEMENT .....	5
7.    GENERAL .....	5
8.    FURTHER INFORMATION .....	5
 <b>APPENDIX 1 – EXPLANATORY STATEMENT ON REPURCHASE PROPOSAL</b> .....	 6
 <b>APPENDIX 2 – DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED</b> .....	 10
 <b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	 13

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Shunde Furniture Association conference hall, Block 2, 3rd Floor, Austin Park Lane Hotel, No. 102, 325 National Road, Longjiang Town, Shunde District, Foshan City, Guangdong Province, China on 8 August 2014 at 10:00 a.m., a notice of which is set out on page 13 to page 16 of this circular
“Articles”	the articles of association of the Company
“Auditors”	the auditors, from time to time, of the Company
“Board”	the board of Directors
“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
“Companies Law”	the Companies Law Cap. 22 (Law 3 of 1961) of the Cayman Islands (as amended from time to time)
“Directors”	the directors of the Company
“Group”	the Company and its Subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	4 July 2014, 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
“Notice”	Notice of the AGM as set out on pages 13 to 16 of this circular
“Repurchase Mandate”	the general and unconditional mandate to repurchase shares in the capital of the Company for up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.2 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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution
“Share Option Scheme”	the share option scheme of the Company adopted 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

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## LETTER FROM THE BOARD

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### CHINA INVESTMENT AND FINANCE GROUP LIMITED

### 中國投融資集團有限公司

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

**(Stock Code: 1226)**

*Executive Director:*

Mr. CHAN Cheong Yee

*Non-executive Directors:*

Mr. LIAO Jintian (*Chairman*)

Mr. ZHOU Weiquan (*duties, rights and position suspended on 4 June 2014*)

Mr. ZHOU Han Jie

*Independent Non-executive Directors:*

Mr. HA Tak Kong

Mr. TSANG Hin Man Terence

Mr. LUK Simon

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong:*

Units 03 & 05, 32/F

Sino Plaza

255-257 Gloucester Road

Causeway Bay

Hong Kong

9 July 2014

*To all Shareholders*

Dear Sirs or Madams,

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

#### **1. INTRODUCTION**

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

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## LETTER FROM THE BOARD

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

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

- (i) authorising the Directors to allot, issue and otherwise deal with additional Shares (and securities convertible into Shares) with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company (581,580,000 Shares on the Latest Practicable Date) as at the date of the passing of the resolution;
- (ii) authorising the Directors to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution; 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 87(3) of the Company's Articles, the offices of Mr. TSANG Hin Man Terence and Mr. LUK Simon as Directors of the Company will expire at the AGM and all of them will offer themselves for re-election.

Pursuant to Article 88 of the Articles, Mr. LIAO Jintian and Mr. ZHOU Weiyan will retire at AGM from office as non-executive Directors. They, being eligible, will offer themselves for re-election 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.

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## LETTER FROM THE BOARD

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### 4. ANNUAL GENERAL MEETING

The Notice convening the AGM is set out on pages 13 to 16 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not Shareholders intend to attend the AGM, Shareholders are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return to the Company's principal place of business in Hong Kong at Units 03 & 05, 32/F, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, 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.

### 5. RECOMMENDATION

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

### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors of the issuer 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 issuer.

The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 7. GENERAL

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

### 8. FURTHER INFORMATION

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

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

*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 581,580,000 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 58,158,000 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.



**4.      FUNDING OF REPURCHASE**

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

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

**5.      SHARE PRICES**

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

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
July 2013	0.310 <sup>A</sup>	0.253 <sup>A</sup>
August 2013	0.320 <sup>A</sup>	0.253 <sup>A</sup>
September 2013	0.390 <sup>A</sup>	0.287 <sup>A</sup>
October 2013	0.323 <sup>A</sup>	0.260 <sup>A</sup>
November 2013	0.277 <sup>A</sup>	0.257 <sup>A</sup>
December 2013	0.353 <sup>A</sup>	0.260 <sup>A</sup>
January 2014	0.313 <sup>A</sup>	0.280 <sup>A</sup>
February 2014	0.333 <sup>A</sup>	0.287 <sup>A</sup>
March 2014	0.553 <sup>A</sup>	0.300 <sup>A</sup>
April 2014	0.467 <sup>A</sup>	0.377 <sup>A</sup>
May 2014	0.433 <sup>A</sup>	0.307 <sup>A</sup>
June 2014	0.360 <sup>A</sup>	0.267 <sup>A</sup>
July 2014 (up to the Latest Practicable Date)	0.345	0.310

<sup>A</sup>: adjusted due to open offer

**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 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.

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**APPENDIX 1 EXPLANATORY STATEMENT ON REPURCHASE PROPOSAL**

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No other 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 there has been a repurchase of Shares resulting in an increase in a Shareholder's proportionate interest in the voting rights of the Company, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, depending on the level of increase of the Shareholder's interest, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 366 of the SFO, and so far as is known to the Directors, the following Shareholders were directly interested in 5% or more of the issued share capital of the Company carrying rights to vote in all circumstances at general meetings of the Company together with the number of Shares in which it was deemed to be interested:

	<i>Note</i>	<b>Number of Shares Held as at the Latest Practical Date</b>	<b>Percentage of Holding as at the Latest Practical Date</b>	<b>Percentage of Holding if the Proposed Repurchase Mandate is exercised in full</b>
Tycor Development Limited	1	170,576,000	29.33%	32.58%
Wei Zhuo Fu	2	40,928,000	7.04%	7.82%

*Notes:*

1. Tycor is interested in 170,576,000 shares of the Company as at 31 March 2014. Mr. Liao Jintian, Mr. Zhou Weiquan and Mr. Zhou Han Jie beneficially own approximately 11.68%, 10.15% and 11.19% of the shareholdings of Tycor respectively.
2. Mr. Wei Zhuo Fu, is interested in 40,928,000 shares as at 31 March 2014. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Mr. Wei Zhuo Fu has no relationship with any Directors, senior management or other substantial or controlling Shareholders.

In the event that the Directors exercise the Repurchase Mandate in full and assuming there is no change in the issued share capital of the Company as at the date of passing of the relevant resolution granting the Repurchase Mandate, the interest of Tycor Development Limited would be increased to approximately the percentage shown in the last column above and such increase would give rise to an obligation to make a mandatory offer under Rule 26.1 of the Takeovers Code. In the event that any exercise of the Repurchase Mandate would, to the Directors' knowledge, have such a consequence, the Directors would not exercise the Repurchase Mandate to such extent.

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**APPENDIX 1            EXPLANATORY STATEMENT ON REPURCHASE PROPOSAL**

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Save as disclosed above, the Directors are not aware of any consequences would arise under the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making a repurchase of shares on the Stock Exchange if as a result of the repurchase, there would be less than 25% (or such other prescribed percentage as determined by the Stock Exchange to constitute the minimum public float of a company) of the issued share capital in public hands. The Directors do not propose to repurchase Shares which would result in shares in public hands being less than the prescribed minimum percentage of Shares in public hands.

**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.

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

#### NON-EXECUTIVE DIRECTORS

**Mr. LIAO Jintian (“Mr. Liao”)**, aged 45, is a council member of the China National Furniture Association (中國家具協會), an executive committee member of Shunde Gong Shan Lian (順德工商聯(總商會)), a vice-president of Shunde Furniture Association (順德家具協會), a vice-president of Shunde Longjiang Chamber (順德龍江商會) and a director of the Longjiang Charity Association. Mr. Liao is also the executive director and legal representative of Guangdong Xie Feng Financial Guarantee Co., Ltd. (廣東協豐融資擔保有限公司), the chairman and legal representative of Guangdong Jingongzi Trading and Economic Development Co., Ltd. (廣東金公子經貿發展有限公司). Mr. Liao has over 10 years of experience in wide scope of businesses including trading, finance, property development and project investment.

Mr. Liao 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. Liao 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. For the year ended 31 March 2014, Mr. Liao is not entitled for a director’s emolument.

As at the Latest Practicable Date, Tycor holds 170,576,000 shares in the Company and Tycor is approximately 11.68% owned by Mr. Liao. Mr. Liao is therefore deemed interest in the Shares pursuant to Part XV of the Securities and Futures Ordinance. Save as disclosed above, Mr. Liao does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

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

**Mr. ZHOU Weiquan (“Mr. Zhou”)**, aged 50, is an executive director of China Packaging Federation (中國包裝聯合會); an executive director of the Commission of China Metal Container (中國金屬容器委員會); a member of the Standing Committee of Foshan City Industrial and Commercial Federation (佛山市工商聯合會); a vice-president of Foshan City Enterprises Federation (佛山市企業聯合會); a vice-president of Foshan City Entrepreneurs Federation (佛山市企業家協會); and the chairman of Dadi Weiye Group of Companies (大地偉業企業集團) and Dadi Weiye Group of Companies (大地偉業集團). Mr. Zhou is also awarded for its excellent contractual spirit and credibility by the Guangdong Province Administration for Industry and Commerce Bureau with an “Guangdong Province Zhong He Tong Shou Xin Yong Award”; awarded with Shunde Lunjiao Road’s “The 2011 Best Ten Enterprises for Migrant Workers”.

Mr. Zhou 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. Zhou 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. For the year ended 31 March 2014, Mr. Zhou is not entitled for a director's emolument.

As at the Latest Practicable Date, Tycor holds 170,576,000 shares in the Company and Tycor is approximately 10.15% owned by Mr. Zhou. Mr. Zhou is therefore deemed interest in the Shares pursuant to Part XV of the Securities and Futures Ordinance. Save as disclosed above, Mr. Zhou does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

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

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. TSANG Hi Man Terence ("Mr. Tsang")**, aged 51, was admitted as a solicitor in Hong Kong in 1993 and he is currently the sole proprietor of H. M. Tsang & Co. Mr. Tsang obtained a bachelor's degree in science (BSc.) from the University College London, the University of London. He also holds a bachelor's degree in law (LLB.) from the University of Westminster, United Kingdom. Mr. Tsang serves as an independent non-executive director in Lee & Man Handbags Holding Limited (Stock Code: 1488) and Differ Group Holding Company Limited (Stock Code: 8056).

Mr. Tsang 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. Tsang 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. Mr. Tsang is entitled for a director's emolument of HK\$130,000 per annum.

As at the Latest Practicable Date, Mr. Tsang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, Mr. Tsang does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

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

**Mr. LUK Simon (“Mr. Luk”)**, aged 48, 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 the responsible officer of W. Falcon Asset Management (Asia) Limited. During the period from 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 appointed as a non-executive director of Shaanxi Northwest New Technology Industry Company Limited (Stock code: 8258) since September 2012. Mr. Luk is appointed as an independent non-executive director of Infinity Chemical Holdings Company Limited (Stock code: 640) since November 2013.

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. Mr. Luk is entitled for a director’s emolument of HK\$130,000 per annum.

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 the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, Mr. Luk does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA INVESTMENT AND FINANCE GROUP LIMITED

### 中國投融資集團有限公司

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

**(Stock Code: 1226)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Investment and Finance Group Limited (the “Company”) will be held at Shunde Furniture Association conference hall, Block 2, 3rd Floor, Austin Park Lane Hotel, No. 102, 325 National Road, Longjiang Town, Shunde District, Foshan City, Guangdong Province, China on 8 August 2014 at 10:00 a.m. 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 2014.
2.
  - (a) To re-elect Mr. LIAO Jintian as a non-executive Director;
  - (b) To re-elect Mr. ZHOU Weiquan as a non-executive Director;
  - (c) To re-elect Mr. TSANG Hin Man Terence as an independent non-executive Director;
  - (d) To re-elect Mr. LUK Simon as an independent non-executive Director; and
  - (e) 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

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## NOTICE OF ANNUAL GENERAL MEETING

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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;

- (b) the aggregate nominal amount 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 aggregate nominal amount 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 allot, issue or grant securities convertible into such shares, options, warrants or similar rights to subscribe for any shares in the Company or such convertible securities 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 aggregate nominal amount 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);



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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;
- (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 aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution;

- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting,

whichever is the earliest; and

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

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** subject to the passing of Ordinary Resolution No. 5 set out in the notice of this Meeting, the aggregate nominal amount 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. 4 set out in the notice of this Meeting be and is hereby increased and extended by the addition of the aggregate nominal amount 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. 5 set out in the notice of this Meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution.”

By Order of the Board  
**CHINA INVESTMENT AND FINANCE GROUP LIMITED**  
**Mr. CHAN Cheong Yee**  
*Executive Directors*

Hong Kong, 9 July 2014

*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 the Company’s principal place of business in Hong Kong at Units 03 & 05, 32/F, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, 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.