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ASIA INVESTMENT FINANCE GROUP LIMITED

亞投金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00033)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Asia Investment Finance Group Limited (the “**Company**”) will be held at 11:00 a.m. on Tuesday, 20 March 2018 at Unit 3201, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong to consider and, if thought fit, approve, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the deed of variation dated 10 January 2018 (the “**Deed of Variation**”) entered into between the Company and Internet Finance Investment Co. Ltd. (the “**Bondholder**”), in relation to the proposed alteration of certain terms and conditions of the outstanding zero coupon convertible bonds in the aggregate principal amount of HK\$100,000,000 due on 18 February 2018 (the “**Convertible Bonds**”) (details relating to the Deed of Variation are set out in the circular of the Company dated 28 February 2018 and a copy of the Deed of Variation has been produced to the EGM and marked “A” and initialled by the chairman of the EGM for the purpose of identification) be and is hereby approved, confirmed and ratified;
- (b) subject to the Stock Exchange consenting to the alteration to the terms and conditions of the Convertible Bonds and the Stock Exchange granting approval for the listing of, and permission to deal in, the shares of the Company that may be issued pursuant to the alteration to the terms and conditions of the Convertible Bonds (the “**Conversion Shares**” and each a “**Conversion Share**”), the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot, issue and otherwise deal with the Conversion Shares which may be allotted and issued by the Company upon the exercise of the conversion right attaching to the outstanding Convertible Bonds in the principal amount of HK\$100,000,000 at the conversion price of HK\$0.10 per Conversion

Share in accordance with the terms and conditions of the Convertible Bonds as varied by the Deed of Variation, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 26 June 2017, and to do all such things and acts and execute all such documents in connection with the issue and allotment of the Conversion Shares;

- (c) any one Director be and is hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of such Director, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Deed of Variation and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company.”;

2. **“THAT:**

- (a) the grant of 250,000,000 share options to Ms. Cheung Kwan (“**Ms. Cheung**”) pursuant to the share option scheme of the Company adopted on 26 June 2017 entitling Ms. Cheung to subscribe for 250,000,000 shares of the Company at an exercise price of HK\$0.15 per share (the “**Share Options**”) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and
- (b) any one director of the Company be and is hereby authorised to do any act or thing and to sign, seal, execute and/or deliver any document for and on behalf of the Company as may be necessary, desirable or expedient in connection with the grant of the Share Options to Ms. Cheung and the transactions contemplated thereunder.”;

3. (a) To re-elect Ms. Wang Angel Yunxiao as a non-executive Director of the Company; and
- (b) To re-elect Mr. Liu Hu as an executive Director of the Company.

Yours faithfully
By Order of the Board
Asia Investment Finance Group Limited
Wei Jiafu
Executive Director

Hong Kong, 28 February 2018

Registered Office:
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*Principal place of business
in Hong Kong:*
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Bank of America Tower
12 Harcourt Road, Central
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Notes:

1. In order to be eligible to attend and vote at the EGM, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 19 March 2018.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or materially certified copy of such powers of attorney or authority, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting.
4. A form of proxy for use at the EGM is enclosed. Whether or not you propose to attend the EGM in person, you are strongly advised to complete and sign the form of proxy in accordance with the instructions printed on it and then deposit with the Company's branch share registrar and transfer office in Hong Kong as indicated above. Returning the completed form of proxy will not preclude you from attending the EGM and voting in person if you so wish.
5. If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares.
6. A shareholder holding more than one share entitled to attend and vote at the EGM need not cast the votes in respect of such shares in the same way on any resolution and therefore may vote a share or some or all such shares either for or against a resolution and/or abstain from voting a share or some or all of the shares and, subject to the terms of the instrument appointing any proxy, a proxy appointed under one or more instruments may vote a share or some or all of the shares in respect of which he is appointed either for or against a resolution and/or abstain from voting

As at the date of this notice, the Board comprises four executive Directors, namely Ms. Cheung Kwan, Mr. Wei Jiafu, Mr. Liu Hu and Mr. Wong Kwong Sum; one non-executive Director, Ms. Wang Angel Yunxiao; and three independent non-executive Directors, namely Mr. Anthony Espina, Mr. Ho Chun Chung, Patrick and Mr. Ge Ming.