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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: 33)**

**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 Unit 3201, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Tuesday, 18 June 2019 at 3:00 p.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company held at the same place, on the same date and at 2:30 p.m.), to consider and, if thought fit, to pass with or without amendments, the following resolution:

**ORDINARY RESOLUTION**

**“THAT**

- (a) the Deed of Variation (as defined in the circular of the Company dated 20 May 2019 (“the “**Circular**”) and a copy of the Deed of Variation has been produced to the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification) and all transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the issue of the Additional Convertible Bonds (as defined in the Circular) by the Company pursuant to the Deed of Variation be and is hereby approved;

- (c) subject to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) consenting to the alteration to the terms and conditions of the outstanding convertible bonds pursuant to the Deed of Variation and the Stock Exchange granting approval for the listing of, and permission to deal in, the Conversion Shares (as defined below), the allotment and issue of ordinary shares of the Company (the “**Conversion Shares**”) which may be allotted and issued upon the exercise of the conversion right attaching to the Convertible Bonds (as defined in the Circular) be and is hereby approved; and
- (d) any one director of the Company be and is hereby authorised to do all such acts and things as he in his sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the Deed of Variation and the transactions contemplated thereunder and, where required, any amendment of the terms of the Deed of Variation as required by, or for the purposes of obtaining the approval of, relevant authorities or to comply with all applicable laws, rules and regulations.”

By order of the Board  
**Asia Investment Finance Group Limited**  
**Cheung Kwan**  
*Chairlady and Executive Director*

Hong Kong, 20 May 2019

*Registered Office:*

P.O. Box 309  
Ugland House  
South Church Street  
George Town  
Grand Cayman, KY1-1104  
Cayman Islands

*Principal Place of Business*

*in Hong Kong:*  
Unit 3201, 32/F.  
Bank of America Tower  
12 Harcourt Road, Central  
Hong Kong

*Notes:*

1. In order to determine the eligibility of shareholders to attend and vote at the EGM, the register of members of the Company will be closed from 12 June 2019 to 18 June 2019, both days inclusive, during which no transfer of shares will be registered. 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 11 June 2019.
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 executive Directors of the Company are Ms. Cheung Kwan, Mr. Sun Yu, Mr. Liu Hu and Ms. Zhao Hong Mei; the non-executive Directors of the Company are Mr. Wang Dayong and Mr. Li Xin; the independent non-executive Directors of the Company are Mr. Anthony Espina, Ms. Jin Xin, and Mr. Wang Jun Sheng.*