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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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of the shareholders 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 Monday, 26 June 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification(s), the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2016;
2. To re-elect Ms. Cheung Kwan as an Executive Director;
3. To re-elect Mr. Wei Jiafu as an Executive Director;
4. To re-elect Mr. Huang Shenglan as an Executive Director;
5. To re-elect Mr. Cheng Wen as an Executive Director;
6. To re-elect Mr. Wong Tin Yau, Kelvin as an Independent Non-executive Director;
7. To re-elect Mr. Ge Ming as an Independent Non-executive Director;
8. To re-elect Mr. Wong Kwong Sum as an Executive Director;
9. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
10. To re-appoint Cheng & Cheng Limited as the Company’s auditor and to authorize the Board of Directors to fix its remuneration;

11. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to: (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue 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 in force from time to time, shall not exceed 20% of the aggregate number of the issued shares of the Company on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company 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 any relevant jurisdiction or the requirements of the Stock Exchange).”

12. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the Shares on the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the articles of association of the Company or by any applicable laws to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

13. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** subject to the ordinary resolutions nos. 11 and 12 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued shares of the Company pursuant to resolution no. 11 above be and is hereby extended by the addition thereon of a number representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 12, provided that such number shall not exceed 10% of the aggregate number of the issued shares of the Company on the date of the passing of resolution no. 12.”

14. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to and conditional upon the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of and permission to deal in the shares in the capital of the Company falling to be issued pursuant to the new share option scheme (the “**New Share Option Scheme**”), the terms of which are set out in the document marked “A” which has been produced to the AGM and signed by the chairman of the AGM for the purpose of identification, the rules of the New Share Option Scheme be and are hereby approved and adopted and the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme, including but without limitation:
 - (i) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for shares of the Company;
 - (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
 - (iii) to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme provided always that the total number of shares subject to the New Share Option Scheme, when aggregated with any shares subject to any other share option schemes of the Company, shall not exceed 10% of the relevant class of the issued share capital of the Company as at the date of passing this resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the New Share Option Scheme and the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the relevant class of the issued share capital of the Company from time to time;
 - (iv) to make applications at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme; and
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme; and

- (b) conditional upon the New Share Option Scheme becoming unconditional, the existing share option scheme of the Company adopted on 30 October 2007 be and is hereby terminated and ceased to be of any further effect from the date on which the New Share Option Scheme becomes unconditional.”

SPECIAL RESOLUTION

15. “**THAT:**

- (a) the Memorandum and Articles of Association currently in effect be amended in the following manner:

- (1) By deleting all references to “Companies Law (2011 Revision)” and substituting therewith the words “Companies Law (2016 Revision)”;
- (2) Clause 1 of the Memorandum of Association

By deleting Clause 1 of the Memorandum of Association of the Company in its entirety and replacing therewith the following new Clause 1:

“The name of the Company is Asia Investment Financial Group Limited 亞投金融集團有限公司.”

- (3) Clause 6 of the Memorandum of Association

By deletion the words “The share capital of the Company is HK\$500,000,000 divided into 5,000,000,000 shares” at the beginning of Clause 6 of the Memorandum of Association of the Company and replacing therewith the words “The share capital of the Company is HK\$10,000,000,000 divided into 100,000,000,000 shares”;

- (4) Article 2

- (i) By deleting the definition of “the Chairman” in existing Article 2 in its entirety and replacing therewith the following new definition of “the Chairman”:

““the Chairman” shall mean any chairman of the Board elected pursuant to Article 150;”

- (ii) By deleting the definition of “the Companies Ordinance” in existing Article 2 in its entirety and replacing therewith the following new definition of “the Companies Ordinance”:

““the Companies Ordinance” shall mean the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as in force from time to time;”

(iii) By deleting the definition of “the Company” or “this Company” in existing Article 2 in its entirety and replacing therewith the following new definition of “the Company” or “this Company”:

““the Company” or “this Company” shall mean Asia Investment Finance Group Limited 亞投金融集團有限公司;”

(5) Article 86

By deleting the words “a Chairman” in the last sentence of existing Article 86 and replacing therewith “a chairman of the meeting”;

(6) Article 88

By deleting the existing Article 88 in its entirety and replacing therewith the following new Article 88:

“The Chairman shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as the chairman of the meeting, and if no Director be present, or if all the Directors present decline to take the chair, or if the chairman chosen shall retire from the chair, then the members present (whether in person or represented by proxy or duly authorised representative) shall choose one of their own number to be chairman. If the Directors have elected more than one Chairman and more than one of the Chairmen are present at the meeting, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present, shall preside as the chairman of the meeting.”

(7) Article 89

By deleting the words “The Chairman” at the beginning of existing Article 89 and replacing therewith the words “The chairman of the meeting”;

(8) Article 90

By deleting the words “the Chairman” in existing Article 90 and replacing therewith the words “the chairman of the meeting”;

(9) Article 91

By deleting the words “the Chairman” in existing Article 91 and replacing therewith the words “the chairman of the meeting”;

(10) Article 92

By deleting the words “the Chairman” in the first sentence in existing Article 92 and replacing therewith the words “the chairman of the meeting”;

(11) Article 94

By deleting the words “a Chairman” in existing Article 94 and replacing therewith the words “a chairman”;

(12) Article 95

By deleting the words “the Chairman” in existing Article 95 and replacing therewith the words “the chairman”;

(13) Article 103

By deleting the words “the Chairman” in the last sentence in existing Article 103 and replacing therewith the words “the chairman”;

(14) Article 106

By deleting the words “the Chairman” in the first sentence in existing Article 106 and replacing therewith the words “the chairman”;

(15) Article 136

By deleting the words “the Chairman” which appear five times in existing Article 136 and replacing each of them therewith the words “the chairman”;

(16) Article 143

By deleting the words “Section 157H of the Companies Ordinance” in existing Article 143 and replacing therewith the words “Part 11 of the Companies Ordinance”;

(17) Article 149

By deleting the words “the Chairman” in existing Article 149 and replacing therewith the words “the chairman of the meeting”; and

(18) Article 150

By deleting the existing Article 150 in its entirety and replacing therewith the following new Article 150:

“The Board may elect one or more Chairmen among themselves and determine the period for which he is or they are to hold office; but if no such Chairman is elected, or if at any meeting of the Board the Chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting. If there are more than one Chairman present at the meeting, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present, shall preside as the chairman of the meeting.”

- (b) the existing Memorandum and Articles of Association currently in effect be amended and restated by the deletion in their entirety and the substitution in their place of the Amended and Restated Memorandum and Articles of Association, consolidating all of the proposed amendments referred to in paragraph (a) above, produced at this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification.”

For and on behalf of the Board of
Asia Investment Finance Group Limited
Wei Jiafu
Executive Director

Hong Kong, 24 May 2017

Registered office:

Ugland House
Grand Cayman KY1-1104
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit 3201
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 Annual General Meeting (“AGM”), the register of members of the Company will be closed from 21 June 2017 to 26 June 2017, both days inclusive, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, 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 20 June 2017.
2. A member entitled to attend and vote at the AGM 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 AGM or any adjourned AGM (i.e. not later than 11:00 a.m. on Saturday, 24 June 2017).
4. A form of proxy for use at the AGM is enclosed. Whether or not you propose to attend the AGM 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 AGM 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 AGM 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 five Executive Directors, namely Ms. Cheung Kwan, Mr. Wei Jiafu, Mr. Huang Shenglan, Mr. Cheng Wen and Mr. Wong Kwong Sum; and four Independent Non-executive Directors, namely Mr. Anthony Espina, Mr. Wong Tin Yau, Kelvin, Mr. Ge Ming and Mr. Ho Chun Chung, Patrick.