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CHINA INNOVATIVE FINANCE GROUP LIMITED

中國新金融集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

DESPATCH OF THE CIRCULAR IN RELATION TO

- (1) MAJOR AND CONNECTED TRANSACTION
IN RELATION TO THE ACQUISITION OF
40% EQUITY INTEREST IN THE TARGET COMPANY**
- (2) APPLICATION FOR WHITEWASH WAIVER**
- (3) PROPOSED RE-ELECTION OF DIRECTORS
AND**
- (4) NOTICE OF SPECIAL GENERAL MEETING**

Reference is made to (a) the announcement issued by China Innovative Finance Group Limited (the “**Company**”) dated 25 April 2017 (the “**Announcement**”) in relation to, among other things, the Acquisition and the Whitewash Waiver; and (b) the announcements issued by the Company dated 16 May 2017 and 30 June 2017 in relation to the delay in despatch of the Circular. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those set out in the Announcement.

A circular (the “**Circular**”) containing, among other things: (i) details of the Agreement and the transactions contemplated thereunder; (ii) the recommendations of the Whitewash Independent Board Committee and the CT Independent Board Committee to the Independent Shareholders; (iii) the letter of advice from the Independent Financial Adviser to the Whitewash Independent Board Committee and the CT Independent Board Committee and the Independent Shareholders in respect of the Agreement and the transactions contemplated thereunder, the Specific Mandate and the Whitewash Waiver; (iv) details of the proposed re-election of Directors; and (v) the notice of the SGM and forms of proxy, will be despatched to Shareholders on 27 July 2017.

The SGM will be held at Board Room 6, M/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 18 August 2017 at 9:30 a.m., details of which are set out in the notice of the SGM contained in the Circular.

Shareholders are encouraged to review the Circular carefully, in particular, the letter of advice from Octal Capital Limited as the Independent Financial Adviser to the Whitewash Independent Board Committee and the CT Independent Board Committee and the Independent Shareholders in respect of the Agreement and the transactions contemplated thereunder, the Specific Mandate and the Whitewash Waiver before making a decision on whether or not to vote in favour of or against the resolutions in relation to the Agreement and the transactions contemplated thereunder, the Specific Mandate and the Whitewash Waiver.

SHAREHOLDERS AND POTENTIAL INVESTORS SHOULD BE AWARE THAT THE PROPOSED ACQUISITION IS SUBJECT TO THE SATISFACTION OF THE CONDITIONS PRECEDENT UNDER THE AGREEMENT, AND ACCORDINGLY, THE PROPOSED ACQUISITION MAY OR MAY NOT PROCEED. ACCORDINGLY, THEY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING OR CONTEMPLATING IN DEALING IN THE SHARES OR IN ANY OTHER SECURITIES OF THE COMPANY.

By Order of the Board
China Innovative Finance Group Limited
Yau Wai Lung
Executive Director

Hong Kong, 27 July 2017

As at the date of this announcement, the Company has four executive directors, being Ms. Cheng Yan, Mr. Wang Zhenjiang, Mr. Yau Wai Lung and Mr. Ma Chao; two non-executive directors, being Mr. Li Hang and Mr. Qiu Jianyang; and three independent non-executive directors, being Mr. To Shing Chuen, Mr. Chung Yuk Lun and Mr. Cheung Wing Ping.

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.