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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)

POLL RESULTS OF THE SPECIAL GENERAL MEETING AND GRANT OF THE WHITEWASH WAIVER

POLL RESULTS OF THE SGM

The Board is pleased to announce that all the proposed resolutions set out in the notice of the SGM dated 27 July 2017 (the “**Notice**”) were duly passed by way of poll at the SGM held on 18 August 2017.

GRANT OF THE WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on 9 August 2017, subject to the fulfillment of the conditions set out therein.

Reference is made to the announcements of China Innovative Finance Group Limited (the “**Company**”) dated 25 April 2017, 16 May 2017 and 30 June 2017 and the circular of the Company dated 27 July 2017 (the “**Circular**”) in relation to, among other things, the Acquisition, the Specific Mandate, the Whitewash Waiver and the Proposed Re-election of Directors and the Notice. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that all the proposed resolutions set out in the Notice were duly passed by way of poll at the SGM held on 18 August 2017.

As at the date of the SGM, the total number of issued shares of the Company was 19,188,648,437 shares. As disclosed in the Circular, the Seller and its concert parties (including, among others, Shandong Hi-Speed (Hong Kong) International Capital Limited) held 5,459,648,350 Shares, representing 28.5% of the total number of issued shares of the Company as at the date of the SGM, were required to abstain and had abstained from voting at the SGM in respect of the resolutions approving (i) the Acquisition and the grant of Specific Mandate; and (ii) the Whitewash Waiver. Save as disclosed above, no other Shareholder had a material interest in the Acquisition, the Specific Mandate and the Whitewash Waiver and was required to abstain from voting at the SGM in respect of the resolutions approving (i) the

Acquisition and the grant of Specific Mandate; and (ii) the Whitewash Waiver. Accordingly, the total number of issued Shares entitling the relevant Shareholders to attend and vote for or against the resolutions approving (i) the Acquisition and the grant of Specific Mandate; and (ii) the Whitewash Waiver at the SGM was 13,729,000,087. No Shareholder was required to abstain and did abstain from voting at the SGM in respect of the resolution approving the Proposed Re-election of Directors. Accordingly, the total number of issued Shares entitling the relevant Shareholders to attend and vote for or against the resolution approving the Proposed Re-election of Directors at the SGM was 19,188,648,437. There was no Share of the Company entitling the holder to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules.

Details of the poll results of the SGM are set out below:

Ordinary Resolutions		Number of votes (Approximate % of the total number of votes cast)		
		For	Against	Total number of votes cast
1	To approve the Acquisition and the grant of Specific Mandate	9,755,245,495 (99.97%)	3,368,514 (0.03%)	9,758,614,009
2	To approve the Whitewash Waiver	9,755,245,495 (99.97%)	3,368,514 (0.03%)	9,758,614,009
3	(a) To re-elect Mr. Li Hang as a non-executive Director	15,218,262,359 (100.00%)	0 (0.00%)	15,218,262,359
	(b) To re-elect Mr. Wang Zhenjiang as an executive Director	15,216,424,359 (99.99%)	1,838,000 (0.01%)	15,218,262,359
	(c) To re-elect Ms. Cheng Yan as an executive Director	15,218,262,359 (100.00%)	0 (0.00%)	15,218,262,359

Note: The full text of the ordinary resolutions above is set out in the Notice

As more than 50% of the votes were cast in favour of the above ordinary resolutions, the above ordinary resolutions were duly passed at the SGM.

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

Changes to the shareholding of the Company upon Completion

Assuming there will not be any change in the issued share capital of the Company from the date of this announcement up to the Completion (other than changes as a result of Acquisition), set out below for illustration purposes is the table of the shareholdings in the Company (i) as at the date of this announcement; and (ii) immediately upon Completion of the Acquisition:

	As at the date of this announcement		Immediately upon Completion of Acquisition	
	Number of Shares held	Approximate percentage of total issued Shares	Number of Shares held	Approximate percentage of total issued Shares
Shareholders				
<i>The Seller and its concert parties</i>				
Shandong Hi-Speed Group Co. Limited (山東高速集團有限公司) (Note 1)	<u>5,459,648,350</u>	<u>28.5%</u>	<u>10,459,648,350</u>	<u>43.2%</u>
Sub-total	<u>5,459,648,350</u>	<u>28.5%</u>	<u>10,459,648,350</u>	<u>43.2%</u>
<i>Other substantial Shareholders</i>				
Li Shao Yu and her concert parties (Note 2, 5)	<u>3,547,689,650</u>	<u>18.5%</u>	<u>3,547,689,650</u>	<u>14.7%</u>
Sub-total	<u>3,547,689,650</u>	<u>18.5%</u>	<u>3,547,689,650</u>	<u>14.7%</u>
<i>Public Shareholders</i>				
Huang Rulun and his concert parties (Note 3, 5)	1,320,000,000	6.9%	1,320,000,000	5.5%
Ji Kewei and his concert parties (Note 4, 5)	1,089,156,146	5.7%	1,089,156,146	4.5%
Wang Zi Yi (Note 5)	1,083,538,169	5.7%	1,083,538,169	4.5%
Other Public Shareholders	<u>6,688,616,122</u>	<u>34.7%</u>	<u>6,688,616,122</u>	<u>27.6%</u>
Sub-total	<u>10,181,310,437</u>	<u>53.0%</u>	<u>10,181,310,437</u>	<u>42.1%</u>
Total	<u><u>19,188,648,437</u></u>	<u><u>100%</u></u>	<u><u>24,188,648,437</u></u>	<u><u>100%</u></u>

Notes:

- Shandong Hi-Speed Group Co., Ltd. is deemed to be interested in the 5,459,648,350 Shares held by Shandong Hi-Speed (Hong Kong) International Capital Limited pursuant to the SFO by virtue of Shandong Hi-Speed (Hong Kong) International Capital Limited, a company incorporated in Hong Kong with limited liability, being a subsidiary of Shandong Hi-Speed (BVI) Capital Management Limited, a company incorporated in the BVI with limited liability, which in turn is a subsidiary of Shandong Hi-Speed Group Co., Ltd., a company incorporated in the PRC with limited liability. In addition, Shandong Hi-Speed Group Co., Ltd. is also deemed to be interested in the 5,000,000,000 Consideration Shares to be issued to the Seller at Completion pursuant to the SFO by virtue of the Seller being a subsidiary of Shandong Rural, which in turn is a subsidiary of Shandong Hi-Speed Group Co., Ltd..
- Ms. Li Shao Yu is deemed to be interested in the 3,503,559,650 Shares held by Hao Tian Management (Hong Kong) Limited pursuant to the SFO by virtue of Hao Tian Management (Hong Kong) Limited being a subsidiary of Win Team Investments Limited, which in turn is a subsidiary of Hao Tian Development Group Limited, which in turn is a subsidiary of Asia Link Capital Investment Holdings Limited, in which Ms. Li Shao Yu holds 100% beneficial interest. In addition, Ms. Li Shao Yu is deemed to be interested in the 44,130,000 Shares held by TRXY Development (HK) Limited pursuant to the SFO by virtue of TRXY

Development (HK) Limited being owned as to 90% and 9% respectively, by Hao Tian Integrated Group Development Limited and Hao Tian Group Holdings Limited, both of which are wholly-owned by Ms. Li Shao Yu.

3. Mr. Huang Rulun is deemed to be interested in the 1,320,000,000 Shares held by Century Golden Resources Investment Co. Ltd. pursuant to the SFO by virtue of his controlling interest in Century Golden Resources Investment Co. Ltd.
4. Mr. Ji Kewei is deemed to be interested in 1,083,539,169 Shares held by Chinanet Consultancy Limited pursuant to the SFO by virtue of Chinanet Consultancy Limited being wholly-owned by its executive director, Mr. Ji Kewei. Mr. Ji Kewei is also beneficially interested in 5,617,977 Shares.
5. As at the date of this announcement, each of Ms. Li Shao Yu, Mr. Huang Rulun, Mr. Ji Kewei and Ms. Wang Zi Yi is not a Director of the Company and nor is any of them a concert party of the Seller.

The Company will ensure that it will comply with the requirements on public float under the Listing Rules from time to time.

GRANT OF THE WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on 9 August 2017, subject to (i) the issue of the new Consideration Shares being approved by a vote of the Independent Shareholders at the SGM, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Seller and parties acting in concert with it between the Announcement and the Completion.

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

Hong Kong, 18 August 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.