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CHINA INTERNET INVESTMENT FINANCE HOLDINGS LIMITED

中國互聯網投資金融集團有限公司

(Continued into Bermuda with limited liability)

(Stock Code: 810)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of China Internet Investment Finance Holdings Limited (the “**Company**”) will be held at Flat 18, 9/F., Block B, Focal Industrial Centre, 21 Man Lok Street, Hunghom, Kowloon, Hong Kong on Monday, 15 March 2021 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon: (i) the passing of the special resolution by the shareholders of the Company (the “**Shareholders**”) to approve the Capital Reorganisation (as defined below) at the SGM; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Adjusted Shares (as defined below) in issue and to be issued upon the Capital Reorganisation becoming effective; and (iii) compliance with the Companies Act 1981 of Bermuda to effect the Capital Reorganisation (as defined below), with effect from the second business day after the date on which this resolution is passed by the Shareholders or the above conditions are fulfilled (whichever is the later):

- (a) the share consolidation (the “**Share Consolidation**”) by which every ten (10) issued and unissued existing shares of par value of HK\$0.10 each in the share capital of the Company (the “**Existing Share(s)**”) will be consolidated into one (1) consolidated share (the “**Consolidated Share**”) of HK\$1.00 each;
- (b) the capital reduction (the “**Capital Reduction**”) which will be effected immediately upon the Share Consolidation becoming effective and by which the par value of all the then issued and unissued Consolidated Shares shall be reduced from HK\$1.00 each to HK\$0.01 each by cancelling the paid-up capital of the Company to the extent of HK\$0.99 on each of all the then Consolidated Shares and the authorised share

capital of the Company would be reduced from HK\$200,000,000 divided into 200,000,000 Consolidated Shares to HK\$2,000,000 divided into 200,000,000 adjusted shares of par value of HK\$0.01 each (the “**Adjusted Shares**”);

- (c) the reduction of share premium account (the “**Reduction of Share Premium Account**”), being the reduction of the entire amount standing to the credit of the share premium account of the Company;
- (d) the credit transfer (the “**Credit Transfer**”) which will be effected immediately upon the Capital Reduction and the Reduction of Share Premium Account becoming effective and by which (a) the credit arising from the Capital Reduction in the amount equal to the product of the total number of the then issued Consolidated Shares upon the Share Consolidation becoming effective multiplied by HK\$0.99; and (b) the amount arising from Reduction of Share Premium Account, will be credited to the contributed surplus account of the Company for use by the directors of the Company in any manner permitted by the laws of Bermuda and the bye-laws of the Company (the “**Bye-laws**”) including but not limited to offsetting against the balance of the accumulated losses of the Company;
- (e) the capital increase (the “**Capital Increase**”, together with the Share Consolidation, the Capital Reduction, the Reduction of Share Premium Account and the Credit Transfer, the “**Capital Reorganisation**”) (to be effected upon the Capital Reduction becoming effective) will involve the increase of the authorised share capital of the Company from HK\$2,000,000 divided into 200,000,000 Adjusted Shares to HK\$200,000,000 divided into 20,000,000,000 Adjusted Shares; and
- (f) any director of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Capital Reorganisation.”

By order of the Board
China Internet Investment Finance Holdings Limited
Lam Man Chan
Chairman

Hong Kong, 18 February 2021

Notes:

1. Any member of the Company entitled to attend and vote at the SGM convened by this notice shall be entitled to appoint proxy to attend and vote instead of him in accordance with the Bye-laws. A proxy need not be a member of the Company, but must be present in person to represent the member.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members of the Company.
3. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should they so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.
4. The above resolution will be voted by way of a poll at the SGM.
5. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 9 March 2021 to Monday, 15 March 2021, both days inclusive. In order to be eligible to attend and vote at the SGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 8 March 2021.
6. In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 ("COVID-19"), the Company will implement precautionary measures at the SGM. Shareholders are advised to read page 1 of the Circular of the Company dated 18 February 2021 for details of the precautionary measures and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
7. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises Shareholders to appoint the chairman of the SGM as their proxy to vote on the relevant resolution as an alternative to attending the SGM in person.
8. In case the venue is being closed on the date of the SGM due to COVID-19, the SGM shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board. The Company will post an announcement on the Stock Exchange and the Company's website notifying Shareholders of the date, time and place of the adjourned meeting.
9. As at the date of this notice, the executive director of the Company is Mr. Lee Kwok Leung; the non-executive director of the Company is Dr. Lam Man Chan; and the independent non-executive directors of the Company are Dr. Ng Chi Yeung, Simon, Mr. Tam Yuk Sang, Sammy and Ms. Florence Ng.