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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in CHINA INTERNET INVESTMENT FINANCE HOLDINGS LIMITED, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)

**GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES;  
RE-ELECTION OF DIRECTORS;  
REFRESHMENT OF SHARE OPTION SCHEME LIMIT;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of China Internet Investment Finance Holdings Limited to be held at Crystal Room 3, Level B3, Holiday Inn Golden Mile, 50 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 30 May 2016 at 11:00 a.m. is set out on pages 14 to 18 of this circular.

Whether or not you propose to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of China Internet Investment Finance Holdings Limited in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.

The completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in persons should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

28 April 2016

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context requires otherwise:*

“AGM Notice”	the notice convening the Annual General Meeting as set out on pages 14 to 18 of this circular
“Annual General Meeting”	the annual general meeting of the Company to be held at Crystal Room 3, Level B3, Holiday Inn Golden Mile, 50 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 30 May 2016 at 11:00 a.m. for the purpose of considering and if thought fit, approving the resolutions proposed in this circular, or any adjournment thereof
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company as amended from time to time
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda, as amended, supplemented or otherwise from time to time
“Company”	China Internet Investment Finance Holdings Limited, a company continued into Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Date of Adoption”	31 July 2012, being the date on which the Share Option Scheme was adopted by the Company
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that the Shares of the Company repurchased under the Repurchase Mandate will be added to the total nominal amount of shares of the Company which may be allotted and issued under the Issue Mandate
“General Mandates”	the Issue Mandate and Repurchase Mandate
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue and/or otherwise deal with new Shares and other securities not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolutions
“Latest Practicable Date”	21 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing the relevant resolutions
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Option(s)”	any share option(s) granted or to be granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 31 July 2012
“Share Option Scheme Limit”	the maximum number of Shares which may be issued upon the exercise of all the share options to be granted under the Share Option Scheme, which initially shall not in aggregate exceed 10% of the issued share capital of the Company as at the Date of Adoption and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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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)

*Chairman and Non-executive Director:*

Dr. Lam Man Chan

*Executive Director:*

Mr. Lee Kwok Leung

*Independent Non-executive Directors:*

Dr. Ng Chi Yeung, Simon

Mr. Tam Yuk Sang Sammy

Ms. Florence Ng

*Registered Office*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

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

Flat 18, 9/F., Block B,  
Focal Industrial Centre  
21 Man Lok Street  
Hung Hom, Kowloon,  
Hong Kong

28 April 2016

*To the Shareholders,*

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES;  
RE-ELECTION OF DIRECTORS;  
REFRESHMENT OF SHARE OPTION SCHEME LIMIT;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting for (i) the granting to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of Directors and (iii) refreshment of Share Option Scheme Limit.

#### **ISSUE MANDATE**

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, a total of 379,181,250 Shares were in issue. Subject to the passing of the proposed ordinary resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 75,836,250 Shares, without taking into account any additional Shares which may be issued pursuant to the Extension Mandate.

### **REPURCHASE MANDATE**

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the ordinary resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

### **EXTENSION MANDATE**

In addition, an ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by the addition thereto the total number of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Law or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

### **RE-ELECTION OF DIRECTORS**

Under the Bye-laws, Dr. Lam Man Chan and Dr. Ng Chi Yeung, Simon shall retire and being eligible, offer themselves for re-election as Director at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Dr. Lam Man Chan as non-executive Director and Dr. Ng Chi Yeung, Simon as independent non-executive Director.

The biographical details of such Directors proposed to be re-elected as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### REFRESHMENT OF THE SHARE OPTION SCHEME LIMIT

The Share Option Scheme was adopted by the Company on 31 July 2012 for the primary purpose of providing incentives to Directors and eligible participants, and will remain in force until 30 July 2022.

Under the Share Option Scheme, the Board may grant options to Directors (including non-executive Directors and independent non-executive Directors) and eligible participants to subscribe for Shares. Apart from the Share Option Scheme, the Company has no other share option schemes currently in force.

Since the Date of Adoption to the Latest Practicable Date, the Company had a total 8,060,000 Share Options outstanding, representing approximately 2.13% of the total Shares in issue as at the Latest Practicable Date.

During the period from the date of the latest refreshment of Share Option Scheme Limit on 11 May 2015 to the Latest Practicable Date:–

1. The Company issued a total of 52,662,000 Shares at a price of HK\$0.51 each by way of placement on 3 August 2015. The total number of issued Shares of the Company was thus increased from 263,327,250 Shares to 315,989,250 Shares.
2. After the latest refreshment of Share Option Scheme Limit, the Company granted a total of 8,060,000 Share Options to Directors and employees on 28 August 2015.
3. The Company issued a total of 63,192,000 Shares at a price of HK\$0.30 each by way of placement on 1 February 2016. The total number of issued Shares of the Company was thus increased from 315,989,250 Shares to 379,181,250 Shares.
4. Save as disclosed above, no Share Option was granted, exercised, lapsed or cancelled.
5. As at the Latest Practicable Date, there were, in aggregate, 379,181,250 Shares in issue and the Company had a total of 8,060,000 Share Options outstanding.

Unless the Share Option Scheme Limit is refreshed, the Company may only grant 18,272,725 Share Options pursuant to the Share Option Scheme, representing only approximately 4.8 % of the Shares in issue as at the Latest Practicable Date.

The Share Option Scheme was adopted to recognise and acknowledge the contributions of the Directors and eligible participants made to the Group. The Share Option Scheme will provide the grantees with an opportunity to have a personal stake in the Company with the view to achieving the objectives of motivating the grantees to optimise their performance efficiency for the benefit of the Company, and to attract and retain or otherwise maintain on-going relationships with the grantees whose contributions are or will be beneficial to the long-term growth of the Group.

If the refreshment of the Share Option Scheme Limit is approved by the Shareholders at the Annual General Meeting, based on a total of 379,181,250 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued by the Company from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed to grant under the



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## LETTER FROM THE BOARD

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Share Option Scheme of up to a total of 37,918,125 Share Options, representing 10% of the Shares in issue as at the date of passing the resolution (i.e. the date of the Annual General Meeting). Share Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other schemes of the Company) will not be counted for the purpose of calculating the Share Option Scheme Limit as “refreshed”.

Pursuant to the terms of the Share Option Scheme and in accordance with the relevant provisions of Chapter 17 of the Listing Rules, the limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time must not exceed 30% of the Shares in issue from time to time. No options may be granted under the Share Option Scheme or any other share option schemes of the Company if it will result in the aforesaid 30% limit being exceeded.

As mentioned in the above paragraph, the Share Option Scheme Limit if so refreshed and approved by the Shareholders at the Annual General Meeting will be up to 37,918,125 Share Options which, together with the 8,060,000 Shares Options outstanding, represent approximately 12.1% of the Shares in issue as at the Latest Practicable Date and accordingly, does not exceed the 30% limit as at the Latest Practicable Date.

As there had been an increase in the total number of Shares in issue and the existing Share Option Scheme Limit available to be granted to eligible participants represents only approximately 4.8% of the total number of Shares in issue, the Directors consider that the Company should refresh the Share Option Scheme Limit so that the Company could have greater flexibility to provide incentives to the eligible participants of the Share Option Scheme by way of granting Share Options to them to strive for the future development and success of the Group.

The Directors further consider that the refreshment of the Share Option Scheme Limit is in the interests of the Group and the Shareholders as a whole because it enables the Company to reward appropriately and motivate the eligible participants under the Share Option Scheme.

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to approve the proposed refreshment of the Share Option Scheme Limit so as to allow the Company to grant further options under the Share Option Scheme for subscription of up to a total of 37,918,125 additional Shares, representing 10% of the Shares in issue as at the date of passing the resolution.

The refreshment of the Share Option Scheme Limit is conditional upon:

- (a) the passing of an ordinary resolution to approve the refreshment of the Share Option Scheme Limit by the Shareholders at the Annual General Meeting; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, any new Shares which may fall to be allotted and issued upon the exercise of the Share Options that may be granted under the refreshed Share Option Scheme Limit up to 10% of the Shares in issue as at the date of passing the relevant ordinary resolution (i.e. the date of the Annual General Meeting).

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## LETTER FROM THE BOARD

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Application will be made by the Company to the Stock Exchange for the grant of the listing of, and permission to deal in, any new Shares which may fall to be allotted and issued upon the exercise of the Share Options that may be granted under the refreshed Share Option Scheme Limit (i.e. up to 10% of the Shares in issue as at the date of passing the relevant ordinary resolution).

### ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 14 to 18 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular.

Whether or not you intend to be present and vote at the Annual General Meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

### VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors consider that the renewal of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the refreshment of share options scheme limit are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**China Internet Investment Finance Holdings Limited**  
**Lam Man Chan**  
*Chairman*

*This explanatory statement contains the information required to be set out in this circular pursuant to Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued and fully-paid share capital of the Company was 379,181,250 shares of HK\$0.10 each. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 37,918,125 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

## **2. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Whilst it is not possible to anticipate any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as such repurchases may, depending on the market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such repurchases in circumstances where they consider them to be in the best interests of the Company and its Shareholders as a whole.

## **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-Laws, the Listing Rules and the Companies Act. The Company is empowered by its Bye-Laws to repurchase its Shares. The Companies Act provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a new issue of Shares made for the purpose of the repurchase. The amount of premium payable on the repurchase may only be paid out of either the funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

Under the laws of Bermuda, no purchase by a company of its own shares may be effected if, on the date on which the purchase is to be effected, there are reasonable grounds for believing that the company is, or after the purchase would be, unable to pay its liabilities as they become due. In accordance with the laws of Bermuda, the shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

There might be a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the latest audited financial statements for the year ended 31 December 2015 contained in its annual report for 2015, in the event that the Repurchase Mandate is exercised in full at any time during the Repurchase Mandate period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company that, in the opinion of the Directors, are from time to time appropriate for the Company.

#### 4. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the 12 months up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2015</b>		
April	0.880	0.405
May	0.910	0.720
June	1.180	0.740
July	0.810	0.350
August	0.630	0.400
September	0.495	0.390
October	0.485	0.410
November	0.480	0.420
December	0.470	0.405
<b>2016</b>		
January	0.445	0.300
February	0.400	0.300
March	0.590	0.350
April (up to the Latest Practicable Date)	0.500	0.425

Source: [www.hkex.com.hk](http://www.hkex.com.hk)

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Bye-Laws and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company or its subsidiaries (if any) in the event that the Repurchase Mandate is granted by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries (if any), nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries (if any), in the event that the Repurchase Mandate is granted by the Shareholders.

## 6. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of the increase of the Shareholders' interest, could obtain or consolidate control of the Company and give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the register of interests in Shares and short positions maintained by the Company pursuant to Section 336 of the SFO showed that the Company had been notified of the following interests, being 5% or more of the Company's issued share capital:

<b>Name</b>	<i>Note</i>	<b>Number of Shares held</b>	<b>Approximate percentage of existing shareholding</b>	<b>Approximate percentage of shareholding if the Repurchase Mandate is exercised in full</b>
Lam Man Chan	1	75,775,000	19.98%	22.2%
Goodchamp Holdings Limited	1	75,775,000	19.98%	22.2%
Sinowin (PTC) Inc.	1	75,775,000	19.98%	22.2%
HSBC International Trustee Limited	1	75,775,000	19.98%	22.2%

*Note:*

- The interests are held by Goodchamp Holdings Limited, which is 100% owned by Sinowin (PTC) Inc. as trustee of The Sinowin Unit Trust. The Sinowin Unit Trust is a unit trust 100% owned by HSBC International Trustee Limited as trustee of a discretionary trust. The discretionary trust was settled by Dr. Lam Man Chan ("Dr. Lam"), Chairman and Non-Executive Director of the Company.

Based on the above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. The Company has no intention to exercise the Repurchase Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25% of the issued share capital of the Company.

## 7. SHARE REPURCHASES BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:*

**NON-EXECUTIVE DIRECTOR****Dr. Lam Man Chan (“Dr. Lam”)**

Dr. Lam, aged 66, joined the Company on 11 February 2014. Dr. Lam is the Chairman and non-executive Director of the Company. He has over 30 years of management experience and in depth knowledge of the electronics industry. He was graduated from the World Electric Engineering College in 1969. Dr. Lam holds an honorary degree of Doctor of Science from Armstrong University in the United States. He is currently the chairman of Ngai Lik Group Limited (“Ngai Lik”). He is responsible for the formulation of corporate strategy and overall direction of Ngai Lik. Dr. Lam has invested in different industries, including securities broking, finance business, hotel development, motor cycle business and properties investment. He was granted the Young Industrialist Awards of Hong Kong in 1994 and the World Outstanding Chinese Award in 2005. He was once a standing committee member of Qingyuan Region Committee of the Chinese People’s Political Consultative Conference (“CPPCC”) and a committee member of Guangdong Provincial Committee and Dongguan Regional Committee of CPPCC. Dr. Lam had been the chairman and executive director of Ngai Lik Industrial Holdings Limited (Stock code: 00332), a company publicly listed on the Stock Exchange, during the period from 28 February 1992 to 11 January 2010.

Save as disclosed above, Dr. Lam does not hold any other position with the Company or any other member of the Company’s group, nor has any directorship in other listed public companies in the last three years.

Dr. Lam is the husband of Ms. Ting Lai Ling who is the Project and Administration General Manager of the Company and a director of certain subsidiaries of the Company. Dr. Lam is the father of Ms. Lam Mee Yee who is the Chief Investment Officer of the Company.

Save as disclosed above, Dr. Lam does not has any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Dr. Lam had a deemed interest of 75,775,000 shares in the Company, representing 19.98% of the issued share capital of the Company. The interests are held by Goodchamp Holdings Limited, which is 100% owned by Sinowin (PTC) Inc. as trustee of The Sinowin Unit Trust. The Sinowin Unit Trust is a unit trust 100% owned by HSBC International Trustee Limited as trustee of a discretionary trust. The discretionary trust was settled by Dr. Lam. Save as disclosed above, Dr. Lam does not have any interests in the Shares within the meaning of Part XV of the SFO.

Dr. Lam has not entered into any service contract with the Company and he is not appointed for any specific term of service with the Company. His office is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws and the Listing Rules. Dr. Lam is currently entitled to receive a monthly emolument of HK\$120,000 which were determined by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market condition.

There is no other information relating to Dr. Lam that is required to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of this retiring Directors.

#### **INDEPENDENT NON-EXECUTIVE DIRECTOR**

##### **Dr. Ng Chi Yeung Simon (“Dr. Ng”)**

Dr. Ng, aged 58, joined the Company on 26 November 2013 as an Independent Non-Executive Director. He is also the Chairman of Nomination committee of the Company and a member of the Audit Committee and Remuneration Committee of the Company.

Dr. Ng is a qualified solicitor in Hong Kong. He is a consultant of Rowland Chow, Chan & Company, a law firm in Hong Kong. Dr. Ng holds a bachelor degree from the Manchester Metropolitan University in the United Kingdom, a master degree in Chinese and Comparative Law, and a doctor degree in worship studies from the Robert Webber Institute for Worship Studies. Dr. Ng is also a Part-time Lecturer of the Department of Professional Legal Education of The University of Hong Kong. Dr. Ng is currently an independent non-executive director of two other publicly listed companies in Hong Kong, namely, Century Sage Scientific Holdings Limited (stock code: 1450) and Winfair Investment Company Limited (stock code: 287). He had once been an independent non-executive director of Kith Holdings Limited (now known as Tesson Holdings Limited) (stock code: 1201) and Long Success International (Holdings) Limited (stock code: 8017), each company publicly listed on the Stock Exchange, up to 1 July, 2014 and 18 October 2013 respectively.

Save as disclosed above, Dr. Ng does not hold any other position with the Company or any other member of the Company’s group, nor has any directorship in other listed public companies in the last three years, and has any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Dr. Ng is beneficially interested in 200,000 underlying Shares in respect of the share options granted by the Company pursuant to the new share option scheme adopted by the Company on 31 July 2012, representing 0.052% of the issued share capital of the Company as at the Latest Practicable Date. Save as disclosed above, Dr. Ng does not have any interests in the Shares within the meaning of Part XV of the SFO.

Dr. Ng has not entered into any service contract with the Company and he is not appointed for any specific term of service with the Company. His office is subject to retirement by rotation and reelection at the annual general meeting of the Company in accordance with the Bye-Laws and the Listing Rules.

Dr. Ng is currently entitled to receive a monthly emolument of HK\$13,500 which was determined by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market condition.

There is no other information relating to Dr. Ng that is required to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of this retiring Directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of China Internet Investment Finance Holdings Limited (the “**Company**”) will be held at Crystal Room 3, Level B3, Holiday Inn Golden Mile, 50 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 30 May 2015, at 11:00 a.m. for the following purposes:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements, the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company (the “**Auditors**”) for the year ended 31 December 2015.
2. To re-elect the following retiring Directors:
  - (a) Dr. Lam Man Chan as non-executive Director; and
  - (b) Dr. Ng Chi Yeung, Simon as independent non-executive Director.
3. To authorise the board of Directors to fix the remuneration of the Directors.
4. To re-appoint HLB Hodgson Impey Cheng Limited as the Auditors and authorise the board of Directors to fix the remuneration of the Auditors.

#### SPECIAL BUSINESS

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) 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 (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;



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- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the share capital 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), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or other similar arrangement for the time being adopted for the grant or issue of shares or rights of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company (the “Bye-Laws”), shall not exceed 20% of the issued share capital of the Company as at the date of passing 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 Bye-Laws or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of ordinary shares 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 exclusion 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, or the requirements of any regulatory body or any stock exchange in, any territory outside Hong Kong).”;

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6. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the shares of the Company which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the issued share capital of the Company as at the date of passing 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 Bye-Laws or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”;

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7. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 5 and 6 above, the general mandate to the Directors pursuant to resolution no. 5 be and is hereby extended by the addition thereto of an amount representing the share capital of the Company purchased by the Company under the authority granted pursuant to the resolution no. 6, provided that such amount shall not exceed 10% of the issued share capital of the Company as at the date of passing this resolution.”

8. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the additional shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) to be issued pursuant to the exercise of options which may be granted under the share option scheme adopted by the Company on 31 July 2012 (the “**Share Option Scheme**”), the refreshment of the limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be and is hereby approved, provided that:

- (a) the total number of Shares in respect of which options may be granted under the Share Option Scheme shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (the “**Refreshed Limit**”);
- (b) options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme) will not be counted for the purpose of calculating the Refreshed Limit;
- (c) the Directors be and are hereby unconditionally authorised to offer or grant options pursuant to the Share Option Scheme to subscribe for Shares up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares upon the exercise of such options; and
- (d) such increase in the Refreshed Limit shall in no event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company exceed 30% of the Shares in issue from time to time.”

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

Hong Kong, 28 April 2016

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*Notes:*

1. The register of members of the Company will be closed from 25 May 2016 to 30 May 2016, both days inclusive, for the purpose of determining the entitlement of the shareholders of the Company to attend and vote at the Annual General Meeting. No transfer of shares may be registered during the said period. In order to qualify to attend and vote at the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than on 24 May 2016 at 4:30 p.m..
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her proxy to attend and vote on his behalf in accordance with the bye-laws of the Company. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. A form of proxy for use at the Annual General Meeting is enclosed. In order 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 of such power of attorney, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis 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 Annual General Meeting or any adjournment thereof.
4. Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the Annual General Meeting, either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Annual General Meeting or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof if he/she so desires. If a shareholder of the Company attends and votes at the Annual General Meeting after having deposited the form of proxy, his/her form of proxy will be deemed to have been revoked.