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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)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Innovative Finance Group Limited (the “**Company**”) will be held at Board Room 6, M/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 9:30 a.m. on Friday, 18 August 2017 (the “**SGM**”) for the purpose of considering and, if thought fit, pass the following resolutions as ordinary resolutions of the Company. Capitalised terms defined in the circular dated 27 July 2017 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified:

ORDINARY RESOLUTIONS

Resolution in relation to the Acquisition

“THAT:

1. (a) the Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the grant of the Specific Mandate for the allotment and issue of the Consideration Shares subject to the terms and conditions set out in the Circular be and is hereby approved, confirmed and ratified; and
- (c) the board of directors of the Company be and is hereby generally and unconditionally authorised to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to or in connection with paragraphs (a) and/or (b) of this resolution no. 1.”

Resolution in relation to the Whitewash Waiver

“THAT:

2. the Whitewash Waiver, granted or to be granted by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code waiving the obligation on the part of the Seller and parties acting in concert with it, to make a mandatory general offer for all the Shares that are not already owned or agreed to be acquired by the Seller and parties acting in concert with it as a result of the Company allotting and issuing the Consideration Shares to the Seller, be and is hereby approved.”

Resolution in relation to the Proposed Re-election of Directors

“THAT:

3. (a) Mr. Li Hang be re-elected as a non-executive Director;
(b) Mr. Wang Zhenjiang be re-elected as an executive Director; and
(c) Ms. Cheng Yan be re-elected as an executive Director.”

Yours faithfully,
For and on behalf of the Board
China Innovative Finance Group Limited
Yau Wai Lung
Executive Director

Hong Kong, 27 July 2017

Notes:

1. The Seller and its concert parties (including Shandong Hi-Speed (Hong Kong) International Capital Limited) and any other Shareholder of the Company who is involved or interested in the Acquisition, the Specific Mandate and the Whitewash Waiver will be required to abstain from voting in respect of the resolutions to approve the Agreement and the transactions contemplated thereunder, the Specific Mandate and the Whitewash Waiver as set out in the ordinary resolution numbers 1 to 2 (inclusive) above. As at the Latest Practicable Date, Shandong Hi-Speed (Hong Kong) International Capital Limited, which held 5,459,648,350 Shares (representing 28.5% total issued share capital of the Company) and had control over the voting right in respect of its Shares, shall abstain from voting on the Acquisition, the Specific Mandate and the Whitewash Waiver at the SGM. Save as disclosed above, no Shareholder has a material interest in the Acquisition, the Specific Mandate and the Whitewash Waiver and is required to abstain from voting at the SGM in respect of the relevant resolutions. No Shareholder will be required to abstain from voting at the SGM in respect of the resolution in relation to the Proposed Re-election of Directors set out in ordinary resolution number 3 above.
2. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 14 August 2017. The register of members of the Company will be closed from Tuesday, 15 August 2017 to Friday, 18 August 2017, both days inclusive, for determination of entitlements to attend and vote at the SGM and during which period no transfer of Shares will be registered.
3. Any Shareholder entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder.

4. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
5. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint Shareholders, any one of such joint Shareholders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Shareholders of the Company in respect of the joint holding.
7. The form of proxy and (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the SGM or any adjournment thereof, not less than 48 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.
8. As at the date of this notice, 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.