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If you have sold or transferred all your shares in the Company, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

Capitalised terms used on this cover page have the same meanings as defined in this circular.

A notice convening the SGM to be held on Friday, 18 August 2017 at 10:30 a.m. at Board Room 6, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong is set out on pages 5 to 6 of this circular. A form of proxy for use at the SGM is also enclosed herewith. Whether or not you intend to attend the SGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or at any adjourned meeting should you so wish.

27 July 2017

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DEFINITIONS

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

“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“Change of Company Name”	the proposed change of the English name of the Company from “China Innovative Finance Group Limited” to “China Shandong Hi-Speed Financial Group Limited” and the adoption of “中國山東高速金融集團有限公司” as its secondary name in Chinese to replace its existing secondary name in Chinese “中國新金融集團有限公司”
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Company”	China Innovative Finance Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 July 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be held at Board Room 6, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 10:30 a.m. on Friday, 18 August 2017
“Share(s)”	ordinary share(s), currently with par value of HK\$0.00025 each, in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

In the event of any inconsistency, the English text of this circular and the accompanying form of proxy shall prevail over the Chinese text.



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)

Non-executive Director and Chairman

Mr. Li Hang

Executive Directors:

Ms. Cheng Yan (*Chief Executive*)

Mr. Wang Zhenjiang

Mr. Yau Wai Lung

Mr. Ma Chao

Non-executive Director:

Mr. Qiu Jianyang

Independent Non-executive Directors:

Mr. To Shing Chuen

Mr. Chung Yuk Lun

Mr. Cheung Wing Ping

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Head Office and Principal Place of

Business in Hong Kong:

Rooms 1405–1410, 14/F.

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

27 July 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 30 June 2017 in relation to the proposed Change of Company Name.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding the Change of Company Name and to give you notice of the SGM in order to enable you to make an informed decision as to whether to vote for or against the special resolution relating to the Change of Company Name.

(A) PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “China Innovative Finance Group Limited” to “China Shandong Hi-Speed Financial Group Limited” and adoption of “中國山東高速金融集團有限公司” as its secondary name in Chinese to replace its existing secondary name in Chinese “中國新金融集團有限公司”.

Conditions for the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the SGM; and
- (ii) the Registrar of Companies in Bermuda approving the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name. The Company will carry out all necessary registration and/or filing procedures with the Registrar of Companies in Bermuda and the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Board considers that the Change of Company Name will better reflect the current business focus of the Group and its direction of future development. The Board believes that the new English name and secondary name in Chinese of the Company will provide the Company with more defined corporate image and identity which will benefit the Company’s future business development. Therefore, the Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the holders of securities of the Company. The existing certificates of securities in issue bearing the present name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing certificates of securities will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of

LETTER FROM THE BOARD

securities for new certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, new certificates of securities will be issued only in the new name of the Company.

Further announcement(s) will be made by the Company to inform the Shareholders of the poll results of the SGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the securities of the Company on the Stock Exchange.

(B) SPECIAL GENERAL MEETING

A notice convening the SGM is set out on pages 5 to 6 of this circular. A form of proxy for use at the SGM is also enclosed herewith. Whether or not you intend to attend the SGM, you are urged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or at any adjourned meeting should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, the vote of the Shareholders will be taken by poll at the SGM except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

(C) RECOMMENDATION

The Directors consider that the proposal described in this circular relating to Change of Company Name is in the interest of the Company and the Shareholders as a whole. The Directors therefore recommend you to vote in favour of the resolution at the SGM.

By order of the Board
China Innovative Finance Group Limited
Li Hang
Chairman



CHINA INNOVATIVE FINANCE GROUP LIMITED

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NOTICE IS HEREBY GIVEN that the 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 on Friday, 18 August 2017 at 10:30 a.m. for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the English name of the Company be changed from “China Innovative Finance Group Limited” to “China Shandong Hi-Speed Financial Group Limited” and “中國山東高速金融集團有限公司” be adopted as the Company’s secondary name in Chinese to replace the existing secondary name in Chinese “中國新金融集團有限公司” and that any Director of the Company be and is hereby authorized for and on behalf of the Company to do all such acts, deeds and things and to sign, seal and execute and deliver all such documents as he/she may, in his/her absolute discretion, deem fit in order to effect and implement such change of name, and that any matters that have been done on or before the date of this resolution in connection with the transactions contemplated under this resolution be and are hereby ratified, confirmed and approved.”

By order of the Board
China Innovative Finance Group Limited
Li Hang
Chairman

Hong Kong, 27 July 2017

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxy or proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited 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 together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

NOTICE OF SPECIAL GENERAL MEETING

- (2) In case of joint holders of a share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he was solely entitled thereto. However, if more than one of such joint holders are present at the meeting personally or by proxy, that one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
- (3) Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should you so wish, and in such an event, the form of proxy shall be deemed to be revoked.
- (4) The register of members will be closed from Tuesday, 15 August 2017 to Friday, 18 August 2017, both days inclusive, during which period no transfer of shares will be registered. In order to determine the entitlement to attend and vote at the SGM, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 14 August 2017.
- (5) Save for resolutions approving the procedural and administrative matters, any voting of the meeting should be taken by poll.
- (6) If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 7:30 a.m. on the date of the meeting, then the meeting will be postponed. The Company will post an announcement on the website of the Company at (www.cifg.com.hk) and HKExnews website (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

- (7) 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.