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ASIA INVESTMENT FINANCE GROUP LIMITED

亞投金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0033)

VOLUNTARY ANNOUNCEMENT COOPERATIVE AGREEMENT

The announcement is made by the Company on voluntary basis.

The board of directors (the “**Board**”) of Asia Investment Finance Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that on 16 October 2017, AIF Energy and Resources Investments Limited (“**AIFER**”), a wholly-owned subsidiary of the Company, entered into a cooperative agreement (the “**Cooperative Agreement**”) with 德威控股集團有限公司 (transliterated as DeWe Holding Group Limited) (“**DWG**”) and Mr. 李曉鵬 (transliterated as Li Xiaopeng) (“**Mr. Li**”) in relation to investments in the field of new energy.

To the best of the Board’s knowledge, information and belief, and having made all reasonable enquiries, DWG, Mr. Li and the ultimate beneficial owner(s) of DWG are third parties independent of and not connected with the Company and its connected persons (as defined in The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).)

Pursuant to the Cooperative Agreement, AIFER and DWG/Mr. Li intend to establish a joint venture company in Hong Kong (the “**HK JV Company**”) to jointly invest in new energy projects. The HK JV Company will be held as to 51% by AIFER and 49% by DWG/Mr. Li. On 31 August 2017, DWG has entered into a joint venture agreement (the “**JV Agreement**”) with a well-established German company (the “**German Partner**”) for new energy solutions to form a joint venture company in Germany as to invest in solutions of fuel cell energy, high efficiency motor and powertrain system. Pursuant to the Cooperative Agreement, DWG agreed and undertook to exclusively transfer all its rights and obligations under the JV Agreement to the HK JV Company. Upon the entering into of the Cooperative Agreement, the Company shall pay a refundable deposit of €500,000 (the “**Refundable Deposit**”) to the German Partner on behalf of DWG under the instruction of DWG and Mr. Li. DWG and Mr. Li shall provide guarantee to the Refundable Deposit paid by AIFER. Within seven working days subsequent to the entering into of the Cooperative Agreement

and the incorporation of the HK JV Company, DWG shall procure to arrange the transfer of its rights and obligations under the JV Agreement from itself to the HK JV Company (the “**Transfer**”).

DWG and Mr. Li shall ensure the Refundable Deposit to be refunded within seven workings days (or such other date AIFER may agree) if the following conditions cannot be fulfilled:

- (1) the incorporation of HK JV Company by AIFER and DWG/Mr. Li on/before 31 October 2017 (or such other date AIFER may agree); and
- (2) the Transfer to be procured by DWG and Mr. Li on/before 10 November 2017 (or such other date AIFER may agree).

DWG and Mr. Li mutually undertook to AIFER that the JV Agreement remains valid upon the entering into of the Cooperative Agreement and the Transfer.

Upon fulfilment of the above conditions, the Refundable Deposit shall be applied as the share capital of the HK JV Company to be paid by AIFER.

REASONS FOR AND BENEFITS OF THE COOPERATIVE AGREEMENT

The Group is currently principally engaged in stockbroking, investment and asset management, money lending, credit guarantee and trading related businesses.

As mentioned in the interim report of the Company for the six months ended 30 June 2017, the Group is confident in the future about the financial markets and business development, particularly in those countries and regions within the scope of the “Belt and Road” policy, which are full of emerging opportunities. While its securities brokerage and asset management businesses have commenced full operation, the Group has been looking for investment projects with potential and new business opportunities in countries and regions within the scope of the “Belt and Road” policy by utilising its financial platform.

In light of the above recent business development, the Group is optimistic about investments in the new energy business of fuel cell energy solutions and consider new energy solutions as a crucial segment for its investment under the “Belt and Road” policy. Accordingly, the Directors consider that the terms of the Cooperative Agreement are fair and reasonable and that the entering into of the Cooperative Agreement is in the interest of the Company and shareholders of the Company as a whole.

The Group, DWG and Mr. Li will continually endeavor to explore opportunities in this field of new energy with different means of cooperation and financing methods.

GENERAL

The Board wishes to emphasise that the definitive terms of formation of the HK JV Company and the Transfer are still subject to negotiations and finalisation. In the event any definitive agreement is entered into, the Company will comply with the requirements of the Listing Rules in respect thereof and make further announcements(s) as and when appropriate. Shareholders and potential investors of the Company should and are reminded to exercise caution when dealing in the shares of the Company.

By Order of the Board
Asia Investment Finance Group Limited
Mr. Wei Jiafu
Executive Director

Hong Kong, 16 October 2017

As at the date of this announcement, the Board comprises three Executive Directors, namely Ms. Cheung Kwan, Mr. Wei Jiafu, and Mr. Wong Kwong Sum; one Non-executive Director, Ms. Wang Angel Yunxiao; and four Independent Non-executive Directors, namely Mr. Anthony Espina, Mr. Wong Tin Yau, Kelvin, Mr. Ho Chun Chung, Patrick and Mr. Ge Ming.