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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: 00033)

**(1) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 20 MARCH 2018; AND
(2) RETIREMENT OF DIRECTOR**

The Board wishes to announce that save for Resolution 3(a), all resolutions proposed at the EGM were duly passed by the Shareholders by way of poll at the EGM held on 20 March 2018.

As Resolution No. 3(a) was not passed by Shareholders by way of poll at the EGM, Ms. Wang Angel Yunxiao retired as a non-executive Director and co-chairperson of the Board at the conclusion of the EGM on 20 March 2018.

Reference is made to the circular (the “**Circular**”) of Asia Investment Finance Group Limited (the “**Company**”) dated 28 February 2018 in relation to the extraordinary general meeting of the Company (the “**EGM**”) held on 20 March 2018. Capitalised terms used herein shall have the same meaning as those defined in the Circular unless the context requires otherwise.

The Board wishes to announce that save for Resolution 3(a) (as defined below), all resolutions proposed at the EGM were duly passed by the Shareholders by way of poll at the EGM.

POLL RESULTS

The full text of the resolutions is set out in the notice of EGM dated 28 February 2018. The poll results in respect of the resolutions proposed at the EGM are as follows:

Ordinary Resolutions		No. of votes and percentage based on total no. of votes cast at the EGM in person or by proxy (%)		Total no. of votes cast at the EGM in person or by proxy
		For	Against	
1	To approve the deed of variation dated 10 January 2018 (the “ Deed of Variation ”) entered into between the Company and Internet Finance Investment Co. Ltd. (“ Internet Finance ”), in relation to the proposed alteration of certain terms and conditions of the outstanding zero coupon convertible bonds in the aggregate principal amount of HK\$100,000,000 due on 18 February 2018 (the “ Convertible Bonds ”), and to grant the directors of the Company a specific mandate to allot, issue and otherwise deal with shares of the Company that may be issued pursuant to the alteration to the terms and conditions of the Convertible Bonds, and to authorise any one Director to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of such Director, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Deed of Variation and to agree to such variation, amendments or waiver of matters relating thereto. (“ Resolution 1 ”)	848,124,540 (99.99%)	12,000 (0.01%)	848,136,540
As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed.				

Ordinary Resolutions		No. of votes and percentage based on total no. of votes cast at the EGM in person or by proxy (%)		Total no. of votes cast at the EGM in person or by proxy
		For	Against	
2	To confirm, approve and ratify the grant of 250,000,000 share options to Ms. Cheung Kwan (“ Ms. Cheung ”) pursuant to the share option scheme of the Company adopted on 26 June 2017 entitling Ms. Cheung to subscribe for 250,000,000 shares of the Company at an exercise price of HK\$0.15 per share (the “ Share Options ”) and the transactions contemplated thereunder; and authorise any one director of the Company to do any act or thing and to sign, seal, execute and/or deliver any document for and on behalf of the Company as may be necessary, desirable, or expedient in connection with the grant of the Share Options to Ms. Cheung and the transactions thereunder. (“ Resolution 2 ”)	835,050,540 (98.46%)	13,086,000 (1.54%)	848,136,540
As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed.				
3	(a) To re-elect Ms. Wang Angel Yunxiao (“ Ms. Wang ”) as a non-executive Director. (“ Resolution 3(a) ”)	71,908,540 (8.48%)	776,228,000 (91.52%)	848,136,540
As more than 50% of the votes were cast against the resolution, the resolution was not passed as an ordinary resolution.				
	(b) To re-elect Mr. Liu Hu as an executive Director. (“ Resolution 3(b) ”)	848,136,540 (100%)	0 (0%)	848,136,540
As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed.				

As at the date of the EGM, the issued shares of the Company was 9,327,172,000 Shares.

In respect of Resolution 1, the Bondholder, Ms. Cheung and their respective associates (which held in aggregate of 2,450,000,000 Shares as at the date of the EGM representing approximately 26.27% of the issued share capital of the Company) were required to and had so abstained from voting on Resolution 1. Accordingly, (i) there were a total of 6,877,172,000 Shares, representing approximately 73.73% of the issued share capital of the Company, entitling holders thereof to attend and vote on Resolution 1; (ii) there were nil Shares entitling holders thereof to attend and abstain from voting in favour on Resolution 1

as set out in Rule 13.40 of the Listing Rules; and (iii) save for the Bondholder, Ms. Cheung and their respective associates, none of the Shareholders were required to abstain from voting on Resolution 1 at the EGM.

In respect of Resolution 2, Ms. Cheung, her associates, Internet Finance (in the capacity of a company controlled by Ms. Cheung) and all core connected persons of the Company were required to and had so abstained from voting in favour of Resolution 2. Ms. Cheung's interest in the Company (by way of beneficial owner and through controlled corporation) amounted 2,450,000,000 Shares as at the date of the EGM (representing approximately 26.27% of the issued share capital of the Company) and other core connected persons of the Company does not hold any Share. Accordingly, (i) there were a total of 9,327,172,000 Shares, representing 100% of the issued share capital of the Company, entitling holders thereof to attend and vote on Resolution 2; (ii) there were 2,450,000,000 Shares entitling holders thereof to attend and abstain from voting in favour on Resolution 2 as set out in Rule 13.40 of the Listing Rules; and (iii) none of the Shareholders were required to abstain from voting on Resolution 2 at the EGM.

In respect of Resolutions 3(a) and 3(b), (i) there were a total of 9,327,172,000 Shares, representing 100% of the issued share capital of the Company, entitling holders thereof to attend and vote on Resolutions 3(a) and 3(b); (ii) there were nil Shares entitling holders thereof to attend and abstain from voting in favour on Resolutions 3(a) and 3(b) as set out in Rule 13.40 of the Listing Rules; and (iii) none of the Shareholders were required to abstain from voting on Resolutions 3(a) and 3(b) at the EGM.

There was no party who had stated his/her/its intention in the Circular to vote against any of the Resolutions or to abstain from voting at the EGM.

Tricor Investor Services Limited, the Company's Branch Share Registrar in Hong Kong, acted as the scrutineer for the poll at the EGM.

RETIREMENT OF DIRECTOR

As set out above, Ms. Wang was not re-elected at the EGM as a non-executive Director and thus retired as a non-executive Director and co-chairperson of the Board at the conclusion of the EGM on 20 March 2018.

The Board is not aware of any disagreement with Ms. Wang nor any matters relating to Ms. Wang's retirement that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude to Ms. Wang for her contribution to the Company during her tenure of office.

By order of the Board
Asia Investment Finance Group Limited
Wei Jiafu
Executive Director

Hong Kong, 20 March 2018

As at the date of this announcement, the Board comprises four executive Directors, namely Ms. Cheung Kwan, Mr. Wei Jiafu, Mr. Liu Hu and Mr. Wong Kwong Sum; and three independent non-executive Directors, namely Mr. Anthony Espina, Mr. Ho Chun Chung, Patrick and Mr. Ge Ming.