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ASIA INVESTMENT FINANCE GROUP LIMITED

亞投金融集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 33)

**INSIDE INFORMATION
ADJUSTMENTS TO TARGET COMPANY AND
THE NUMBER OF TARGET SHARES AND
FURTHER EXTENSION OF LONG STOP DATE OF
FRAMEWORK AGREEMENT
IN RELATION TO PROPOSED ACQUISITION**

This announcement is made by Asia Investment Finance Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

References are made to the announcements of the Company dated 15 March 2017, 26 July 2017 and 31 October 2017 in relation to, among others, the Proposed Acquisition (the “**Announcements**”). Terms used herein shall have the same meaning as those defined in the Announcements unless otherwise specified.

ADJUSTMENTS TO TARGET COMPANY AND THE NUMBER OF TARGET SHARES AND FURTHER EXTENSION OF LONG STOP DATE OF PROPOSED ACQUISITION

As disclosed in the Announcements, B&R Security International Company Limited (“**B&R**”), being a wholly-owned subsidiary of the Company, 北京德威保安服務有限公司 (Beijing DeWe Security Services Co., Limited*) (the “**Vendor**”) and 德威控股集團有限公司 (DeWe Holding Group Limited*) (the “**Guarantor**”) entered into the Framework Agreement on 15 March 2017 (as amended by the side letter entered into among B&R, the Vendor and the Guarantor on 26 July 2017 (the “**1st Side Letter**”) and the side letter entered into on 31 October 2017 (the “**2nd Side Letter**”)) in relation to the Proposed Acquisition. The Framework Agreement became effective on the date of the Framework Agreement and shall terminate and be of no legal force and effect on (whichever is earlier) (i) the date of the Formal Agreement; (ii) the date on which B&R is to give a written notice to the Vendor and the Guarantor for the termination of the Framework Agreement; or (iii) 30 November 2017 (the “**Long Stop Date**”) or such later date as may be agreed by B&R, the Vendor and the Guarantor. As provided in the Framework Agreement, the 1st Side Letter and the 2nd Side Letter, the Framework Agreement shall lapse and cease to have any effect after 30 November 2017.

Upon further discussion and negotiation among B&R, the Vendor and the Guarantor recently, a new side letter (the “**3rd Side Letter**”) was entered into among B&R, the Vendor and the Guarantor on 5 September 2018 (after trading hours), pursuant to which:

1. The Target Company shall be changed from Hong Kong DeWe Security Services Co., Limited to the following companies under the Vendor’s group:
 - a. International Security Net Co., Limited (the “**Target A**”), a company established in the Hong Kong Special Administrative Region with limited liabilities, which is principally engaged in the provision of globally leading public security training services and overseas on-site public security management services to clients which mainly comprise China Petroleum & Chemical Corporation and GCL-Poly Energy Holdings Limited, and serves as an overseas public security service provider for their overseas projects and constantly provides other Chinese-funded enterprises with comprehensive overseas integrated security services;

- b. 北京德威鼎紅教育投資有限公司 (Beijing DeWe Dinghong Education Investment Co., Ltd.*) (the “**Target B**”), a company established in the People’s Republic of China with limited liabilities, which is a professional institution focused on the provision of “Overseas Security Risks Prevention” training, consultation and information services to Chinese-funded enterprises and Chinese citizens, and has already provided relevant professional trainings to over 80 Chinese-funded enterprises and over 90 thousand people; and
 - c. 德威可信 (北京) 科技有限公司 (DeWe Kexin (Beijing) Technology Co., Ltd.*) (the “**Target C**”), a company established in the People’s Republic of China with limited liabilities, which is a leading supplier in the industry in respect of comprehensive solutions for mobile security products, and provides comprehensive solutions for information security to Public Security Bureau, legal authorities and large-scale enterprises.
2. The number of Target Shares shall be changed to:
 - a. 100% shares of Target A;
 - b. 100% shares of Target B; and
 - c. 100% shares of Target C.
 3. The Long Stop Date shall be extended to 31 October 2018 (or such other date as may be agreed by B&R, the Vendor and the Guarantor).

Save for the aforesaid adjustments to the Target Company and the number of Target Shares and the further extension of the Long Stop Date, all other terms and conditions of the Framework Agreement shall remain unchanged and continue to be in full force and effect.

By Order of the Board
Asia Investment Finance Group Limited
Ling Zack Xiange
Executive Director

Hong Kong, 5 September 2018

As at the date of this announcement, the Board comprises three executive Directors, namely Ms. Cheung Kwan, Mr. Ling Zack Xiange and Mr. Liu Hu; one non-executive Director, Mr. Wang Dayong; and three independent non-executive Directors, namely Mr. Anthony Espina, Mr. Ho Chun Chung, Patrick and Mr. Ge Ming.

* For identification purposes only