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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: 33)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Asia Investment Finance Group Limited (the “**Company**”) will be held at Unit 3201, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on 23 May 2019 at 4:30 p.m. to consider and, if thought fit, to pass with or without amendments, the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT**

- (1) subject to and conditional upon (i) approval from the Grand Court of the Cayman Islands (“**Court**”) of the Capital Reduction (as defined below); (ii) registration by the Registrar of Companies of Cayman Islands of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Law of Cayman Islands in respect of the Capital Reduction (as defined below) and compliance with any conditions the Court may impose; and (iii) the Listing Committee of The Hong Kong Stock Exchange Limited granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below), upon the date on which the aforesaid conditions are fulfilled:
 - (a) the par value of each issued existing share of HK\$0.10 in the share capital of the Company be reduced to HK\$0.0001 (each a “**New Share**”) by cancelling paid-up capital to the extent of HK\$0.0999 on each issued existing share (“**Capital Reduction**”) and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital thereby cancelled be made available for issue of new shares of the Company;

- (b) immediately following the Capital Reduction becoming effective, each of the then authorized but unissued existing shares of HK\$0.10 each in the capital of the Company be sub-divided into 1,000 New Shares of HK\$0.0001 each (“**Sub-division**”);
 - (c) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be utilised by the directors (“**Directors**”) of the Company in accordance with the articles of association of the Company and all applicable laws, including, without limitation, eliminating or setting off the accumulated losses of the Company from time to time;
 - (d) immediately following the Capital Reduction and Sub-division becoming effective, every ten (10) issued and unissued New Shares of HK\$0.0001 each in the share capital of the Company be consolidated into one (1) share of HK\$0.001 each (each a “**Consolidated Share**”) so that the authorised share capital of the Company shall be HK\$10,000,000,000 divided into 10,000,000,000,000 Consolidated Shares of HK\$0.001 each, and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company; and
- (2) the Directors be and are hereby authorised to do all such acts, deeds and things and execute all such documents (including under seal where appropriate) and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

By order of the Board
Asia Investment Finance Group Limited
Cheung Kwan
Chairlady and Executive Director

Hong Kong, 29 April 2019

Registered Office:

P.O. Box 309
Ugland House
South Church Street
George Town
Grand Cayman, KY1-1104
Cayman Islands

Principal Place of Business in

Hong Kong:
Unit 3201, 32/F.
Bank of America Tower
12 Harcourt Road, Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or materially certified copy of such powers of attorney or authority, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting.
3. A form of proxy for use at the EGM is enclosed. Whether or not you propose to attend the EGM in person, you are strongly advised to complete and sign the form of proxy in accordance with the instructions printed on it and then deposit with the Company's branch share registrar and transfer office in Hong Kong as indicated above. Returning the completed form of proxy will not preclude you from attending the EGM and voting in person if you so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.
4. If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares.
5. A shareholder holding more than one share entitled to attend and vote at the EGM need not cast the votes in respect of such shares in the same way on any resolution and therefore may vote a share or some or all such shares either for or against a resolution and/or abstain from voting a share or some or all of the shares and, subject to the terms of the instrument appointing any proxy, a proxy appointed under one or more instruments may vote a share or some or all of the shares in respect of which he is appointed either for or against a resolution and/or abstain from voting.

6. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 20 May 2019 to Thursday, 23 May 2019 both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the SGM, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 17 May 2019.

As at the date of this notice, the executive Directors of the Company are Ms. Cheung Kwan (Chairlady), Mr. Sun Yu, Mr. Liu Hu and Ms. Zhao Hong Mei; the non-executive Directors of the Company are Mr. Wang Dayong and Mr. Li Xin; the independent non-executive Directors of the Company are Mr. Anthony Espina, Ms. Jin Xin, and Mr. Wang Jun Sheng.