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If you have sold all your shares in China Fortune Investments (Holding) Limited, you should at once hand this circular and the accompanied proxy form to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.



中國幸福投資(控股)有限公司
China Fortune Investments (Holding) Limited

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8116)

**GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE ITS OWN SHARES
RE-ELECTION OF DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen's Road Central, Hong Kong on 5 May 2021 at 11:00 a.m., is set out on pages 14 to 18 of this circular. Whether or not you propose to attend the meeting, you are advised to complete the form of proxy attached to the notice of the annual general meeting in accordance with the instructions printed thereon and return the same to the Company's share registrar, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

31 March 2021

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on the GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on the GEM.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM:

- (1) Compulsory temperature screening/checks will be carried out on every attendee at the main entrance of the AGM venue. Any person with a body temperature above 37.4 Celsius may be denied entry into the AGM venue and be requested to leave the AGM venue.
- (2) Every attendee will be required to wear a surgical face mask throughout the AGM and sit at a distance from other attendees.
- (3) No refreshments or drinks will be served or arranged to be taken away, and there will be no corporate gift.
- (4) Each attendee may be asked whether (a) he/she travels outside of Hong Kong with the 14-day period immediately before the AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the AGM venue and be requested to leave the AGM venue.

Attendees who do not comply with the precautionary measures referred to in (1) and (2) above may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms before the prescribed time, instead of attending the AGM in person.

TABLE OF CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING	ii
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS ..	7
APPENDIX II – EXPLANATORY STATEMENT	10
NOTICE OF ANNUAL GENERAL MEETING	14

DEFINITIONS

In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:

“2020 Annual Report”	the audited financial statements and the reports of the Directors and auditor of the Company for the year ended 31 December 2020;
“AGM”	an annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong, on 5 May 2021 at 11:00 a.m.;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	China Fortune Investments (Holding) Limited;
“Directors”	the directors of the Company and each a “Director”;
“GEM”	GEM operated by the Stock Exchange;
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administration Region of the People’s Republic of China;
“Latest Practicable Date”	29 March 2021, being the latest practicable date prior to the printing of this circular;
“New Issue Mandate”	the general and unconditional mandate to allot and issue Shares not exceeding 20% of the aggregate number of the issued Shares of the Company as at the date of passing of the resolution approving the New Issue Mandate;
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of issued Shares of the Company as at the date of passing of the resolution approving the Repurchase Mandate;

DEFINITIONS

“Share(s)”	share(s) of nominal value of HK\$0.005 each in the share capital of the Company;
“Shareholders”	registered holders of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Code on Takeovers and Mergers as amended from time to time.

LETTER FROM THE BOARD



中國幸福投資(控股)有限公司
China Fortune Investments (Holding) Limited

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8116)

Executive Directors:

Cheng Wing Tsan (*Chairman*)
Zhou Dengchao
Pan Xuemei
Cheng Chun Tak
Stephen William Frostick
Wong Chi Ho

Non-executive Director:

Huang Shenglan

Independent non-executive Directors:

Chang Jun
Xu Jingan
Chan Kim Fai

Registered office:

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head Office and Principal place of
business in Hong Kong:*

Shops 212-213, 2nd Floor,
Shun Tak Centre,
168-200 Connaught Road Central,
Hong Kong

31 March 2021

To Shareholders of the Company

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE ITS OWN SHARES
RE-ELECTION OF DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the proposed new general mandates to issue and allot Shares, (ii) the proposed new general mandate to repurchase Shares and (iii) re-election of directors, details of which are provided herewith as follows, and to give you notice of the AGM and seek your approval of the resolutions relating to these matters at the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 86(3), any Director as appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Cheng Wing Tsan, Mr. Zhou Dengchao, Ms. Pan Xuemei and Mr. Chan Kim Fai shall retire at the AGM and being eligible, offer themselves for re-election.

In accordance with Article 87(1) of the Articles of Association, at each annual general meeting one-third of the Directors (including the chairman of the Board) for the time being (or if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation. Accordingly, Mr. Cheng Chun Tak and Mr. Stephen William Frostick shall retire at the AGM and being eligible, offer themselves for re-election.

A brief biographical details of the retiring Directors are set out in Appendix I to this circular.

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

An ordinary resolution will be proposed at the AGM to grant to the Directors the New Issue Mandate. The Shares which may be allotted and issued pursuant to the New Issue Mandate is limited to a maximum of 20% of the aggregate number of issued Shares of the Company as at the date of passing of the resolution approving the New Issue Mandate. As at the Latest Practicable Date, the total number of issued Shares of the Company was 3,031,101,766 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 606,220,353 Shares. In addition, another ordinary resolution will be proposed that the New Issue Mandate be extended so that the Directors of the Company be given a general mandate to issue further Shares in the Company equal to the aggregate number of the Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

Another ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the aggregate number of issued Shares of the Company as at the date of passing of the resolution approving the Repurchase Mandate. As at the Latest Practicable Date, the total number of issued Shares of the Company was 3,031,101,766 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 303,110,176 Shares.

EXPLANATORY STATEMENT

An explanatory statement containing information relating to the Repurchase Mandate, as required by Rule 13.08 of the GEM Listing Rules, is set out in the Appendix II to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

THE AGM

A notice convening the AGM is set out on pages 14 to 18 of this circular.

The resolutions for the New Issue Mandate, the Repurchase Mandate and re-election of Directors will be proposed at the AGM for your consideration and approval. All resolutions proposed at the AGM will be voted on by poll. A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

RECOMMENDATION

The Directors consider that the New Issue Mandate, the Repurchase Mandate and the re-election of Directors referred to in this circular are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the relevant resolutions proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,

On behalf of the Board

CHINA FORTUNE INVESTMENTS (HOLDING) LIMITED

Cheng Wing Tsan

Chairman

APPENDIX I BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:-

EXECUTIVE DIRECTORS

Mr. Cheng Wing Tsan, aged 59, holds a Bachelor's Degree in Financial Administration from the University of New England in Australia. Mr. Cheng was an Associate of the Hong Kong Society of Accountants and an Associate of the Australian Society of Certified Practising Accountants. Mr. Cheng has over 28 years' experience in financial management and also has experience as a company secretary of listed companies. Mr. Cheng was executive director of IIN International Limited (now known as China Geothermal Industry Development Group Limited) (Stock code: 08128), a company listed on GEM, from August 2001 – March 2003; chief financial officer and company secretary of Goldin Properties Holdings Limited (Stock code: 00283), a company previously listed on Main Board of the Stock Exchange, from February 2006 – December 2008; and qualified accountant and company secretary of Goldin Financial Holdings Limited (Stock code: 00530), a company listed on Main Board of the Stock Exchange, from December 2008 – October 2010. Mr. Cheng is the chairman of the Board.

Mr. Zhou Dengchao, aged 46, graduated from Wuhan University of Technology with a major in accountancy. Mr. Zhou has over 20 years' experience in financial management. Mr. Zhou had worked in the group of Goldin Properties Holdings Limited (Stock code: 00283), a company previously listed on Main Board of the Stock Exchange; and was executive director of Goldin Financial Holdings Limited (Stock code: 00530), a company listed on Main Board of the Stock Exchange, from December 2008 – March 2016.

Ms. Pan Xuemei, aged 45, studied at London College of Accountancy and Finance with a major in accountancy. Ms. Pan has over 12 years' accounting and auditing working experience and worked as financial controller and finance manager in various companies and professional accounting firm prior to joining the Company. Ms. Pan was an audit assistant manager of KPMG Huazhen LLP from August 2008 – December 2010; finance manager of Jiangxi Saiwei LDK Solar Technology Limited (江西賽維LDK太陽能高科技有限公司) from June 2011 – December 2011; and financial controller of Shanghai Xiangyuan Enterprise Management Consultancy Limited (上海香緣企業管理諮詢有限公司) from January 2012 – March 2018. Ms. Pan is the cousin (堂妹) of Mr. Pan Xiaodong, a former Director of the Company.

Mr. Cheng Chun Tak, aged 58, was graduated from Xidian University (formerly known as Xi Bei Institute of Telecommunications Engineering (西北電訊工程學院)) and a Master Degree in Engineering (Computer Science) from Institute of Microelectronics of Shangxi (陝西微電子學研究所). Mr. Cheng has extensive experience in the sales and customer services of communication industry in which he has over 25 years of experience in sales and customer services.

APPENDIX I BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS

Mr. Stephen William Frostick, aged 71, obtained a Juris Doctorate at Old College of Law, Nevada, United States in 1984, a Master of Public Administration and a Bachelor of Science in Business Administration at the University of Nevada, Las Vegas, United States in 1976 and 1974 respectively. Mr. Frostick has over 40 years of experience in leading capacities in the State Government of Nevada, United States, large corporation and international consulting organisations. Mr. Frostick is well experienced in strategic planning, operational management and organizational development hand has about 40 years of senior management experience. He joined the Group in 2007.

Each of the above retiring executive Directors has entered into a service agreement with the Company for a term of three years, which shall be terminated by either party giving not less than 1 month's notice in writing to the other party and is entitled a monthly remuneration of HK\$10,000, which is determined upon negotiation at arm's length negotiation on the basis of the previous experience, qualification, responsibility prevailing market conditions and profitabilities of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chan Kim Fai, aged 61, holds a bachelor's degree in science from The Chinese University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and CPA Australia.

Mr. Chan is currently an independent non-executive director of each of EGL Holdings Company Limited (stock code: 6882), Magnificent Hotel Investments Limited (stock code: 201), Shun Ho Property Investments Limited (stock code: 219) and Shun Ho Holdings Limited (stock code: 253) (all these companies are listed on the Main Board of the Stock Exchange). Mr. Chan has served as the sole proprietor of Ivan Chan & Co, CPA since 2001. He is a member of each of the audit committee, remuneration committee and nomination committee of the Board.

Mr. Chan has entered into a service agreement with the Company for a term of three years, which shall be terminated by either party giving not less than 1 month's notice in writing to the other party and is entitled a monthly remuneration of HK\$5,000, which is determined upon negotiation at arm's length negotiation on the basis of the previous experience, qualification, responsibility prevailing market conditions.

APPENDIX I BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS

Save as disclosed herein, each of the retiring Directors proposed for the re-election:

- (a) does not hold any other directorship in listed public companies in the last three years;
- (b) does not have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO; and
- (c) does not hold any other positions with the Company or any of its subsidiaries nor does he/her has any other relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company.

In addition, there are no other matters that need to be brought to the attention of the Shareholders nor is there other information required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules in respect of each of the retiring Directors proposed to be re-elected at the AGM.

The following is the explanatory statement required to be sent to shareholders pursuant to Rule 13.08 of the GEM Listing Rules in connection with the proposed Repurchase Mandate which, if approved, would authorize the Directors to repurchase the Shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,031,101,766 Shares.

Subject to the passing of the ordinary resolution number 5 set out in the notice of the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 303,110,176 Shares during the course of the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders general meeting, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from Shareholders to enable the Directors to repurchase Shares of the Company in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the 2019 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate of the Company.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquires, any of their respective close associates (as defined in the GEM Listing Rules) has notified the Company of any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the GEM during each of the calendar months since April 2020 were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	Suspended	Suspended
May	Suspended	Suspended
June	Suspended	Suspended
July	Suspended	Suspended
August	Suspended	Suspended
September	Suspended	Suspended
October	Suspended	Suspended
November	Suspended	Suspended
December	Suspended	Suspended
2021		
January	Suspended	Suspended
February	Suspended	Suspended
March (up to Latest Practicable Date)	Suspended	Suspended

7. SHARES PURCHASE MADE BY THE COMPANY

No purchases of Shares have been made by the Company (whether on the GEM or otherwise) during the six months preceding the Latest Practicable Date.

8. THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Glory Wealth Development Holding Ltd is the only substantial Shareholder of the Company holding 26.31% of the total number of issued Shares of the Company. If the Repurchase Mandate is exercised in full, the shareholding of Glory Wealth Development Holding Ltd will be increased to 29.24%. It will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Currently, the Directors have no intention to exercise the powers of the Company to make any repurchases of the Shares of the Company. In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will result in the amount of Shares held by the public being reduced to less than 25%, the minimum prescribed percentage for the Shares to be held by the public after listing of the Shares on the GEM.

9. CORE CONNECTED PERSON

No core connected person (as defined in the GEM Listing Rules) has notified the Company that it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



中國幸福投資(控股)有限公司 China Fortune Investments (Holding) Limited

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8116)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of China Fortune Investments (Holding) Limited (the “Company”) will be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on 5 May 2021 at 11:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. to receive and consider the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and the auditor of the Company for the year ended 31 December 2020;
2. (A) (i) To re-elect Mr. Cheng Wing Tsan as executive Director.
(ii) To re-elect Mr. Zhou Dengchao as executive Director.
(iii) To re-elect Ms. Pan Xuemei as executive Director.
(iv) To re-elect Mr. Cheng Chun Tak as executive Director.
(v) To re-elect Mr. Stephen William Frostick as executive Director.
(vi) To re-elect Mr. Chan Kim Fai as independent non-executive Director.
- (B) to authorize the board of Directors to fix the Directors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

3. to re-appoint Elite Partners CPA Limited as auditor of the Company and authorize the Board to fix its remuneration;

4. **“THAT:**

(a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot and issue additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of warrants to subscribe for shares of the Company or the exercise of options granted under any ordinary share option scheme adopted by the Company, or (iii) an issue of shares of the Company in lieu of whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company (the “Articles of Association”), shall not exceed 20% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and this approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (3) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Company or the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong);

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its shares on GEM or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in connection with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on GEM or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of Cayman Islands, to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution”;
6. “**THAT** conditional upon resolutions Nos. 4 and 5 set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot and issue shares pursuant to resolution No. 4 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of the shares which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 5 set out in the notice convening this meeting, provided that such an amount shall not exceed 10 per cent of the aggregate number of issued shares of the Company as at the date of the passing of this resolution.”

By order of the Board of
CHINA FORTUNE INVESTMENTS (HOLDING) LIMITED
Cheng Wing Tsan
Chairman

Hong Kong, 31 March 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a person or persons as his proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.
4. An explanatory statement containing further details regarding ordinary resolution no. 5 above is set out in the appendix to the circular of the Company of which this notice forms part.
5. In order to qualify for attending and voting at the annual general meeting, all share transfers accompanied by the relevant share certificate must be lodged with the Company's branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 28 April 2021 for such purpose. The register of members of the Company will be closed from Thursday, 29 April 2021 to Wednesday, 5 May 2021, both days inclusive, during which no transfer of shares will be effected.

As at the date of this notice, the Board comprises six executive Directors, namely, Mr. Cheng Wing Tsan, Mr. Zhou Dengchao, Ms. Pan Xuemei, Mr. Cheng Chun Tak, Mr. Stephen William Frostick and Mr. Wong Chi Ho, one non-executive Director, namely Mr. Huang Shenglan and three independent non-executive Directors, namely Mr. Chang Jun, Mr. Xu Jingan and Mr. Chan Kim Fai.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for 7 days from the date of its posting and on the website of the Company.