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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold and/or transferred all your shares in China Innovation Investment Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CHINA INNOVATION INVESTMENT LIMITED

中國創新投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1217)

PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, PROPOSED RE-ELECTION OF DIRECTORS, PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of China Innovation Investment Limited (“the Company”) to be held at 26/F, No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on Wednesday, 21 June 2017 at 11:00 a.m. (“Annual General Meeting”) is set out in Appendix III to this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or at any adjourned meeting thereof (as the case may be) should you so desire.

18 May 2017

DEFINITIONS

In this circular, the following expressions have the following meaning unless the context requires otherwise,

“AGM”	the annual general meeting of the Company to be held at 26/F, No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on 21 June 2017 at 11:00 a.m., a notice of which is set out in Appendix III to this circular
“Articles”	the articles of association of the Company
“Board”	the board of directors of the Company
“Company”	CHINA INNOVATION INVESTMENT LIMITED 中國創新投資有限公司, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“Company Law”	the Companies Law of the Cayman Islands for the time being in force
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	15 May 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange
“Memorandum”	the memorandum of association of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, Macau Special Administration Region of the People’s Republic of China and Taiwan
“Registrar”	Union Registrars Limited, the branch share registrar of the Company in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



CHINA INNOVATION INVESTMENT LIMITED

中國創新投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1217)

Executive Directors:

Mr. Xiang Xin (*Chairman and Chief Executive Officer*)
Mr. Chan Cheong Yee

Independent non-executive Directors:

Mr. Wang Xin David
Mr. Zang Hong Liang
Mr. Lee Wing Hang

Alternate director:

Ms. Kung Ching

Registered office:

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

Principal place of business:

26/F
No. 9 Des Voeux Road West
Sheung Wan
Hong Kong

18 May 2017

Dear Shareholder(s),

**PROPOSED GENERAL MANDATES TO
REPURCHASE AND ISSUE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to (i) the proposed general mandates to repurchase and issue Shares, the extension of the general mandate to issue Shares; (ii) the proposed re-election of Directors; (iii) the proposed increase in authorised share capital; and (iv) to give you the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the last annual general meeting of the Company held on 13 May 2016, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the forthcoming AGM. At the AGM, an ordinary resolution will be proposed to grant a general and unconditional mandate to the Directors to exercise all powers of and on behalf of the Company to purchase securities with number of Shares not exceeding 10% of the total number of Shares of the Company in issue at the date of passing of the resolution (the “Repurchase Mandate”). In accordance with the Listing Rules, an explanatory statement as set out in Appendix I to this circular is required to provide you with the requisite information reasonably necessary to enable you to make an informed decision on the resolution to be proposed.

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 13 May 2016, a general mandate was granted to the Directors to exercise the powers of the Company to issue new Shares.

Such mandate granted at the annual general meeting held on 13 May 2016 will lapse at the conclusion of the forthcoming AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be granted the general mandate to allot, issue and deal with Shares of up to 20% of the total number of Shares of the Company in issue as at the date of passing of the resolution (the “Issue Mandate”).

As at the Latest Practicable Date, the Company had an aggregate of 12,801,578,629 Shares in issue, assuming that no further Shares are repurchased or issued from the Latest Practicable Date up to the date of AGM, the Directors will be authorised to allot and issue up to 2,560,315,725 new Shares pursuant to the Issue Mandate.

Subject to conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandates of an amount representing the shares of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the total number of shares of the Company in issue at the date of passing the resolution for approving the Issue Mandate.

RE-ELECTION OF DIRECTORS

In accordance with Article 99(1) of the Articles of Association of the Company, Mr. Xiang Xin and Mr. Zang Hong Liang shall retire by rotation and, being eligible, shall offer themselves for re-election at the AGM of the Company.

LETTER FROM THE BOARD

Pursuant to the code provision set out in paragraph A.4.3 of Appendix 14 of the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders. Notwithstanding that Mr. Zang Hong Liang has served as independent non-executive Director for more than nine years, (i) the Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that Mr. Zang Hong Liang remain independent; (ii) the nomination committee of the Company has assessed and is satisfied of the independence of Mr. Zang Hong Liang; and (iii) the Board considers that Mr. Zang Hong Liang remains independent of management and free of any relationship which could materially interfere with the exercise of his independent judgment. In view of the aforesaid factors and the fact that the experience and knowledge of Mr. Zang Hong Liang in the business sectors in which the Company operates, the Board would recommend Mr. Zang Hong Liang for re-election at the AGM.

Details of the above Directors who are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The Directors propose to increase the authorised share capital of the Company from HK\$150,000,000 divided into 15,000,000,000 Shares to HK\$1,000,000,000 divided into 100,000,000,000 Shares by creating an additional 85,000,000,000 new Shares.

None of the Directors have any present intention to issue any part of the increased capital if the Proposed Increase in Authorised Share Capital is approved at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

ANNUAL GENERAL MEETING

The notice convening the AGM, which contains, inter alia, relevant resolutions to approve the general mandates for Directors to issue and repurchase Shares, re-election of Directors, and to increase in authorised share capital, is set out on pages 12 to 16 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the AGM in accordance with the instructions printed thereon.

ACTION TO BE TAKEN

A form of proxy for use by the Shareholders at the AGM, and at any adjournment thereof is enclosed with this circular.

LETTER FROM THE BOARD

Whether or not you propose to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish.

RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
China Innovation Investment Limited
Xiang Xin
Chairman and
Chief Executive Officer

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

1. REASON FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders to continue to have a general authority from the Shareholders to enable the Directors to repurchase shares of the Company on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets 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 as a whole.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 12,801,578,629 Shares in issue and there were 539,526,316 Shares available for issue under the Share Option Scheme which represents approximately 4.21% of the issued share capital of the Company.

Subject to the passing of the relevant resolution approving the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,280,157,862 Shares.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles and the applicable laws of the Cayman Islands. The Companies Law of the Cayman Islands provides that the amount of capital repaid in connection with a share repurchase must have been provided for out of the profits of the Company and/or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase to such an extent allowable under the Companies Law of the Cayman Islands.

An exercise of the Repurchase Mandate in full at any time during the proposed repurchase period would have a material adverse impact on the working capital but not on the gearing position of the Company as compared with the position disclosed in its most recent published audited financial statements in the 2016 annual report. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows (adjust to take into account to the effect of the issue of the open offer shares by the Company on 17 June 2016):

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
May	0.057	0.048
June	0.055	0.047
July	0.050	0.042
August	0.049	0.039
September	0.046	0.040
October	0.051	0.043
November	0.045	0.040
December	0.042	0.037
2017		
January	0.038	0.032
February	0.041	0.032
March	0.044	0.031
April	0.034	0.028
May (up to the Latest Practicable Date)	0.032	0.029

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to Ordinary Resolution No. 4 and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company nor have any such connected persons have undertaken not to sell any of the Shares held by them to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If, as a result of a Share repurchase, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholders (as defined in the SFO) and in the event that the Directors exercise the Repurchase Mandate in full, shareholding percentage of the substantial Shareholders under the SFO would be as follows:

Name	Approximate percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
China Technology Education Trust Association (note 1)	29.82%	33.13%
Haitong Guotai (note 2)	18.46%	20.51%
Guotai Investment (note 2)	18.46%	20.51%

Notes:

1. The underlying Shares of the Company are held by China Technology Education Trust Association (the "Association"), a society registered under the provisions of section 5A(1) of the Societies Ordinance in 2005, which is a charitable society providing charity and financial aid to education and employment in Hong Kong and Mainland China. Mr. Xiang Xin is a chairman of the Association.
2. Haitong Guotai is a trust wholly and beneficially owned by Guotai Investment. Accordingly, Guotai Investment is interested in the shares of the Company held by Haitong Guotai.

If the present shareholdings remained the same, the shareholding of China Technology Education Trust Association and Haitong Guotai would be increased to approximately 33.13% and 20.51% respectively of the issued share capital of the Company in the event that the Repurchase Mandate is exercised in full. The Directors have no present intention to exercise the repurchase proposal to such an extent as would result in takeover obligations.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not purchased, sold or redeemed any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Stated below is the details of the Directors who will retire and be eligible for re-election at the AGM.

Mr. Xiang Xin (“Mr. Xiang”), aged 54, was the Chairman of the Board, Chief Executive Officer and executive director of the Company. Mr. Xiang has worked in a number of large organisations in the PRC and engaged in technology project management and corporate strategy research for a long time. Mr. Xiang also possesses many years of experience in project investment and information technology businesses. Mr. Xiang holds a bachelor’s degree in science and a master’s degree in engineering from Nanjing University of Science & Technology. Mr. Xiang is a chairman of China Technology Education Trust Association. Mr. Xiang is currently a chairman of the board, chief executive officer and an executive director of China Trends Holdings Limited (stock code: 8171), a company listed on the growth enterprise market of the Stock Exchange. Mr. Xiang joined the Company on 14 January 2003.

Mr. Xiang has not entered into a director service contract with the Company. Mr. Xiang has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles. Mr. Xiang is entitled to a director allowance of HK\$60,000 per annum as determined and based on duties and responsibilities for acting as an Executive Director.

As at the Latest Practicable Date, Mr. Xiang hold 60,394,737 share options of the Company which representing 0.47% of issued share capital of the Company.

Save as disclosed above, Mr. Xiang does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Mr. Xiang is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Xiang did not hold directorship in other listed companies in the last three years preceding the date of this circular nor was there any other information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Zang Hong Liang (“Mr. Zang”), aged 49, an independent non-executive Director of the Company and is a member of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Zang is at present a partner of Global Law Office, a large law firm in the PRC. Mr. Zang graduated from the Faculty of Law of Xiamen University in 1991 and Postgraduate Institute of China University of Political and Law Science in 1994. Mr. Zang holds a bachelor degree in International Economic Law and a master degree in Commercial Law. Mr. Zang’s area of practice includes laws on commercial litigation, arbitration, investment and anti-dumping. Mr. Zang joined the Company in September 2004.

Mr. Zang has not entered into a director service contract with the Company. Mr. Zang has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles. Mr. Zang is entitled to a director allowance of HK\$30,000 per annum as determined and based on duties and responsibilities for acting as an independent non-executive Director.

As at the Latest Practicable Date, Mr. Zang hold 20,131,579 share options of the Company which representing 0.16% of issued share capital of the Company.

Save as disclosed above, Mr. Zang does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Mr. Zang is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Zang did not hold directorship in other listed companies in the last three years preceding the date of this circular nor was there any other information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**CHINA INNOVATION INVESTMENT LIMITED****中國創新投資有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1217)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of China Innovation Investment Limited (the “Company”) will be held at 26/F, No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on Wednesday, 21 June 2017 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Directors and auditor for the year ended 31 December 2016.
2. To re-elect the retiring Directors and to authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditor and to authorise the board of Directors to fix their remuneration.

To consider and, if thought fit, pass (with or without modification) the following ordinary resolutions:

4. **“THAT:**
 - (a) subject to paragraph 4(b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the securities of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time and the manner of any such repurchase be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph 4(a) above shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution, and the authority pursuant to paragraph 4(a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 law or the Articles of Association of the Company to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in a general meeting.”

5. **“THAT:**

- (a) subject to paragraph 5(c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 5(a) above shall authorise the Directors of the Company to make or grant offers, agreements and options during the Relevant Period (as hereinafter defined) which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors of the Company pursuant to the approval in paragraph 5(a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;
 - (iii) the exercise of options granted under any option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares in the share capital of the Company to officers and/or employees of the Company and/or any of its subsidiaries; and

- (iv) any scrip dividend or similar arrangement providing for the allotment of shares in the share capital of the Company implemented in accordance with the Articles of Association of the Company;

shall not exceed 20% of the total number of Shares of the Company in issue as at the date of passing of this resolution, and the authority pursuant to paragraphs 5(a) and 5(b) above shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 law or the Articles of Association of the Company to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in a general meeting.

“**Rights Issue**” means the allotment, issue or grant of shares pursuant to an offer open for a period fixed by the Directors of the Company to the holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

6. **“THAT:**

subject to the passing of resolutions No. 4 and 5 above, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to resolution No. 5 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the addition to the number of Shares repurchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the Company of the powers of the Company to repurchase such shares pursuant to resolution No. 4, provided that such amount shall not exceed 10% of the total number of Shares of the Company in issue as at the date of passing of the said resolution.”

To consider, as special business and, if thought fit, pass (with or without amendments), the following ordinary resolution:

7. **“THAT:**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$150,000,000 divided into 15,000,000,000 shares of HK\$0.01 each (each a “Share”) to HK\$1,000,000,000 divided into 100,000,000,000 Shares creation of an additional 85,000,000,000 new Shares of HK\$0.01 each (the “Increase in Authorised Share Capital”); and
- (b) any one or more of the Directors be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in and for the Increase in Authorised Share Capital.”

By Order of the Board
China Innovation Investment Limited
Xiang Xin
Chairman and
Chief Executive Officer

Hong Kong, 18 May 2017

Notes:

- (a) A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (b) Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the Annual General Meeting. In such event, his form of proxy will be deemed to have been revoked.
- (c) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the Company’s branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding such meeting.
- (d) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting will exercise his power under Article 77 of the Company’s articles of association (the “**Articles of Association**”) to put each of the above resolutions to be proposed at the Annual General Meeting to be voted by way of poll.

- (e) For the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting to be held on 21 June 2017, the register of members of the Company will be closed from Friday, 16 June 2017 to Wednesday, 21 June 2017, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Thursday, 15 June 2017.
- (f) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.1217.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the executive directors of the Company are Mr. Xiang Xin (Chairman) and Mr. Chan Cheong Yee; the independent non-executive directors of the Company are Mr. Wang Xin David, Mr. Zang Hong Liang and Mr. Lee Wing Hang. Ms. Kung Ching is an alternate director to Mr. Xiang Xin.