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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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, AND NOTICE OF ANNUAL GENERAL MEETING**

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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 Friday, 29 May 2020 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 but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (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 adjournment thereof (as the case may be) should you so desire.

1 April 2020

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## DEFINITIONS

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*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 Friday, 29 May 2020 at 11:00 a.m., a notice of which is set out in Appendix III to this circular, or any adjournment thereof
“Articles” or “Articles of Association”	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”	27 March 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	The 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 and transfer office 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

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## DEFINITIONS

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

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

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

*Independent non-executive Directors:*

Ms. An Jing  
Ms. Zhou Zan  
Mr. Zhang, Yu Clement

*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

*Alternate director:*

Ms. Kung Ching

1 April 2020

Dear Shareholder(s),

**PROPOSED GENERAL MANDATES TO  
REPURCHASE AND ISSUE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS,  
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, among other matters, (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; and (iii) to give you the notice of the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO REPURCHASE SHARES

At the last annual general meeting of the Company held on 31 May 2019, 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 repurchase Shares with number of Shares not exceeding 10% of the total number of Shares of the Company in issue as 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 last annual general meeting of the Company held on 31 May 2019, a general mandate was granted to the Directors to exercise the powers of the Company to issue new Shares. Such mandate 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 as at the date of passing the resolution.

### RE-ELECTION OF DIRECTORS

In accordance with Article 99(1) of the Articles of Association, Mr. Chan Cheong Yee shall retire by rotation and, being eligible, will offer himself for re-election at the AGM of the Company.

In accordance with Article 98(3) of the Articles of Association, Ms. An Jing and Mr. Zhang, Yu Clement shall retire at the AGM of the Company. Ms. An Jing and Mr. Zhang, Yu Clement, being eligible, will offer themselves for re-election at the AGM of the Company.

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

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## LETTER FROM THE BOARD

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### 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, and the extension of the general mandate to issue Shares, and re-election of Directors, is set out in Appendix III 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, or at any adjournment thereof is enclosed with this circular.

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 adjournment thereof 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 529,065,790 Shares available for issue under the Share Option Scheme which represents approximately 4.13% 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 from the Latest Practicable Date prior to the date of 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 2019 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 and up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2019</b>		
April	0.025	0.020
May	0.021	0.018
June	0.018	0.014
July	0.019	0.014
August	0.016	0.014
September	0.019	0.015
October	0.017	0.15
November	0.017	0.011
December	0.012	0.010
<b>2020</b>		
January	0.012	0.010
February	0.012	0.010
March (up to the Latest Practicable Date)	0.012	0.010

#### 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, 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:

<b>Name</b>	<b>Approximate percentage of shareholding as at the Latest Practicable Date</b>	<b>Approximate percentage of shareholding if the Repurchase Mandate is exercised in full</b>
Harvest Rise Investments Limited ( <i>Note 1</i> )	29.82%	33.13%
China Technology Education Trust Association ( <i>Note 1</i> )	29.82%	33.13%
Haitong Guotai ( <i>Note 2</i> )	18.46%	20.51%
Guotai Investment ( <i>Note 2</i> )	18.46%	20.51%

*Notes:*

1. Harvest Rise Investments Limited is a private company wholly and beneficially owned by China Technology Education Trust Association (the "Trust Association"). Accordingly, the Trust Association is interested in the Shares and the underlying Shares of the Company held by Harvest Rise Investments Limited. The Trust Association is 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 technology education and employment in Hong Kong and Mainland China. Mr. Xiang Xin is a chairman of the Trust 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 repurchased any of the 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.*

In accordance with Article 99(1) of the Articles of Association of the Company, Mr. Chan Cheong Yee shall retire by rotation and being eligible to offer himself for re-election at the forthcoming annual general meeting of the Company.

In accordance with Article 98(3) of the Articles of Association of the Company, Ms. An Jing and Mr. Zhang, Yu Clement shall retire at the AGM of the Company, and being eligible to offer themselves for re-election at the forthcoming annual general meeting of the Company.

**Mr. Chan Cheong Yee (“Mr. Chan”)**, aged 56, holds a bachelor degree of science majoring in finance and he is a registered and licensed person under the Securities and Futures Ordinance to carry on regulated activities in dealing in securities, advising on securities, dealing in futures contracts and undertaking asset management. Mr. Chan is currently the sales director and the responsible officer of China Everbright Securities (HK) Limited. Mr. Chan has been in the financial and investment field for over 30 years and is directly involved in identifying investment opportunities, conducting due diligence, performing valuation, monitoring performance of investment portfolios and providing investment and divestment recommendations. Mr. Chan is an executive director of China Investment and Finance Group Limited, executive director of China Investment Development Limited, executive director of Capital VC Limited, executive director of China New Economy Fund Limited and an executive director of National investments Fund Limited, which are listed on the main board respectively, and also the executive director of China Trends Holding Limited, which are listed on GEM board respectively. Mr. Chan joined the Company in June 2003.

Mr. Chan has not entered into a director service contract with the Company. Mr. Chan 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. Chan is entitled to a director allowance of HK\$120,000 per annum as determined and based on duties and responsibilities for acting as an Executive Director.

Save as disclosed above, Mr. Chan 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. Chan is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Chan 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.

**Ms. An Jing (“Ms. An”)**, aged 47, received her bachelor’s degree in economics from Henan University of Finance and Economics. Ms. An is a practicing member of the Chinese Institute of Certified Public Accountants and the chief partner of 北京正清和會計師事務所 (transliterated as Beijing Zhengqinghe CPA Accounting firm). Ms. An has over 20 years of experience in accounting and auditing industry. During the period from 31 January 2011 to 17 February 2020, Ms. An was acted as the independent non-executive director, a member of the Nomination Committee, a member of the Audit Committee and a member of the Remuneration Committee of China Trends Holdings Limited (8171.HK). Ms. An joined the Company on 18 February 2020.

Ms. An has not entered into a director service contract with the Company. Ms. An has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles. Ms. An is entitled to a director allowance of HK\$120,000 per annum as determined and based on duties and responsibilities for acting as an Independent Non-Executive Director.

Save as disclosed above, Ms. An 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 Ms. An is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Ms. An 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. Zhang, Yu Clement** (“**Mr. Zhang**”), aged 36, received bachelor’s degree in science from East China University of Technology, and received master’s degree in science from the Hong Kong Polytechnic University. Mr. Zhang once served as the General Manager of NavInfo (002405.SZ) Hong Kong and South East Asia, and the Chief Strategic Officer of Orange Sky Golden Harvest Entertainment (Holdings) Limited (1132.HK). Mr. Zhang has rich experience in the business strategic planning, investment and M&A, investment management and asset management. Mr. Zhang joined the Company on 18 February 2020.

Mr. Zhang has not entered into a director service contract with the Company. Mr. Zhang 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. Zhang is entitled to a director allowance of HK\$120,000 per annum as determined and based on duties and responsibilities for acting as an Independent Non-Executive Director.

Save as disclosed above, Mr. Zhang 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. Zhang is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Zhang 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 Friday, 29 May 2020 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and auditors for the year ended 31 December 2019.
2. To re-elect the retiring Directors and to authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditors 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 shares of the Company (the “Shares”) 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 and issue 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 on the register of members of the Company on a fixed record date in proportion to their holdings of such shares (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.”

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

Hong Kong, 1 April 2020

*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 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 or any adjournment thereof (as the case may be). 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 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 such meeting or any adjournment thereof (as the case may be).
- (d) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general 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 Friday, 29 May 2020, the register of members of the Company will be closed from Friday, 22 May 2020 to Friday, 29 May 2020, 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 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 for registration not later than 4: 00 p.m. on Thursday, 21 May 2020.
- (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](http://www.1217.com.hk) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://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 Ms. An Jing, Ms. Zhou Zan and Mr. Zhang, Yu Clement. Ms. Kung Ching is an alternate director to Mr. Xiang Xin.*