

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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 ALTERATION OF ARTICLES OF  
ASSOCIATION  
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 Friday, 24 May 2024 at 11:00 a.m. (“Annual General Meeting”) is set out in Appendix IV 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.

16 April 2024

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS .....</b>	<b>1</b>
 <b>LETTER FROM THE BOARD</b>	
Introduction.....	2
General Mandate to Repurchase Shares.....	3
General Mandate to Issue Shares .....	3
Re-election of Retiring Directors .....	3
Alteration of Articles of Association .....	3
Responsibility Statement .....	4
Annual General Meeting.....	4
Action to Be Taken .....	4
Recommendation .....	4
 <b>APPENDIX I — EXPLANATORY STATEMENT .....</b>	 <b>I-1</b>
<b>APPENDIX II — DETAILS OF RE-ELECTION OF RETIRING DIRECTORS.....</b>	<b>II-1</b>
<b>APPENDIX III — DETAILS OF ALTERATION OF ARTICLES OF ASSOCIATION....</b>	<b>III-1</b>
<b>APPENDIX IV — NOTICE OF ANNUAL GENERAL MEETING.....</b>	<b>IV-1</b>

---

## 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 Friday, 24 May 2024 at 11:00 a.m., a notice of which is set out in Appendix IV 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
“Companies 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 April 2024, 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
“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
“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

---

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:*

Ms. An Jing

Ms. Zhou Zan

Ms. Qin Han

*Alternate director:*

Ms. Kung Ching

*Registered office:*

Sinclair Group Centre

3rd Floor Genesis Building

Genesis Close

P.O. Box 498, George Town

Grand Cayman KY1-1106

Cayman Islands

*Principal place of business:*

26/F.

No. 9 Des Voeux Road West

Sheung Wan

Hong Kong

16 April 2024

Dear Shareholder(s),

**PROPOSED GENERAL MANDATES TO  
REPURCHASE AND ISSUE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED ALTERATION OF ARTICLES OF  
ASSOCIATION 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 and the extension of the general mandate to issue Shares; (ii) the proposed re-election of Directors; (iii) the proposed alteration of Articles of Association; 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 25 May 2023, 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 25 May 2023, 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 RETIRING DIRECTORS

In accordance with Article 99(1) of the Articles of Association, Mr. Xiang Xin and Mr. Chan Cheong Yee shall retire by rotation and, 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.

### ALTERATION OF ARTICLES OF ASSOCIATION

For better protection of rights and interests of shareholders, the Company would like to amend its Articles of Association under the Listing Rules. The details of the alteration of Articles of Association that are required to be disclosed by the Listing Rules are set out in Appendix III to this circular.

---

## 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 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, re-election of Directors and alteration of Articles of Association, is set out in Appendix IV 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 528,868,422 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 2023 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	
	Lowest <i>HK\$</i>	Highest <i>HK\$</i>
<b>2023</b>		
April	0.010	0.010
May	0.010	0.010
June	0.010	0.010
July	0.010	0.010
August	0.010	0.010
September	0.010	0.010
October	0.010	0.010
November	0.010	0.010
December	0.010	0.010
<b>2024</b>		
January	0.010	0.010
February	0.010	0.010
March	0.010	0.010
April (up to the Latest Practicable Date)	0.010	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:

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

*Notes:*

- Harvest Rise Investments Limited is a private company wholly and beneficially owned by China Trends Holdings Limited ("China Trends"), and China Technology Education Trust Association ("Trust Association") is the major shareholder of China Trends. Accordingly, China Trends and Trust Association are interested in the Shares and the underlying Shares of the Company held by Harvest Rise Investments Limited. China Trends is a public company regulated by The Securities and Futures Commission. China Trends and its subsidiaries are principally engaged in (i) trading of electronic technology and related products, and (ii) media and e-commerce platforms and media advertising services. 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 an executive director of China Trends as well as a chairman of Trust Association.

If the present shareholdings remained the same, the shareholding of China Trends China Technology Education Trust Association would be increased to approximately 33.13% 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.

---

## APPENDIX II      DETAILS OF RE-ELECTION OF RETIRING DIRECTORS

---

*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. Xiang Xin and Mr. Chan Cheong Yee shall retire by rotation and being eligible to offer themselves for re-election at the forthcoming annual general meeting of the Company.

**Mr. Xiang Xin** (“**Mr. Xiang**”), born in 1963, is the chairman of the Board (“Chairman”), the chief executive officer (“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, a public company regulated by The Securities and Futures Commission of Hong Kong. Mr. Xiang’s alternative director Ms. Kung Ching is the spouse of Mr. Xiang. Mr. Xiang joined the Company in January 2003.

Mr. Xiang has not entered into a director service contract with the Company, and he 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\$120,000 per annum as determined and based on duties and responsibilities for acting as an executive Director.

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.

---

## APPENDIX II      DETAILS OF RE-ELECTION OF RETIRING DIRECTORS

---

**Mr. Chan Cheong Yee** (“**Mr. Chan**”), born in 1964, holds a bachelor’s 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 advising on securities and undertaking asset management. Mr. Chan is currently the managing director of asset management of Evergrande Securities (Hong Kong) Limited and has been in the financial and investment field for over 30 years. Mr. Chan 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 Capital Realm Financial Holdings Group Limited, executive director of Capital VC Limited, executive director of China New Economy Fund Limited and an executive director of Goldstone Investment Group Limited, which are listed on the main board respectively, and also the executive director of China Trends Holding Limited, which is a public company regulated by The Securities and Futures Commission. Mr. Chan joined the Company in June 2003.

Mr. Chan has not entered into a director service contract with the Company, and he 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.

**DETAILS OF ALTERATION OF ARTICLES OF ASSOCIATION**

- (a) amend Articles 9(c) from “any holder of shares of the class present in person or by proxy or authorised representative may demand a poll” to “any holder of shares of the class present in person or by proxy or authorised representative may demand  speak in the meeting and a poll.”
  
- (b) amend Articles 87(1) from “No Member shall, unless the Board otherwise determines, be entitled to attend and vote and to be reckoned in a quorum at any general meeting unless he is duly registered and all calls or other sums presently payable by him in respect of shares in the Company have been paid.” to “Unless the Board otherwise determines, shareholders who are duly registered and have paid all calls or other sums due on the relevant shares are entitled to attend any general meeting of shareholders and exercise their right to speak and vote, and to serve as one of the quorum.”
  
- (c) amend Articles 175(3) from “The Members may, at any general meeting convened and held in accordance with these Articles, by special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.” to “The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.”



## 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, 24 May 2024 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 2023.
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 No. 5 above, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to resolution No. 6 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. 5, 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 and, if thought fit, pass the following resolution as a special resolution:

7. To amend the Articles of Association of the Company, details are set out in Appendix III of the circular of the Company dated 16 April 2024.

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

Hong Kong, 16 April 2024

*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/her proxy to attend and vote instead of him/her. 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/her 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/her 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, 24 May 2024, the register of members of the Company will be closed from Friday, 17 May 2024 to Friday, 24 May 2024, 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, 16 May 2024.
- (f) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme condition caused by super typhoon is in effect in Hong Kong 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 Ms. Qin Han. Ms. Kung Ching is an alternate director to Mr. Xiang Xin.*