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

If you have sold or transferred all your shares in China Finance Investment Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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CHINA FINANCE INVESTMENT HOLDINGS LIMITED

中國金控投資集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 875)

- (1) PROPOSED CHANGE OF COMPANY NAME**
**(2) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**
**(3) PROPOSAL FOR RE-ELECTION OF DIRECTORS AND
CONTINUOUS APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR SERVING MORE THAN NINE YEARS
AND**
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of China Finance Investment Holdings Limited (the “**Company**”) to be held at Flat EFG, 26/F., Nuode Financial Centre, No. 1006 Fuzhong 3rd Road, Futian District, Shenzhen, China on Friday, 31 May 2024 at 11:00 a.m. is set out on pages 16 to 20 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

30 April 2024

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DEFINITIONS

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

| | |
|----------------------------|---|
| “AGM” | the annual general meeting of the Company to be held at Flat EFG, 26/F., Nuode Financial Centre, No. 1006 Fuzhong 3rd Road, Futian District, Shenzhen, China on Friday, 31 May 2024 at 11:00 a.m. or any adjournment thereof, the notice of which is set out on pages 16 to 20 of this circular |
| “Board” | the board of Directors of the Company |
| “Bye-laws” | the bye-laws of the Company in force from time to time |
| “close associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Company” | China Finance Investment Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of The Stock Exchange |
| “core connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Issue Mandate” | the general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares as set out in the notice of the AGM |
| “Latest Practicable Date” | 23 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 |
| “Ordinary Resolution(s)” | the proposed ordinary resolution(s) as referred to in the notice of AGM |

DEFINITIONS

| | |
|-----------------------------------|--|
| “PRC” | the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “Proposed Change of Company Name” | the proposed change of the English name of the Company from “China Finance Investment Holdings Limited” to “Congyu Intelligent Agricultural Holdings Limited” and change of the Chinese name of the Company (being the secondary name) from “中國金控投資集團有限公司” to “從玉智農集團有限公司” |
| “Repurchase Mandate” | the general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares as set out in the notice of the AGM |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or modified from time to time |
| “Share(s)” | share(s) of par value HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | the holder(s) of Share(s) in issue |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers |
| “%” | percent |

* *The English translation of Chinese name(s) in this circular, where indicated, is included for information only, and should not be regarded as the official English name(s) of such Chinese name(s).*

LETTER FROM THE BOARD



CHINA FINANCE INVESTMENT HOLDINGS LIMITED

中國金控投資集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 875)

Executive Director:

Mr. LIN Yuhao (*Chairman*)

Non-executive Director:

Ms. HAN Xiuhong

Independent Non-executive Directors:

Mr. LI Shaohua

Ms. ZHU Rouxiang

Ms. LI Yang

Registered Office:

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

Principal place of

business in Hong Kong:

Unit 32A, 15/F.,

Star House,

No. 3 Salisbury Road,

Tsim Sha Tsui, Kowloon,

Hong Kong

30 April 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF COMPANY NAME**
(2) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
(3) PROPOSAL FOR RE-ELECTION OF DIRECTORS AND
CONTINUOUS APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR SERVING MORE THAN NINE YEARS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This circular contains information relating to the Proposed Change of Company Name, Issue Mandate and the Repurchase Mandate, and the re-election of Directors and continuous appointment of independent non-executive director serving more than nine years so as to provide all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions proposed at the AGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the English name of the Company from “China Finance Investment Holdings Limited” to “Congyu Intelligent Agricultural Holdings Limited” and to change the Chinese name of the Company (being the secondary name) from “中國金控投資集團有限公司” to “從玉智農集團有限公司”.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the AGM to approve the Proposed Change of Company Name; and
2. the Registrar of Companies in Bermuda approving the Proposed Change of Company Name and entering the new name and the new secondary name of the Company in place of its existing name and secondary name on the register maintained by the Registrar of Companies in Bermuda.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of entry of the new name and the new secondary name of the Company on the register maintained by the Registrar of Companies in Bermuda. The Registrar of Companies in Bermuda shall issue a certificate of incorporation on change of name of the Company and a certificate of secondary name of the Company thereafter. The Company will then carry out the necessary registration and/or filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

After the disposal of the Group’s money lending business and securities trading and brokerage business in 2022, the Group has been principally engaged in growing of agricultural produce; trading of agricultural and meat produce, seafood and prepared food in the PRC. The Group is one of the “Vegetable Basket” project enterprises in the Guangdong-Hong Kong-Macao Greater Bay Area, one of the key national leading enterprises in agricultural industrialisation and one of the top 100 enterprises in the supply chain of agricultural products and ingredients in the PRC.

The Board considers that the Proposed Change of Company Name can demonstrate the Group’s future strategy and better reflect the nature and principal activities of the Group. In addition, the new name can strengthen the Company’s corporate image and identity. The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company. The existing certificates of securities in issue bearing the present name and secondary name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name and the new secondary name of the Company. Once the Proposed Change of Company Name becoming effective, new certificates of securities will be issued only in the new name and the new secondary name of the Company.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the AGM, the effective date of the Proposed Change of Company Name and the new stock short name of the Company for trading of the shares of the Company on the Stock Exchange. Subject to the Proposed Change of Company Name becoming effective, the Company will also adopt a new company logo.

The Proposed Change of Company Name will not affect the Group's daily business operations and its financial position.

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 28 June 2023 (the “**2023 AGM**”), an ordinary resolution was passed for the granting of general mandate to the Directors to allot, issue or otherwise deal with additional securities of the Company not exceeding 20% of the total number of Shares in issue as at that date (“**Existing Issue Mandate**”), being 75,851,407 Shares. The Existing Issue Mandate will expire upon the conclusion of the AGM.

To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, an Ordinary Resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the proposed resolution of the Issue Mandate.

On the basis of 379,257,038 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are allotted, issued or repurchased after the Latest Practicable Date and up to the passing of relevant resolution, the maximum number of Shares which may fall to be issued under the Issue Mandate will be 75,851,407 Shares. The Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company, or the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held, or until the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever is the earliest.

LETTER FROM THE BOARD

In addition, if the Repurchase Mandate as mentioned below is granted, a separate Ordinary Resolution will be proposed at the AGM to extend the number of Shares which may be allotted, issued and dealt with under the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate (not exceeding 10% of the issued share capital of the Company as at the date of the grant of the Repurchase Mandate).

GENERAL MANDATE TO REPURCHASE SHARES

At the 2023 AGM, an ordinary resolution was passed for the granting of general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue as at that date (“**Existing Repurchase Mandate**”). The Existing Repurchase Mandate will expire upon the conclusion of the AGM.

An Ordinary Resolution will be proposed at the AGM to grant to the Directors to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing the proposed resolution of the Repurchase Mandate. The Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company, or the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held, or until the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever is the earliest. An explanatory statement as required under the Listing Rules to provide the requisite information concerning the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR SERVING MORE THAN NINE YEARS

Pursuant to bye-law 99 of the Bye-laws and Appendix C1 to the Listing Rules and as recommended by the nomination committee of the Company and determined by the Board, Ms. Han Xiuhong, Ms. Zhu Rouxiang and Mr. Li Shuohua will retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, if an independent non-executive director has served more than nine years, any further appointment of such an independent non-executive director should be subject to a separate resolution to be approved by the shareholders. As Mr. Li Shaohua has served as an independent non-executive Director for more than nine years, a separate resolution will be proposed at the AGM to re-elect Mr. Li Shaohua as an independent non-executive Director.

Information on the Directors proposed to be re-elected at the AGM as required to be disclosed under the Listing Rules is set out in Appendix II to this circular.

LETTER FROM THE BOARD

NOMINATION POLICY AND PROCESS FOR THE INDEPENDENT NON-EXECUTIVE DIRECTOR

In reviewing the structure of the Board, the nomination committee of the Company will consider the structure, size and diversity (including gender, age, cultural and educational background, length of service, skills, knowledge and experience etc.) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. All appointments to the Board are based on meritocracy and the candidates will be assessed based on criteria such as education background and relevant skills and experience for consideration of the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

One out of the three independent non-executive Directors, namely Mr. Li Shaohua (“**Mr. Li**”), has served more than nine years since 2 January 2015. During the years of his appointment, Mr. Li demonstrated his abilities to provide independent views to the Company's matters. In addition, the nomination committee of the Company and the Board also noted that Mr. Li (i) does not have any relationship with any Director, senior management or substantial Shareholder or controlling Shareholder of the Company; and (ii) is not involved in any relationships or circumstances which would interfere with the exercise of his independent judgement as an independent non-executive Director. Based on such factors, the nomination committee of the Company and the Board were of the view that the long service of Mr. Li would not affect his exercise of independent judgement and were satisfied that Mr. Li has the required character, integrity and experience to continue to fulfill the role of an independent non-executive Director. Taking into consideration of his independent scope of work in the past years and his annual confirmations of independence in full compliance with the Rule 3.13 of the Listing Rules, the Board was satisfied with the independence of Mr. Li despite his years of service as an independent non-executive Director having exceeded nine years. The nomination committee of the Company and the Board believe that his continued tenure will bring considerable stability to the Board and the Board has benefitted greatly from the presence of Mr. Li who has over time gained valuable insight of the Group. Mr. Li had abstained from deliberation and decision in respect of assessment of his own independence.

Ms. Zhu Rouxiang (“**Ms. Zhu**”), an independent non-executive Director proposed to be re-elected at the AGM, has years of experiences in corporate management, sales and marketing, risk management, trading and investment and has been acting as an independent non-executive Director since 2017. Ms. Zhu has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules and provided annual confirmation of independence to the Company. Therefore, she has been considered by the nomination committee of the Company to be independent. The Board is of the view that Ms. Zhu has been committed to devoting time and attention to perform her duties as an independent non-executive Director over the years. She has demonstrated that she has the required character, integrity and experience to perform her duties

LETTER FROM THE BOARD

by providing objective views and independent guidance to the Board and the Board is of the view that her wide breadth of professional experience and knowledge in her field has been and will continue to contribute greatly to the diversity of the Board.

Upon the recommendation and nomination of the nomination committee of the Company, the Board has recommended Mr. Li and Ms. Zhu to stand for re-election as independent non-executive Directors.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by a poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, there is no Shareholder who has any material interest in the resolutions proposed to be approved at the AGM, therefore, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

AGM

A notice convening the AGM is set out in this circular. A form of proxy for use at the AGM is enclosed in this circular. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof to Tricor Tengis Limited, the branch share registrar and transfer office of the Company in Hong Kong, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

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.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the Proposed Change of Company Name, Issue Mandate and the Repurchase Mandate, and the re-election of Directors and continuous appointment of independent non-executive Director serving more than nine years are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,

By order of the Board

China Finance Investment Holdings Limited

LIN Yuhao

Chairman and Co-Chief Executive Officer

This explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, serves to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 379,257,038 Shares. Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be authorised to repurchase not exceeding 37,925,703 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchase may, depending on market conditions and funding arrangement at the time, result in enhancement of the net assets value and/or earnings per Share and will only be made when the Directors consider that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchase will only be made out of funds which are legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the laws of Bermuda. Under the laws of Bermuda, a company may repurchase its shares out of the capital paid up on the relevant shares or out of the funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for the purposes of the repurchase. Any premium payable may only be paid out of funds of the company which would otherwise be available for dividend or distribution or out of the company's share premium account.

As compared with the financial position disclosed in the latest published audited financial statements of the Company as at 31 December 2023, there might be adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to make any repurchase to the extent that would have a material adverse effect on the working capital requirement or gearing level of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, comprising with Sino Richest Investment Holdings Limited, the substantial Shareholder which is wholly owned by Mr. Lin Yuhao, an executive Director, Mr. Lin Yuhao and its close associates are interested in 266,215,087 Shares, representing approximately 70.19% of the issued share capital of the Company. Based on such shareholding and in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate, the interest of Sino Richest Investment Holdings Limited, Mr. Lin Yuhao and its close associates will be increased to approximately 77.99% of the issued share capital of the Company. No obligation to make a mandatory offer to Shareholders under the Takeovers Code would arise.

Save as aforesaid, the Board is not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate. In addition, the Company will not repurchase Shares to such extent as to result in the amount of Shares held by the public being reduced to less than 25%.

5. REPURCHASE OF SHARES

No repurchase of Shares have been made by the Company on the Stock Exchange or otherwise during the six months immediately preceding the Latest Practicable Date.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

| | Shares | |
|---|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2023 | | |
| April | 6.00 | 4.80 |
| May | 4.50 | 4.27 |
| June | 6.00 | 3.59 |
| July | 5.00 | 3.82 |
| August | 4.60 | 3.01 |
| September | 4.44 | 3.19 |
| October | 3.58 | 3.00 |
| November | 3.25 | 2.78 |
| December | 3.05 | 2.10 |
| 2024 | | |
| January | 2.81 | 2.20 |
| February | 2.79 | 2.16 |
| March | 2.68 | 1.54 |
| April (up to the Latest Practicable Date) | 8.00 | 2.06 |

7. DISCLOSURE OF INTERESTS

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

No core connected persons has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Company is authorised to repurchase Shares.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the laws of Bermuda. The Directors confirm that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

The particulars of the Directors proposed for re-election at the AGM are set out as follows:

(1) Ms. Han Xiuhong (“Ms. Han”) – non-executive Director

Ms. Han, aged 49, joined the Group in January 2019 as the finance manager to oversee the finance department of the Group in the PRC. Ms. Han has been appointed as a non-executive Director, a member of remuneration committee of the Board, the financial controller of the Group and one of the Authorised Representatives with effect from 15 October 2021. Ms. Han obtained a bachelor’s degree in accounting from Beijing Jiaotong University* (北京交通大學) in the PRC and has extensive experience in accounting, taxation and finance in the PRC.

As at the Latest Practicable Date, Ms. Han is interested in 2,000 options granted by the Company entitling her to subscribe for 2,000 Shares.

Save as disclosed above, as at the Latest Practicable Date, Ms. Han has not held (i) any other positions with the Company or its subsidiaries; and (ii) any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Ms. Han (i) does not have any other major appointments and professional qualifications; (ii) does not have any relationship with any other Directors, senior management, or substantial or controlling Shareholders of the Company; and (iii) is not interested or deemed to be interested in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Ms. Han entered into an appointment letter with the Company. Her appointment is for a fixed term of two years and is subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Ms. Han is entitled to receive emoluments of HK\$398,000 per annum in total (including Director’s fee, salaries and allowance and retirement benefits scheme contributions) during the year ended 31 December 2023 with reference to her duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Ms. Han that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

(2) Ms. Zhu Rouxiang (“Ms. Zhu”) – independent non-executive Director

Ms. Zhu, aged 43, was appointed as an independent non-executive Director on 8 May 2017. Ms. Zhu also serves as a member of each of the audit committee, the nomination committee and the corporate governance committee of the Board and the chairlady of the remuneration committee of the Board. Ms. Zhu graduated from Huazhong University of Science and Technology with a diploma in clinical medicine. Ms. Zhu is currently the general manager of Shenzhen City Jinan Education Group* (深圳市金安教育集團), a company engaged in education business. Ms. Zhu was the chairlady of Zhuhai City Linglingqi Electronic Technology Company Limited* (珠海市零零柒電子科技有限公司), a company engaged in trading of technological products business, from 2013 to 2015, the general manager of Guangzhou City Baile Investment Company Limited* (廣州市百樂投資有限公司), a company engaged in investment business, from 2011 to 2013 and the legal representative and chairlady of Zhuhai City Jinqin Paper Product Company Limited* (珠海市金琴紙品有限公司), a company engaged in paper product business, from 2003 to 2011. She gained experiences in corporate management, sales and marketing, risk management, trading and investment.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhu has not held (i) any other positions with the Company or its subsidiaries; and (ii) any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhu (i) does not have any relationship with any other Directors, senior management, or substantial or controlling Shareholders of the Company; (ii) does not have any other major appointments and professional qualifications; and (iii) is not interested or deemed to be interested in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Ms. Zhu has entered into an appointment letter with the Company. Her appointment is for a fixed term of two years and is subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Ms. Zhu is entitled to a Director’s fee of HK\$5,000 per month, with reference to her duties and responsibilities with the Company, the performance of the Company and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Ms. Zhu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

(3) Mr. Li Shaohua (“Mr. Li”) – independent non-executive Director

Mr. Li, aged 61, was appointed as an independent non-executive Director on 2 January 2015. Mr. Li serves as a member of each of the audit committee, the remuneration committee, the nomination committee and the corporate governance committee of the Board. Mr. Li graduated from Daqing Petroleum College and obtained a master’s degree in business administration from Murdoch University, Australia. He is currently a deputy general manager and an executive director of Perfectech International Holdings Limited (stock code: 765) (“**Perfectech**”). He was the chief executive officer of Perfectech until November 2022.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li has not held (i) any other positions with the Company or its subsidiaries; and (ii) any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (i) does not have any relationship with any other Directors, senior management, or substantial or controlling Shareholders of the Company; (ii) does not have any other major appointments and professional qualifications; and (iii) is not interested or deemed to be interested in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Li has entered into an appointment letter with the Company. His appointment is for a fixed term of two years and is subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Mr. Li is entitled to a Director’s fee of HK\$5,000 per month, with reference to his duties and responsibilities with the Company, the performance of the Company and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the reelection of Mr. Li that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



CHINA FINANCE INVESTMENT HOLDINGS LIMITED

中國金控投資集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 875)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of China Finance Investment Holdings Limited (the “**Company**”) will be held at Flat EFG, 26/F., Nuode Financial Centre, No. 1006 Fuzhong 3rd Road, Futian District, Shenzhen, China on Friday, 31 May 2024 at 11:00 a.m. to transact the following businesses:

SPECIAL RESOLUTION

As special business, to consider and, if thought fit, pass with or without modification the following resolution as special resolution of the Company:

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “China Finance Investment Holdings Limited” to “Congyu Intelligent Agricultural Holdings Limited”, and the Chinese name of the Company (being the secondary name) from “中國金控投資集團有限公司” to “從玉智農集團有限公司” (collectively, the “**Proposed Change of Company Name**”) with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda and that any one or more of the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things and execute all such documents as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

ORDINARY RESOLUTIONS

2. To consider and adopt the audited consolidated financial statements of the Company, the reports of the Directors and the report of the independent auditor of the Company for the year ended 31 December 2023.

NOTICE OF ANNUAL GENERAL MEETING

3. (A) To re-elect Ms. Han Xiuhong as a non-executive Director;
 - (B) To re-elect Ms. Zhu Rouxiang as an independent non-executive Director;
 - (C) To re-elect Mr. Li Shaohua (who has served as an independent non-executive Director for more than nine years) as an independent non-executive Director; and
 - (D) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the independent auditor of the Company and to authorise the Board to fix the remuneration of the independent auditor of the Company.

As special business, to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions of the Company:

5. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any other securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such power, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any other securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into Shares; (iii) the exercise of options granted under the share option scheme or similar arrangement of the Company; or (iv) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose 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 bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may regard to any legal restrictions under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which 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 Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved; the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (b) for the purpose 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;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
7. “**THAT** conditional upon the passing of resolutions number (5) and (6) above, the general mandate granted to the Directors to allot, issue and deal with any additional Shares pursuant to resolution number (5) be and is hereby extended by the addition thereto of the total nominal amount of Shares which may be purchased by the Company under the authority granted pursuant to resolution number (6), provided that such amount of Shares so purchased shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

By order of the Board
China Finance Investment Holdings Limited
LIN Yuhao
Chairman and Co-Chief Executive Officer

Hong Kong, 30 April 2024

Registered Office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Principal Place of Business in Hong Kong:

Unit 32A, 15/F.,
Star House,
No. 3 Salisbury Road, Tsim Sha Tsui
Kowloon, Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the above meeting (the “**Meeting**”) may appoint one or more proxies to attend and vote on his behalf. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a shareholder of the Company.

NOTICE OF ANNUAL GENERAL MEETING

2. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Meeting if shareholders so wish.
5. The register of members of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024 both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the Meeting, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 27 May 2024.
6. Subject to the public health requirements or guidelines of the government and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the Company's website (www.cfi.hk) as and when appropriate.

If any Shareholder has any question(s) relating to the AGM, please contact Tricor Tengis Limited, the Company's branch share registrar and transfer office in Hong Kong as follows:

Tricor Tengis Limited
17/F, Far East Finance Centre, 16 Harbour Road, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: 2980 1333
Fax: 2810 8185

As at the date of this notice, the board of Directors comprises five Directors, including one executive Director, namely Mr. Lin Yuhao; one non-executive Director, namely Ms. Han Xiuhong and three independent non-executive Directors, namely Mr. Li Shaohua, Ms. Zhu Rouxiang and Ms. Li Yang.