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CHINA INVESTMENT AND FINANCE GROUP LIMITED

中國投融資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1226)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Investment and Finance Group Limited (the "**Company**") will be held at 11:30 a.m. on Monday, 28 September 2026, at Portion 2, 12/F., The Center, 99 Queen's Road Central, Hong Kong for the following purposes:

Ordinary Resolutions

1. To receive and adopt the audited financial statements of the Company and the reports of the directors (the "**Directors**") and auditors for the year ended 31 March 2026.

2. (a) To re-elect Mr. CHAN Cheong Yee as executive Director;

   (b) To re-elect Mr. HON Leung as independent non-executive Director;

   (c) To re-elect Mr. Thanakon KUNNA as independent non-executive Director; and

   (d) To authorise the Board of Directors and/or the remuneration committee of the Company to fix the respective directors' remuneration.

3. To re-appoint Elite Partners CPA Limited as auditors and authorise the Board of Directors to fix their remuneration.

To consider and, if thought fit, pass the following resolution, with or without amendments, as ordinary resolutions:

4. "**THAT**:

   (a) subject to paragraph (b) of this resolution, the Directors be and are hereby granted an unconditional general mandate to repurchase on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), or any other stock exchange on which the securities of the Company are or 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 requirements of the Rules Governing the Listing

of Securities on the Stock Exchange (the "**Listing Rules**") or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued Shares of the Company (excluding any treasury shares (the "**Treasury Shares**", which shall have the meaning ascribed to it under the Listing Rules)) as at the date of the passing of this resolution;

(c) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution up to:

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company 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,

whichever is the earliest."

5. "**THAT**:

(a) subject to paragraphs (b) and (c) of this resolution, the Directors be and are hereby granted an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of Treasury Shares out of treasury) and to make or grant offers, agreements and options in respect thereof;

(b) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Directors may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the total number of Shares (including any sale or transfer of Treasury Shares out of treasury) allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(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 the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or

(iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company;

shall not exceed 20% of the total number of the Shares of the Company in issue (excluding any Treasury Shares) as at the date of the passing of this resolution;

(d) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution up to:

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company 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,

whichever is the earliest; and

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

6. "**THAT** subject to the passing of Ordinary Resolution No. 4 set out in the notice of this Meeting, the total number of Shares of the Company (including any sale or transfer of Treasury Shares out of treasury) that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 5 set out in the notice of this Meeting be and is hereby increased and extended by the addition of the total number of the shares which may be repurchased by the Company pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 4 set out in the notice of this Meeting, provided that such number shall not exceed 10% of the total number of the Shares of the Company (excluding any Treasury Shares) in issue at the date of the passing of this resolution."

7. "**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of Hong Kong Limited ("**Stock Exchange**") of the listing of and permission to deal in the shares of the Company ("**Shares**") to be issued and allotted by the Company under the proposed share scheme of the Company (the "**2026 Share Option Scheme**", a copy of which has been produced to the meeting marked 'A' and initialed by the chairman of the meeting for the purpose of identification):

   (a) the 2026 Share Option Scheme be and is hereby approved and adopted as the Company's share scheme and the directors of the Company be and are hereby authorized to do all such acts and to take all such steps as they may deem necessary, desirable or expedient to carry into effect, waive or amend the 2026 Share Option Scheme subject to the terms of the 2026 Share Option Scheme and the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time); and

   (b) the directors of the Company be and are hereby authorised to grant options for shares in accordance with the rules of the 2026 Share Option Scheme up to a maximum of 10% of the Shares in issue (excluding Treasury Shares) as at the date of passing of this resolution, to issue and allot Shares pursuant to the exercise of the options so granted, to administer the 2026 Share Option Scheme in accordance with its terms and to take all necessary actions incidental thereto as the Directors of the Company deem fit."

By Order of the Board
CHINA INVESTMENT AND FINANCE GROUP LIMITED
CHAN Cheong Yee
Executive Director

Hong Kong, 4 September 2026

Notes:

1. Any member of the Company entitled to attend and vote at the Annual General Meeting (or any adjournment thereof) (the "**Meeting**") is entitled to appoint one or more proxies to attend and, subject to the Articles of Association of the Company, to vote instead of himself. A proxy need not be a member of the Company.

2. Where there are joint registered holders of any share, any one of such persons may vote at any 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 be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

3. The form of proxy and the power of attorney or other authority, if any, under which it is signed (or a notarized certified copy of such power of attorney or authority) must be returned to Union Registrars Limited, the Company's share registrar and transfer office in Hong Kong, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 48 hours before the time appointed for holding the Meeting, otherwise the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the Meeting should they so wish.

4. The register of members of the Company will be closed from Wednesday, 23 September 2026 to Monday, 28 September 2026 (both days inclusive) during which period no transfer of Shares will be effected for the purpose of determining the Shareholders who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all completed share transfer instruments accompanied by the relevant share certificate(s) should be lodged for registration with Union Registrars Limited, the Company's Hong Kong share registrar and transfer office, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Tuesday, 22 September 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM is therefore Monday, 28 September 2026.

5. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at www.chnif.com.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Board comprises Mr. CHAN Cheong Yee as executive Director and Mr. LUK Simon, Ms. LIU Xiaoyin, Mr. HON Leung and Mr. Thanakon KUNNA as independent non-executive Directors.