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ASIA INVESTMENT FINANCE GROUP LIMITED

亞投金融集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 33)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

GRANT OF SHARE OPTIONS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Asia Investment Finance Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that on 27 July 2017, the Company granted an aggregate of 930,000,000 share options (the “**Share Option(s)**”) under the share option scheme (the “**Share Option Scheme**”) adopted by the Company on 26 June 2017 to certain eligible persons (the “**Grantee(s)**”) to subscribe for a total of 930,000,000 ordinary shares of HK\$0.1 each in the share capital of the Company (the “**Share(s)**”), subject to acceptance by the Grantees, the terms and conditions of the Share Option Scheme and the requirements of the Listing Rules.

Grant of Share Options to certain Directors, staff and consultants

A total of 507,000,000 Share Options were granted to certain Directors, staff and consultants of the Group, details of which are set out below:

| | |
|---|---|
| Date of grant: | 27 July 2017. |
| Exercise price of the Share Options granted: | HK\$0.15 per Share (Being not less than the highest of (i) HK\$0.1, being the nominal value of each Share; (ii) HK\$0.0684, being the average of the closing prices of the Shares as stated in the daily quotations sheet issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) HK\$0.07, being the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant). |
| Number of Share Options granted: | 507,000,000 Share Options (each Share Option shall entitle the relevant Grantee to subscribe for one Share). |
| Closing price of the Shares on the Date of Grant: | HK\$0.07 per Share. |
| Validity period of the Share Options: | The Share Options shall be vested on the date of grant and exercisable for 3 years from 27 July 2017 to 26 July 2020 (both dates inclusive), subject to the provisions for early termination contained in the Share Option Scheme. |

Among the Share Options granted above, a total of 416,000,000 Share Options were granted to the following Directors, details of which are set out below:

| Name of Directors | Position held with the Company | Number of Share Options granted | Approximate percentage to existing number of Shares in issue |
|-------------------------------|---|---------------------------------|--|
| Cheung Kwan ("Ms. Cheung") | Chairperson and Executive Director (who is also a substantial shareholder of the Company) | 250,000,000 | 2.680% |
| Wang Angel Yunxiao | Co-Chairperson and Non-executive Director | 90,000,000 | 0.965% |
| Wei Jiafu | Executive Director | 30,000,000 | 0.322% |
| Wong Kwong Sum | Executive Director | 10,000,000 | 0.107% |
| Anthony Espina | Independent non-executive Director | 9,000,000 | 0.096% |
| Wong Tin Yau, Kelvin | Independent non-executive Director | 9,000,000 | 0.096% |
| Ho Chun Chung, Patrick | Independent non-executive Director | 9,000,000 | 0.096% |
| Ge Ming | Independent non-executive Director | 9,000,000 | 0.096% |

The grant of the Share Options to the above Directors has been approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules (save that each of them has abstained from voting on the respective resolutions in relation to the grant of Share Options to himself).

Grant of Share Options to certain consultants of the Group

A total of 423,000,000 Share Options were granted to certain consultants of the Group, details of which are set out below:

| | |
|---|--|
| Date of grant: | 27 July 2017. |
| Exercise price of the Share Options granted: | HK\$0.15 per Share (Being not less than the highest of (i) HK\$0.1, being the nominal value of each Share; (ii) HK\$0.0684, being the average of the closing prices of the Shares as stated in the daily quotations sheet issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) HK\$0.07, being the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant). |
| Number of Share Options granted: | 423,000,000 Share Options (each Share Option shall entitle the relevant Grantee to subscribe for one Share). |
| Closing price of the Shares on the date of grant: | HK\$0.07 per Share. |
| Validity period of the Share Options: | One third of the Share Options shall be vested on the date of grant and exercisable for 3 years from 27 July 2017 to 26 July 2020 (both dates inclusive), subject to the provisions for early termination contained in the Share Option Scheme. One third of the Share Options shall be vested on 1 January 2018 and exercisable for the period from 1 January 2018 to 26 July 2020 (both dates inclusive), subject to the provisions for early termination contained in the Share Option Scheme. The remaining number of Share Options shall be vested on 1 January 2019 and exercisable for the period from 1 January 2019 to 26 July 2020 (both dates inclusive), subject to the provisions for early termination contained in the Share Option Scheme. |

To the best knowledge, information and belief of the Directors, save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company or any of their respective associate(s) (as defined in the Listing Rules), and each of them is a third party independent of, and not connected with, the Company and its connected persons (as defined in the Listing Rules).

LISTING RULES IMPLICATIONS

Since the grant of the Share Options to Ms. Cheung Kwan would result in the Shares issued and to be issued to her upon the exercise of all the Share Options granted and to be granted to her in the 12-month period up to and including the date of grant exceeding 0.1% of all the issued Shares, such grant is conditional upon the approval of the shareholders of the Company (the “**Shareholders**”) at an extraordinary general meeting of the Company (the “**EGM**”) as required by Rule 17.04(1) of the Listing Rules and the Share Option Scheme.

The EGM will be convened for the purpose of allowing the Shareholders to consider and, if thought fit, approve the grant of the Share Options to Ms. Cheung. According to Rule 17.04(1) of the Listing Rules and the Share Option Scheme, Ms. Cheung, her associates and all core connected persons of the Company, to the extent they hold any Shares, are required to abstain from voting in respect of the resolutions to approve the grant of the Share Options to her at the EGM.

A circular containing information relating to the grant of the Share Options to Ms. Cheung and notice of the EGM is expected to be despatched to the Shareholders in due course.

By Order of the Board
Asia Investment Finance Group Limited
Wei Jiafu
Executive Director

Hong Kong, 27 July 2017

As at the date of this announcement, the Board comprises three executive Directors, namely Ms. Cheung Kwan, Mr. Wei Jiafu and Mr. Wong Kwong Sum; one non-executive Director, Ms. Wang Angel Yunxiao; and four independent non-executive Directors, namely Mr. Anthony Espina, Mr. Wong Tin Yau, Kelvin, Mr. Ge Ming and Mr. Ho Chun Chung, Patrick.