
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Hoifu Energy Group Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a special general meeting of the Company to be held at Units 1910-12, 19th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Thursday, 29 March 2018 at 2:30 p.m., is set out on pages SGM-1 to SGM-2 of this circular.

Whether or not you intend to attend and/or vote at 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 Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time of the 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 adjournment thereof should you so wish.

1 March 2018

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RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), having made all reasonable enquires, 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.

DEFINITIONS

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

“Announcement”	the proposed change of company name announcement of the Company dated 13 February 2018
“Board”	the board of Directors
“Change of Company Name”	the proposal for change of the English name of the Company from “Hoifu Energy Group Limited” to “Hong Kong Finance Investment Holding Group Limited” and to adopt “香港金融投資控股集團有限公司” as the secondary name in Chinese of the Company to replace its existing secondary name in Chinese “凱富能源集團有限公司”
“Company”	Hoifu Energy Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 February 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Register”	the register of members of the Company
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“SGM”	the special general meeting of the Company to be convened and held at Units 1910-12, 19th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Thursday, 29 March 2018 at 2:30 p.m.
“Share(s)”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD


Hoifu Energy Group Limited
凱富能源集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 7)

Honorary Chairman and Senior Consultant:

Dr. Yukio Hatoyama

Executive Directors:

Dr. Hui Chi Ming *G.B.S., J.P.*

Mr. Neil Bush

Dr. Chui Say Hoe

Mr. Xu Jun Jia

Mr. Cao Yu

Mr. Ren Qian

Mr. Lam Kwok Hing *M.H., J.P.*

Mr. Nam Kwok Lun

Independent Non-executive Directors:

Mr. Chen Weiming, Eric

Mr. Kwan Wang Wai, Alan

Mr. Ng Chi Kin, David

Mr. Yim Kai Pung

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

Units 1910-12, 19th Floor

China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Sheung Wan

Hong Kong

1 March 2018

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the special resolution to be proposed to seek approval of the Shareholders at the SGM in respect of the proposed Change of Company Name.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the Announcement of the Company. The Board proposes to change the English name and the Chinese secondary name of the Company from “Hoifu Energy Group Limited 凱富能源集團有限公司” to “Hong Kong Finance Investment Holding Group Limited 香港金融投資控股集團有限公司” respectively. The proposed Change of Company Name will take effect from the date the new English name and the new Chinese secondary name are entered on the Register of Companies by the Registrar of Companies in Bermuda.

Reasons for the Change of Company Name

The Company and its subsidiaries (the “**Group**”) are principally engaged in investment property and hotel operation; oil, gas and mineral exploration and mining operations; mining and production of zeolite; and financial operation business.

The proposed Change of Company Name fully and accurately summarises the operations of the Company and is an integral part of its direct brand building exercise in light of the followings: 1) Karl-Thomson Securities Company Limited (“**KTS**”), and several other wholly-owned subsidiaries of the Company are registered under the Securities and Futures Commission with licenses to carry on Type 1, 2, 4, 6, 8 and 9 regulated activities and have been operating in the financial services sector in Hong Kong since 2004; 2) As stated in the 2016 Annual Report of the Company, the Group has always aimed to enhance its service capacity in the financial services industry and to pursue such new opportunities. As a result, in July 2016, KTS entered into a promoters’ agreement with co-promoters pursuant to which the parties conditionally agreed to set up a joint venture securities company in the Nansha Free Trade Zone of the Guangzhou Pilot Free Trade Zone, under the framework of the Mainland China and Hong Kong Closer Economic Partnership Arrangement in which the Group will invest RMB350 million; 3) As disclosed in the circular of the Company dated 26 January 2018, the Group planned to acquire the target group, the principal assets of which are the land use rights of land parcels located in Donghai Dao, Zhanjiang Economic and Technological Development Zone, Zhanjiang City, Guangdong Province, the PRC. This very substantial acquisition was passed unanimously at a special general meeting of the Company held on 13 February 2018. The gross floor area of the project is 1.3 million square metres; and 4) As stated in the 2017 interim report of the Company, the Group will seek to expand its business into property investment and development alongside its existing energy-related and financial services business.

LETTER FROM THE BOARD

The Board therefore considers that the Change of Company Name can provide the Company with a more appropriate corporate image and identity in respect of its business scope and will better reflect the Group's enlarging and strengthening financial operation and property investment business which will benefit the Company's future business development beyond the energy-related sector and is in the best interests of the Company and the Shareholders as a whole.

Conditions of the Change of Company Name

The proposed Change of Company name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders of the Company at the SGM approving the Change of Company Name; and
2. the approval of the Registrar of Companies in Bermuda having been obtained for the use by the Company of the proposed new English name and secondary name in Chinese of the Company.

Subject to satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda enters the new English name and the secondary name in Chinese of the Company on the register maintained by it in place of the existing name of the Company. Thereafter, the Company will carry out any necessary filing procedures with the Companies Registry in Hong Kong and in Bermuda.

Effects on the Change of Company Name

The Change of Company Name will not affect any of the rights of the existing shareholders of the Company or the Company's daily business operation and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to the shares of the Company and will be valid for trading, settlement, registration and delivery for the same number of shares in the new English name and the secondary name in Chinese of the Company. As soon as the Change of Company Name has become effective, any new issue of share certificates will be issued in the new English name and secondary name in Chinese of the Company. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

Subject to the confirmation of the Stock Exchange, the English stock short name and the Chinese stock short name of the shares of the Company on the Stock Exchange will also be changed to "Hong Kong Finance Holding" and "香港金控" respectively after the proposed Change of Company Name becomes effective.

LETTER FROM THE BOARD

SGM

Set out on pages SGM-1 to SGM-2 of this circular is a notice convening the SGM to consider and, if thought fit, to approve the proposed Change of Company Name.

A form of proxy for use at the SGM is enclosed herewith. Whether or not you intend to attend and/or vote at the SGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the special resolution in relation to the Change of Company Name to be proposed at the SGM.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 26 March 2018 to Thursday, 29 March 2018, both days inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 23 March 2018.

RECOMMENDATION

The Directors consider that the proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution to be proposed at the SGM to approve the proposed Change of Company Name.

LETTER FROM THE BOARD

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board
Hoifu Energy Group Limited
Dr. Hui Chi Ming, G.B.S., J.P.
Chairman

NOTICE OF SPECIAL GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT a special general meeting (the “SGM”) of Hoifu Energy Group Limited (the “Company”) will be held at Units 1910-12, 19th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Thursday, 29 March 2018 at 2:30 p.m. to consider and, if thought fit, pass the following resolution, with or without modification as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to the enter of “Hong Kong Finance Investment Holding Group Limited” as the new English name and the enter of “香港金融投資控股集團有限公司” as the new secondary name in Chinese of the Company on the register maintained by the Registrar of Companies in Bermuda and the issue of a certificate of incorporation on change of name and a certificate of secondary name by the Registrar of Companies in Bermuda, the English name of the Company be and is hereby changed from “Hoifu Energy Group Limited” to “Hong Kong Finance Investment Holding Group Limited” and to adopt “香港金融投資控股集團有限公司” as the new secondary name in Chinese of the Company to replace its existing secondary name in Chinese “凱富能源集團有限公司” with effect from the date of the issue of a certificate of incorporation on change of name and a certificate of secondary name by the Registrar of Companies in Bermuda, and that the directors of the Company be and are hereby authorised to do all such acts and things and to execute all documents (whether by hand, under seal or as a deed) they consider necessary or expedient in connection with the implementation of or to give effect to the aforesaid change of the English name and adoption of the new secondary name in Chinese of the Company.”

By Order of the Board
Hoifu Energy Group Limited
Dr. Hui Chi Ming, G.B.S., J.P.
Chairman

Hong Kong, 1 March 2018

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. For the purpose of determining the identity of the Shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 26 March 2018 to Thursday, 29 March 2018, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 23 March 2018.
2. Any member of the Company entitled to attend and vote at the meeting convened by this notice shall be entitled to appoint one or more proxies to attend and vote in his stead in accordance with the Bye-laws of the Company. A proxy need not be a member of the Company but must be present in person to represent the member.
3. A form of proxy for use at the above meeting is enclosed.
4. 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 certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment thereof should they so wish.
5. As at the date of this notice, the Honorary Chairman and Senior Consultant of the Company is Dr. Yukio Hatoyama; the Board comprises eight executive Directors, namely, Dr. Hui Chi Ming, *G.B.S., J.P.*, Mr. Neil Bush, Dr. Chui Say Hoe, Mr. Xu Jun Jia, Mr. Cao Yu, Mr. Ren Qian, Mr. Lam Kwok Hing, *M.H., J.P.*, and Mr. Nam Kwok Lun; and four independent non-executive Directors, namely, Mr. Chen Weiming, Eric, Mr. Kwan Wang Wai, Alan, Mr. Ng Chi Kin, David and Mr. Yim Kai Pung.