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CHINA FINANCIAL INTERNATIONAL INVESTMENTS LIMITED
中國金融國際投資有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 721)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of China Financial International Investments Limited (the “**Company**”) will be held at Suite 5704-05, 57/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on Friday, 27 June 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(1) **“THAT:**

- (a) the grant of the option (the “**Option 1**”), according to the terms of the agreement dated 30 January 2014 (as amended on 7 April 2014 and 3 June 2014) (the “**Service Agreement 1**”) entered into between the Company and United Truth Group Limited (“**United Truth**”), which entitles United Truth a monthly service fee of HK\$100,000 and a right to subscribe up to 200,000,000 new Shares (the “**Option 1 Shares**”) at an exercise price of HK\$0.48 each within an exercisable period of 3 years from the date of its grant, be and is hereby approved (details of the Service Agreement 1 are set out in the circular of the Company dated 6 June 2014 (the “**Circular**”));

- (b) conditional upon, among others, the Listing Committee of The Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Option 1 Shares, the Directors be and are hereby generally and unconditionally authorised to allot and issue such number of Option 1 Shares which will be issued pursuant to the exercise of the Option 1, and that the Options 1 Shares, when allotted and issued, shall rank pari passu in all respects with all other Shares in issue as at the date of such allotment and issue; and
- (c) any one Director be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second Director, a duly authorised representative of the Director or the secretary of the Company and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the grant of the Option 1 and the allotment and issue of the Option 1 Shares.”

(2) **“THAT:**

- (a) the grant of the option (the **“Option 2”**) to GCA Special Situations (A) Limited (**“GCA”**), according to the terms of the agreement dated 7 April 2014 (as amended on 3 June 2014) (the **“Service Agreement 2”**) entered into between the Company and GCA, which entitles GCA a right to subscribe up to 200,000,000 new Shares (the **“Option 2 Shares”**) at an exercise price of HK\$0.48 each within an exercisable period of 3 years from the date of its grant, be and is hereby approved (details of the Service Agreement 2 are set out in the Circular);
- (b) conditional upon, among others, the Listing Committee of The Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Option 2 Shares, the Directors be and are hereby generally and unconditionally authorised to allot and issue such number of Option 2 Shares which will be issued pursuant to the exercise of the Option 2, and that the Option 2 Shares, when allotted and issued, shall rank pari passu in all respects with all other Shares in issue as at the date of such allotment and issue; and

- (c) any one Director be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second Director, a duly authorised representative of the Director or the secretary of the Company and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the grant of the Option 2 and the allotment and issue of the Option 2 Shares.”

By Order of the Board
China Financial International Investments Limited
Wang Dehe
Chairman

Hong Kong, 6 June 2014

Head Office and Principal place of business in Hong Kong:

Suite 5704-05, 57/F
Central Plaza
18 Harbour Road
Wanchai, Hong Kong

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

- (1) Any member of the Company entitled to attend and vote at the above meeting convened by this notice is entitled to appoint one or, if he/she is the holder of two or more shares of the Company, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a shareholder of the Company.
- (2) 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 such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time for holding the above meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) In the case of joint holders of a share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this announcement, the executive Directors are Mr. Du Lin Dong and Mr. Pong Po Lam, the non-executive Directors are Mr. Wang Dehe, Mr. Sha Naiping and Mr. Ding Xiaobin and the independent non-executive Directors are Dr. Cheung Wai Bun Charles, Mr. Wan Hongchun and Mr. Zeng Xianggao.