

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

ANNOUNCEMENT

References are made to (i) the Subscription Announcement and (ii) the Subscription Circular, both relating to, among other matters, the First Subscription and application for the Whitewash Waiver; (iii) the Profit Alert Announcement; (iv) the Clarification Announcement; and (v) the Interim Results Announcement.

Shareholders and potential investors of the Company should exercise caution in placing reliance on the Interim Results in assessing the merits and demerits of the First Subscription, the Whitewash Waiver and the transactions relating thereto and when dealing in the Shares.

References are made to (i) the announcement of China Financial International Investments Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 4 September 2014 (the “**Subscription Announcement**”) and (ii) the circular of the Company dated 15 January 2015 (the “**Subscription Circular**”), both relating to, among other matters, the First Subscription and application for the Whitewash Waiver; (iii) the announcement of the Company dated 4 February 2015 (the “**Profit Alert Announcement**”) in relation to the expected unaudited profit of the Group for the six months ended 31 December 2014 (the “**Profit Alert**”); (iv) the clarification announcement of the Company dated 5 February 2015 (the “**Clarification Announcement**”) in relation to the Profit Alert which constitutes a profit forecast under Rule 10 of the Takeovers Code; and (v) the announcement of the Company dated 17 February 2015 (the “**Interim Results Announcement**”) in relation to interim results for the six months ended 31 December 2014 (the “**Interim Results**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Subscription Circular.

As disclosed in the Clarification Announcement, the Profit Alert constitutes a profit forecast under Rule 10 of the Takeovers Code which would be required to be reported on by financial advisers and auditors. Pursuant to Rule 10.9 of the Takeovers Code, the Interim Results Announcement, which was published earlier today, falls under Rule 10.9 of the Takeovers Code and the reporting on requirement of the Profit Alert will no longer be required.

Somerley, the Independent Financial Adviser to the Independent Board Committee, has reviewed the Interim Results and it has confirmed that its opinion set out in the “Letter from the Independent Financial Adviser” in the Subscription Circular shall remain the same, i.e. (1) the terms of the Amended First Subscription Agreement (including the related Specific Mandate) are on normal commercial terms, and are fair and reasonable so far as the Independent Shareholders are concerned; (2) the Whitewash Waiver is fair and reasonable so far as the Independent Shareholders are concerned; and (3) the Amended First Subscription Agreement, the related Specific Mandate and the Whitewash Waiver are in the interests of the Company and the Shareholders as a whole. Accordingly, Somerley advises the Independent Board Committee to recommend, and it recommends, the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the SGM to approve the Amended First Subscription Agreement, the related Specific Mandate and the Whitewash Waiver.

The Interim Results is prepared by the Company’s management based on the management accounts of the Group and the same has not been audited by the Company’s auditors. Shareholders and potential investors of the Company should exercise caution in placing reliance on the Interim Results in assessing the merits and demerits of the First Subscription, the Whitewash Waiver and the transactions relating thereto and when dealing in the Shares.

By order of the Board
China Financial International Investments Limited
Du Lin Dong
Chief Executive Officer

Hong Kong, 17 February 2015

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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.