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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)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING  
HELD ON 6 MARCH 2015**

The Board is pleased to announce that resolutions no. 1 and 2 as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the SGM held on 6 March 2015.

As more than 50% of the votes were cast against resolution no. 3 as set out in the Notice, resolution no. 3 was not passed by the Shareholders by way of poll at the SGM. No Second Subscription Shares will be allotted and issued.

Reference is made to the circular incorporating the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of China Financial International Investments Limited (the “**Company**”) dated 15 January 2015 in relation to, *inter alia*, the proposed subscription for new Shares and application for the Whitewash Waiver (the “**Circular**”). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

At the SGM held on 6 March 2015, the voting on all proposed resolutions as set out in the Notice was taken by poll.

As at the date of the SGM, the total number of issued Shares in the Company was 4,671,634,030 Shares, being the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the SGM, other than the ordinary resolutions no. 1 and 2 of the SGM.

Wailianfa, Junjue, the Nominee Subscriber and parties acting in concert with each of them, Mr. Du, (together with Rightfirst Holdings Limited and Ms. Liu Zan, the associates of Mr. Du), Mr. Wang, the Second Subscriber and their respective associates were required to abstain and abstained from voting on the ordinary resolutions no. 1 and 2 at the SGM. Save for Mr. Du, Ms. Liu Zan and Rightfirst Holdings Limited in aggregate holding 720,314,830 Shares, representing approximately 15.42% of the entire issued share capital of the Company, none of Wailianfa, Junjue, the Nominee Subscriber, together with parties acting in concert with them, Mr. Wang, the Second Subscriber and their respective associates is interested in the Shares. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolutions no. 1 and 2 at the SGM was 3,951,319,200 Shares and total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolution no. 3 at the SGM was 4,671,634,030.

Apart from aforesaid, there was no Share entitling the Shareholders thereof to attend and abstain from voting in favour of any resolution at the SGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required to abstain from voting at the SGM under the Listing Rules and the Takeovers Code.

The Executive has granted the Whitewash Waiver on 3 March 2015 subject to (i) the issue of the First Subscription Shares being approved by a vote of the Independent Shareholders at the SGM, to be taken on poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Nominee Subscriber and parties acting in concert with it between the announcement of the Company dated 4 September 2014 and the First Completion.

The Hong Kong branch share registrar of the Company, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote taking.

## RESULTS OF THE SGM

The full text of the resolutions was set out in the Notice and the poll results in respect of each of the resolutions were as follows:

Ordinary Resolutions		Number of Votes (%)		Total Number of Votes (%)
		For	Against	
1.	To approve, confirm and ratify the Amended First Subscription Agreement and the transactions contemplated thereunder including, but not limited to the specific mandate to allot and issue 11,500,000,000 new Shares.	2,473,163,000 (98.355%)	41,358,788 (1.645%)	2,514,521,788 (100%)

Ordinary Resolutions		Number of Votes (%)		Total Number of Votes (%)
		For	Against	
2.	Subject to the passing of the ordinary resolution numbered 1 above, to approve the Whitewash Waiver.	2,473,163,000 (98.355%)	41,358,788 (1.645%)	2,514,521,788 (100%)
3.	To approve, confirm and ratify the Amended Second Subscription Agreement (as defined in the Notice) and the transactions contemplated thereunder including, but not limited to the specific mandate to allot and issue 840,000,000 new Shares.	768,574,830 (25.396%)	2,257,801,788 (74.604%)	3,026,376,618 (100%)

As more than 50% of the votes were cast in favour of each of the resolutions no. 1 and 2, resolutions no. 1 and 2 were passed as ordinary resolutions of the Company.

As more than 50% of the votes were cast against resolution no. 3, resolution no. 3 was not passed. No Second Subscription Shares will be allotted and issued.

## CHANGES IN SHAREHOLDING STRUCTURE

The changes in the shareholding structure of the Company as a result of the First Subscription are as follows:

	Scenario (1)		Scenario (2)		Scenario (3)		Scenario (4)			
	As at the date of this announcement		Immediately after the issue of 11 billion First Subscription Shares assuming no options have been exercised and no CB have been converted		Immediately after the First Completion assuming full exercise of the outstanding options and full conversion of CB		Immediate after the First Completion and the completion of the Placing of 130,000,000 new Shares assuming no options have been exercised and no CB have been converted		Immediate after the First Completion and the disposal of 130,000,000 Shares by Mr. Du and his associates assuming no options have been exercised and no CB have been converted	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
<b>Directors and its associates</b>										
Rightfirst Holdings Limited (note 1)	500,000,000	10.70	500,000,000	3.19	500,000,000	2.91	500,000,000	3.07	500,000,000	3.09
Liu Zan (note 1)	34,400,000	0.74	34,400,000	0.22	34,400,000	0.20	34,400,000	0.21	34,400,000	0.21
Mr. Du (note 1)	185,914,830	3.98	185,914,830	1.19	190,614,830	1.11	185,914,830	1.14	55,914,830	0.35
Ding Xiaobin (note 2)	1,300,000	0.03	1,300,000	0.01	1,300,000	0.01	1,300,000	0.01	1,300,000	0.01
Zeng Xianggao (note 2)	1,000,000	0.02	1,000,000	0.01	1,000,000	0.01	1,000,000	0.00	1,000,000	0.01
Mr. Wang	-	-	-	-	40,000,000	0.23	-	-	-	-
Sub-total	722,614,830	15.47	722,614,830	4.62	767,314,830	4.47	722,614,830	4.43	592,614,830	3.67
The Nominee Subscriber (note 3) and parties acting in concert with it	-	-	11,000,000,000	70.19	11,500,000,000	66.95	11,500,000,000	70.54	11,500,000,000	71.11
Sino Day Financial International Holdings Limited ("Sino Day") (note 4)	470,640,000	10.07	470,640,000	3.00	470,640,000	2.74	470,640,000	2.89	470,640,000	2.91
Other public Shareholders (note 5)	3,478,379,200	74.46	3,478,379,200	22.19	4,438,379,200	25.84	3,478,379,200	21.34	3,608,379,200	22.31
Placing Shares	-	-	-	-	-	-	130,000,000	0.80	-	-
<b>Total</b>	<b>4,671,634,030</b>	<b>100.00</b>	<b>15,671,634,030</b>	<b>100.00</b>	<b>17,176,334,030</b>	<b>100.00</b>	<b>16,301,634,030</b>	<b>100.00</b>	<b>16,171,634,030</b>	<b>100.00</b>

*Notes:*

1. The 34,400,000 Shares were held by Ms. Liu Zan, who is the spouse of Mr. Du, an executive Director and chief executive officer of the Company, and the entire issued capital of Rightfirst Holdings Limited is beneficially owned by Mr. Du. Therefore, in addition to the 185,914,830 Shares personally owned by Mr. Du, Mr. Du is deemed to be interested in the 500,000,000 Shares held by Rightfirst Holdings Limited and the 34,400,000 Shares held by Ms. Liu Zan. Mr. Du also holds 4,700,000 share options of the Company which confer him the right to subscribe for 4,700,000 Shares upon exercise of the subscription rights attached to such share options. Mr. Du, who is one of the guarantors to the Amended First Subscription Agreement, is interested and involved in the First Subscription. Mr. Du was required to abstain and abstained from voting on the relevant resolutions proposed to approve the Amended First Subscription Agreement, the First Subscription, the Specific Mandate in respect of the First Subscription Shares and the Whitewash Waiver at the SGM.
2. Each of Mr. Ding Xiaobin and Mr. Zeng Xianggao is a non-executive Director and an independent non-executive Director, respectively. Each of Mr. Ding Xiaobin and Mr. Zeng Xianggao is not involved in the negotiation of the Subscription Agreements nor interested in the Subscription Agreements and they are not required to abstain from voting at the SGM to approve the Subscription Agreements, the Specific Mandates and the Whitewash Waiver.
3. Pursuant to the Amended First Subscription Agreement, on the First Completion, the Company shall allot and issue the First Subscription Shares to the Nominee Subscriber.
4. 50% of the issued capital of Sino Day is beneficially owned by Ms. Peng Ying. Ms. Peng Ying is therefore deemed to be interested in the 470,640,000 Shares held by Sino Day. As at the date of this announcement, Sino Day is a substantial Shareholder holding 10.07% of entire issued share capital of the Company. Upon the First Completion, Sino Day will only hold less than 10% of the entire issued share capital of the Company and be regarded as a public Shareholder.
5. In scenario (1), approximately 25.19% of the entire issued share capital of the Company will be held by public Shareholders; in scenario (2), approximately 28.58% of the entire issued share capital of the Company will be held by public Shareholders; in scenario (3), approximately 25.03% of the entire issued share capital of the Company will be held by public Shareholders; and in scenario (4), approximately 25.22% of the entire issued share capital of the Company will be held by public Shareholders.

The Company will make further announcement(s) upon allotment and issue of new Shares under the First Subscription, as and when appropriate.

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

Hong Kong, 6 March 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.*