

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)

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 Suites 5704-05, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 7 January 2016 at 11:00 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) subject to the passing of the resolution no. 2 below, the investment strategic cooperation agreement (the “**Strategic Cooperation Agreement**”) dated 24 November 2015 (a copy of which has been produced to this meeting marked “A” and initialled by the Chairman for the purpose of identification), and entered into between the Company and Beijing Irena Culture Co., Ltd (“**Beijing Irena**”), in relation to the injection of capital (the “**Strategic Cooperation**”) in the sum of HK\$770,000,000 by Yi Jia Investment Limited (“**Yi Jia**”), a wholly-owned subsidiary of Beijing Irena, and HK\$360,000,000 by Best Joy Asia Investment Limited (“**Best Joy**”), a wholly-owned subsidiary of the Company, to Glassy Mind Holdings Limited (“**Glassy Mind**”), which is owned as to 70% by Yi Jia and as to 30% by Best Joy, for the purpose of the acquisition by Glassy Mind of in aggregate 226,000,000 shares, representing approximately 28.76% of the issued share capital in Ourgame International Holdings Limited (“**Ourgame**”), the issued shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited (stock code: 6899), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) any director of the Company (“**Director(s)**”) be and is hereby authorised to exercise all the powers of the Company and to take all steps as might in his opinion be desirable or necessary in connection with the Strategic Cooperation Agreement of the transactions contemplated thereunder including but not limited to the Strategic Cooperation in accordance with and subject to the terms and conditions of the Strategic Cooperation Agreement; and
- (c) any Director be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the company secretary (the “**Company Secretary**”) of the Company) and to take such steps as he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Strategic Cooperation and the transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

2. “**THAT**

- (a) subject to the completion of the Strategic Cooperation and the passing of the resolution no. 1 above, the buy-back (the “**Disposal**”) of the 30% issued share capital in Glassy Mind from Best Joy by Beijing Irena, at the consideration (the “**Guaranteed Return**”), being HK\$360,000,000 [1 + (30% x N/365)] (where “N” represents the number of calendar days from the date of the payment of the investment amount to 30 June 2016, by Best Joy to Glassy Mind) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any Director be and is hereby authorised to exercise all the powers of the Company and to take all steps as might in his opinion be desirable or necessary in connection with the Strategic Cooperation Agreement of the transactions contemplated thereunder including but not limited to the Disposal in accordance with and subject to the terms and conditions of the Strategic Cooperation Agreement; and

- (c) any Director be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the Company Secretary) and to take such steps as he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Disposal and the transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

Yours faithfully,
By order of the Board
China Financial International Investments Limited
Du Lin Dong
Chairman and Chief Executive Officer

Hong Kong, 21 December 2015

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Suites 5704-05, 57/F
Central Plaza
18 Harbour Road
Wanchai, Hong Kong

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and to vote in his stead in accordance with the memorandum of association and bye-laws of the Company. A proxy need not to be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, then one of the said holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the above meeting or any adjournment thereof.
4. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the above meeting and in such event, the form of proxy shall be deemed to be revoked.
5. The voting on the resolution to be conducted at the above meeting shall be taken by way of poll.

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. Sha Naiping and Mr. Ding Xiaobin and the independent non-executive Directors are Dr. Cheung Wai Bun Charles, Mr. Zeng Xianggao and Mr. Li Cailin.