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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)*

**NON-LEGALLY BINDING LETTER OF INTENT  
IN RELATION TO A POSSIBLE SUBSCRIPTION OF SHARES**

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the SFO.

On 25 February 2018, the Company and the Potential Investor entered into the LOI, pursuant to which the Potential Investor (or the Fund or its designated party) intends to subscribe for and the Company intends to allot and issue the Subscription Shares under the Possible Subscription.

Pursuant to the LOI and conditional upon the entering into by the parties of a definitive Subscription Agreement, it is proposed that the Company intends to allot and issue, and the Potential Investor (or the Fund or its designated party) intends to subscribe for the Subscription Shares at a consideration of approximately US\$150,000,000 (equivalent to approximately HK\$1,170,000,000) under the Possible Subscription.

The Possible Subscription, if materialised, will lead to the Potential Investor (or the Fund or its designated party) holding less than 30% of the issued share capital of the Company as enlarged by the Subscription Shares and thus, no change in control of the Company. The Subscription Shares will be issued pursuant to the specific mandate to be sought from the Shareholders at the SGM. Proceeds from the Subscription shall be applied by the Company towards the Possible Acquisition.

The Subscription Agreement, if entered into, the Potential Investor (or the Fund or its designated party) shall irrevocably undertake to the Company that from the date of issue of the Subscription Shares until the fifth anniversary thereof, it shall not dispose of any of the Subscription Shares in the secondary market (which, for the avoidance of doubt, shall not include disposals through block trade or placing arrangements), to support the continuous development of the Group.

**Shareholders and potential investors of the Company should be aware that the terms of the Possible Subscription are subject to further negotiations between the Company and the Potential Investor, and the completion of the Possible Subscription is subject to (i) the Subscription Agreement being entered into; and (ii) the satisfaction (or, as the case may be, waiver) of such conditions precedent to completion, including satisfactory due diligence by the Potential Investor, as may be specified therein. Accordingly, there is no assurance that the Possible Subscription will materialise or eventually be consummated.**

**Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the Shares and if they are in any doubt about their position, they should consult their professional adviser(s).**

**DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Company”	China Financial International Investments Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 00721)
“Director(s)”	director(s) of the Company
“Fund”	the fund which shall be managed by the Potential Investor or its designated party
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“LOI”	the non-legally binding letter of intent dated 25 February 2018 entered into between the Company and the Potential Investor as in relation to the Possible Subscription
“Possible Acquisition”	the possible acquisition of certain equity interest in company(ies) which conduct(s) business in the transportation and logistics sector having become unconditional
“Possible Subscription”	the possible subscription for the Subscription Shares by the Potential Investor (or the Fund or its designated party)pursuant to the LOI
“Potential Investor”	the potential investor for the Possible Subscription and an Independent Third Party
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	a special general meeting of the Company to be convened and held to consider and, if thought fit, approve, among other things, the Possible Subscription and the transactions contemplated thereunder
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the legally binding formal subscription agreement which may or may not be entered between the Company and the Potential Investor (or the Fund or its designated party) in relation to the Possible Subscription
“Subscription Shares”	the new Shares proposed to be subscribed by the Potential Investor (or the Fund or its designated party) under the Possible Subscription

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“US\$”	United States dollar(s), the lawful currency of the United States of America
“%”	per cent.

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

Hong Kong, 25 February 2018

*In this announcement, translation of US\$ into HK\$ based on the exchange rate of US\$1.00 to HK\$7.8. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amounts in Hong Kong dollars or United States dollars have been, could have been or may be converted at such or any other rate or at all*

*As at the date of this announcement, the executive Directors are Mr. Du Lin Dong and Mr. Pong Po Lam, the non-executive Director is Mr. Ding Xiaobin, and the independent non-executive Directors are Dr. Cheung Wai Bun Charles, JP, Mr. Zeng Xianggao and Mr. Li Cailin.*