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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Financial International Investments Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

### SERVICE AGREEMENTS INVOLVING THE GRANT OF OPTIONS UNDER A SPECIFIC MANDATE AND NOTICE OF SPECIAL GENERAL MEETING

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A letter from the board of directors of China Financial International Investments Limited is set out on pages 4 to 15 of this circular.

A notice convening the special general meeting of China Financial International Investments Limited to 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. is set out on pages 16 to 18 of this circular. If you are unable to attend the special general meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. In order to be valid, the proxy form must be deposited by hand or post to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the special general meeting or adjourned meeting or not less than 24 hours before the time appointed for taking the poll (as the case may be). If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the special general meeting or any adjournment thereof should you so wish.

6 June 2014

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following words and expressions have the following meanings:*

“Board”	the board of directors of the Company
“BVI”	the British Virgin Islands
“Company”	China Financial International Investments Limited, a company incorporated in Cayman Islands and continued in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange with stock code 721
“CFIIM”	China Financial International Investments and Managements Limited
“Directors”	directors of the Company for the time being
“Exercise Price”	the exercise price for Option 1 or Option 2
“GCA”	GCA Special Situations (A) Limited, a limited company incorporated in the BVI
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	a third party independent from and not connected with the directors, the chief executive or the substantial shareholders of the Company or its subsidiaries and/or their respective associates (as defined in the Listing Rules)

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## DEFINITIONS

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“Last Trading Day”	7 April 2014, being the last full trading day on which the Shares were traded on the Stock Exchange prior to the publishing of the announcement of the Company dated 7 April 2014
“Latest Practicable Date”	3 June 2014 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option 1”	the rights to subscribe for the Option 1 Shares at the Exercise Price
“Option 1 Shares”	based on the Exercise Price, up to 200,000,000 new Shares to be issued upon the exercise of the Option 1
“Option 2”	the rights to subscribe for the Option 2 Shares at the Exercise Price
“Option 2 Shares”	based on the Exercise Price, up to 200,000,000 new Shares to be issued upon the exercise of the Option 2
“Service Agreement 1”	the agreement dated 30 January 2014 (as amended on 7 April 2014 and 3 June 2014) entered into between the Company and United Truth in respect of the services of introduction of potential investors provided or to be provided by United Truth to the Company
“Service Agreement 2”	the agreement dated 7 April 2014 (as amended on 3 June 2014) entered into between the Company and GCA in respect of the services of introduction of potential investors provided or to be provided by GCA to the Company
“Share Option Scheme”	the existing share option scheme of the Company was approved and adopted on 15 January 2008

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## DEFINITIONS

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“SGM”	the special general meeting of the Company to 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.
“Shareholder(s)”	holder(s) of the Shares
“Shares”	ordinary share(s) in the share capital of the Company
“Specific Mandate”	the authority to allot and issue such number of the Option 1 Shares and Option 2 Shares pursuant to an ordinary resolution to be proposed and to be approved by the Shareholders at the SGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“United Truth”	United Truth Group Limited, a limited company incorporated in the BVI

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Du Lin Dong

Mr. Pong Po Lam

*Non-Executive Directors:*

Mr. Wang Dehe

Mr. Sha Naiping

Mr. Ding Xiaobin

*Independent Non-Executive Directors:*

Dr. Cheung Wai Bun Charles, J.P.

Mr. Wan Hongchun

Mr. Zeng Xianggao

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head Office and Principal place of  
business in Hong Kong:*

Suite 5704-05, 57/F

Central Plaza

18 Harbour Road

Wanchai, Hong Kong

6 June 2014

*To the Shareholders*

Dear Sir or Madam,

**SERVICE AGREEMENTS INVOLVING  
THE GRANT OF OPTIONS UNDER A SPECIFIC MANDATE  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 7 April 2014 and the supplemental announcement dated 3 June 2014.

The purpose of this circular is to provide you with information on the proposed resolutions in relating to the grant of Option 1 and Option 2 under the Specific Mandate and to give you the notice and the proxy form for the SGM to be held on Friday, 27 June 2014.

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## LETTER FROM THE BOARD

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### THE SERVICE AGREEMENT 1

Pursuant to the Service Agreement 1, United Truth shall introduce high net worth potential investors in the PRC to the Company for a term of 1 year so as to enable the Group to increase its capital base and enhance its financial performance. The Company agreed to engage United Truth at a fixed service fee of HK\$100,000 per month together with the grant of the Option 1 to United Truth. Prior to the appointment of United Truth under the Service Agreement 1, the Company had no business relationship with United Truth.

The grant of the Option 1 will be under the Specific Mandate conditional upon approval by the Shareholders at the SGM and granting of listing approval of the Shares to be issued upon exercise of the Option 1 by the Stock Exchange. If the Specific Mandate is not approved by the Shareholders, the Company will further negotiate with United Truth for an alternative remuneration proposal. Up to the Latest Practicable Date, the Company and United Truth have not discussed any alternative remuneration proposal. The Company will comply with the applicable Listing Rules in respect of any alternative remuneration proposal as and when required.

According to the Service Agreement 1, United Truth is only required to introduce high net worth potential investors in the PRC being mainly institutional investors acceptable to the Company when required by the Company.

The terms of the Service Agreement 1 including the fee payable and the grant of Option 1 to United Truth were negotiated at arm's length after taking into account the following factors: (i) the service provided by United Truth; (ii) the percentage of the shareholding interest which United Truth would have in the Company upon exercise of the Option 1 in full (assuming there is no other change in the issued share capital of the Company) which shall not exceed 5% of the existing issued Shares as at the Latest Practicable Date; (iii) the share price and liquidity of the Shares; and (iv) the terms of the Option 1 including the Exercise Price. The Company is of the view that the grant of the Option 1 can give good incentive to United Truth to actively introduce high net worth potential investors in the PRC being mainly institutional investors to the Company so as to enable the Company to increase its capital base and enhance the financial performance of the Group. The grant of Option 1 was initially proposed by United Truth during the course of negotiation for the entering into of the Service Agreement 1. The Directors (including the independent non-executive Directors), having deliberated (i) the dilution effect that may be caused by the Option 1 upon its exercise to the existing Shareholders; (ii) that the grant of the Option 1 will have no cost (in term of monetary value) to the Company but may bring new capital to the Company if United Truth exercises Option 1; (iii) that the Company will not need to pay any additional cash incentive to United Truth under the Service Agreement 1; and (iv) that the exercise price of the Option 1 is the market price of the Shares on the date of grant, considers that the term of the Service Agreement 1 and the grant of Option 1 with the issuance of a maximum of 200,000,000 Option 1 Shares upon its exercise which represents approximately 4.29% of the existing issued share capital of the Company at the exercise price of HK\$0.48 per Share are fair and reasonable and in the interest of the Company and its Shareholders as a whole with reference to the prevailing market rates.

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## LETTER FROM THE BOARD

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United Truth is a company incorporated in the BVI in 2012 and is an Independent Third Party to the Company and its associates. United Truth is mainly engaging in the businesses of equity shares, trading, enterprises, financing and consultancy service as well as property investment. The directors and the shareholder of United Truth have been active in various investments in global market for many years and possess profound knowledge of local conditions in the investment industry and have wide business network in the equity and capital market in the PRC. The Company got acquainted with United Truth through a business partner.

### **The Grant of Option 1 under the Service Agreement 1**

The principal terms of the Option 1 are as follows:

Grantor	the Company
Grantee	United Truth
Number of Option Shares	Up to 200,000,000 Option 1 Shares
Vesting	The Option 1 will be vested immediately upon its grant, which is subject to the Shareholders' approval.
Exercise Period	No part of the Option 1 shall be exercised within 3 months from the date of grant. United Truth is entitled to exercise the Option 1 (i) for 40,000,000 Option 1 Shares after three months from the date of grant; (ii) for further 80,000,000 Option 1 Shares after one year from the date of grant; and (iii) for the remaining 80,000,000 Option 1 Shares after two years from the date of grant. The Option 1 will lapse after three years from the date of grant in respect of the Option 1 Shares which have not been exercised.



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## LETTER FROM THE BOARD

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Exercise Price	HK\$0.48 per Option 1 Share, which is equal to the highest of (i) the closing price of the Shares stated in the daily quotations sheet of the Stock Exchange on the Last Trading Date, (ii) HK\$0.479, the average closing price of the Shares stated in the daily quotations sheet of the Stock Exchange for the five business days immediately preceding the Last Trading Date; and (iii) HK\$0.01, the nominal value per Share.
Adjustment	The Exercise Price of the Option 1 will only be adjusted at the sole discretion of the Board upon the occurrence of consolidation or subdivision of Shares, capitalisation issues (such as bonus issue) and capital distribution. Should the Board approve any adjustment to the Exercise Price of the Option 1, the Company will adopt similar principal on adjustment calculation formula as stipulated in the Share Option Scheme and such adjustment will be certified by the auditors of the Company or an independent financial adviser.
Option 1 Shares	The Option 1 Shares will rank, upon issue, pari passu in all respects with all other Shares in issue on the date of the allotment and issue of the Option 1 Shares and will entitle the holder(s) to all dividends, and other distributions, rights or entitlements for which the record date falls after the date of the allotment and issue of the Option 1 Shares.
Application for listing	Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Option 1 Shares which may fall to be allotted and issued upon the exercise of the Option 1.
Transferability	The Option 1 is not transferable in whole or in part.

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## LETTER FROM THE BOARD

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Upon the grant of the Option 1, United Truth will be entitled to subscribe for a maximum of 200,000,000 Option 1 Shares based on the Exercise Price of HK\$0.48 each according to its terms. As disclosed, the grant of the Option 1 can give good incentive to United Truth to actively introduce high net worth potential investors in the PRC including institutional investors to the Company so as to enable the Company to increase its capital base and enhance the financial performance of the Group. The grant of Option 1 was initially proposed by United Truth during the course of negotiation for the entering into the Service Agreement 1. As such, the services provided by United Truth are not hocked with the number of Option 1 granted to United Truth.

The Exercise Price of HK\$0.48 per Option 1 Share was arrived at after arm's length negotiation between the Company and United Truth based on the recent closing price of the Shares as quoted on the Stock Exchange on or before the Last Trading Day.

As disclosed in the 2013 interim report of the Company, the unaudited equity attributable to the Company's equity holders as at 31 December 2013 was approximately HK\$959 million. Accordingly, the net asset value per Share as at 31 December 2013 would be approximately HK\$0.206. The Exercise Price is approximately 133.0% above the unaudited net asset value per Share as at 31 December 2013.

The Option 1 Shares will be issued pursuant to the Specific Mandate, subject to the approval of the Shareholders at the SGM and the grant of listing approval by the Stock Exchange.

The 200,000,000 Option 1 Shares to be allotted and issued upon the exercise of the Option 1 in full represent approximately:

- (i) 4.29% of the existing issued share capital of the Company;
- (ii) 4.11% of the issued share capital of the Company as enlarged by the allotment and issue of all the Option 1 Shares; and
- (iii) 3.95% of the issued share capital of the Company as enlarged by the allotment and issue of all the Option 1 Shares and the Option 2 Shares.

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## LETTER FROM THE BOARD

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### THE SERVICE AGREEMENT 2

Pursuant to the Service Agreement 2, GCA shall introduce potential investors in the PRC to the Company for a term of 1 year so as to enable the Group to increase its capital base and enhance its financial performance. The Company agreed to engage GCA with the grant of the Option 2 to GCA. Prior to the appointment of GCA under the Service Agreement 2, the Company had no business relationship with GCA.

The grant of the Option 2 will be under the Specific Mandate conditional upon approval by the Shareholders at the SGM and granting of listing approval of the Shares to be issued upon exercise of the Option 2 by the Stock Exchange. If the Specific Mandate is not approved by the Shareholders, the Company will further negotiate with GCA for an alternative remuneration proposal. Up to the Latest Practicable Date, the Company and GCA have not discussed any alternative remuneration proposal. The Company will comply with the applicable Listing Rules in respect of any alternative remuneration proposal as and when required.

According to the Service Agreement 2, GCA is only required to introduce potential investors in the PRC being mainly individuals and families for the purpose of Capital Investment Entrant Scheme (the “**Scheme**”) implemented by the Immigration Department of Hong Kong acceptable to the Company.

The terms of the Service Agreement 2 including the grant of Option 2 to GCA were negotiated at arm’s length after taking into account the following factors: (i) the service provided by GCA; (ii) the percentage of the shareholding interest which GCA would have in the Company upon exercise of the Option 2 in full (assuming there is no other change in the issued share capital of the Company) which shall not exceed 5% of the existing issued Shares as at the Latest Practicable Date; (iii) the share price and liquidity of the Shares; and (iv) the terms of the Option 2 including the Exercise Price. The Company is of the view that the grant of the Option 2 can give good incentive to GCA to actively introduce potential investors in the PRC for the purpose of the Scheme so as enable the Company to increase its capital base and enhance the financial performance of the Group. Given the difference in the scope of services to be performed by GCA and the similar factors mentioned above for the grant of Option 1, the Directors (including the independent non-executive Directors) consider that the terms of the Service Agreement 2 and the grant of Option 2 with the same number and terms as Option 1 to GCA under the Service Agreement 2 without any cash payment are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

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## LETTER FROM THE BOARD

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GCA is a company incorporated in the BVI in 2013 and is an Independent Third Party to the Company and its associates. GCA is an enterprise based in Hong Kong mainly engaging in the businesses of investment and providing assistance on migration through investment. One of the directors and shareholders of GCA worked for various financial institutions in the PRC for many years and has extensive experience in micro finance service sectors (including small loan companies, guarantee companies, etc.) and integrated financial service industry and other directors and shareholders possesses wide network in investments and banking industries and have extensive experience in migration through investment. The Company got acquainted with GCA through a business partner.

### **The Grant of Option 2 under the Service Agreement 2**

The principal terms of the Option 2 are as follows:

Grantor	the Company
Grantee	GCA
Number of Option Shares	Up to 200,000,000 Option 2 Shares
Vesting	The Option 2 will be vested immediately upon its grant, which is subject to the Shareholders' approval.
Exercise Period	No part of the Option 2 shall be exercised within 3 months from the date of grant. GCA is entitled to exercise the Option 2 (i) for 40,000,000 Option 2 Shares after three months from the date of grant; (ii) for a further 80,000,000 Option 2 Shares after one year from the date of grant; and (iii) for the remaining 80,000,000 Option 2 Shares after two years from the date of grant. The Option 2 will lapse after three years from the date of grant in respect of the Option 2 Shares which have not been exercised.

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## LETTER FROM THE BOARD

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Exercise Price	HK\$0.48 per Option 2 Share, which is equal to the highest of (i) the closing price of the Shares stated in the daily quotations sheet of the Stock Exchange on the Last Trading Date, (ii) HK\$0.479, the average closing price of the Shares stated in the daily quotations sheet of the Stock Exchange for the five business days immediately preceding the Last Trading Date; and (iii) HK\$0.01, the nominal value per Share.
Adjustment	The Exercise Price of Option 2 will only be adjusted at the sole discretion of the Board upon the occurrence of consolidation or subdivision of Shares, capitalisation issues (such as bonus issue) and capital distribution. Should the Board approve any adjustment to the Exercise Price of the Option 2, the Company will adopt similar principal on adjustment calculation formula as stipulated in the Share Option Scheme and such adjustment will be certified by the auditors of the Company or an independent financial adviser.
Option 2 Shares	The Option 2 Shares will rank, upon issue, pari passu in all respects with all other Shares in issue on the date of the allotment and issue of the Option 2 Shares and will entitle the holder(s) to all dividends, and other distributions, rights or entitlements for which the record date falls after the date of the allotment and issue of the Option 2 Shares.
Application for listing	Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Option 2 Shares which may fall to be allotted and issued upon the exercise of the Option 2.
Transferability	The Option 2 is not transferrable in whole or in part.

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## LETTER FROM THE BOARD

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Upon the grant of the Option 2, GCA will be entitled to subscribe for a maximum of 200,000,000 Option 2 Shares based on the Exercise Price of HK\$0.48 per each according to its terms. As disclosed, the grant of the Option 2 can give good incentive to GCA to actively introduce potential investors in the PRC for the purpose of the Scheme so as enable the Company to increase its capital base and enhance the financial performance of the Group. Given the difference in the scope of services to be performed by GCA and the similar factors mentioned above for the grant of Option 1, the service provided by GCA are not hocked with the number of Option 2 granted to GCA.

The Exercise Price of HK\$0.48 per Option 2 Share was arrived at after arm's length negotiation between the Company and GCA based on the recent closing price of the Shares as quoted on the Stock Exchange on or before the Last Trading Day.

As disclosed in the 2013 interim report of the Company, the unaudited equity attributable to the Company's equity holders as at 31 December 2013 was approximately HK\$959 million. Accordingly, the net asset value per Share as at 31 December 2013 would be approximately HK\$0.206. The Exercise Price is approximately 133.0% above the unaudited net asset value per Share as at 31 December 2013.

The Option 2 Shares will be issued pursuant to the Specific Mandate, subject to the approval of the Shareholders at the SGM and the grant of listing approval by the Stock Exchange.

The 200,000,000 Option 2 Shares to be allotted and issued upon the exercise of the Option 2 in full represent approximately:

- (i) 4.29% of the existing issued share capital of the Company;
- (ii) 4.11% of the issued share capital of the Company as enlarged by the allotment and issue of all the Option 2 Shares; and
- (iii) 3.95% of the issued share capital of the Company as enlarged by the allotment and issue of all the Option 1 Shares and the Option 2 Shares.

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## LETTER FROM THE BOARD

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### REASONS FOR ENTERING INTO SERVICE AGREEMENT 1 AND SERVICE AGREEMENT 2

It has always been the intention of the Company to engage United Truth and GCA mainly for the introduction of potential investors to the Company so as to enable the Company to increase its capital base and enhance the financial performance of the Group.

On 29 April 2011, the Company appointed CFIIM as its investment manager. The principal duty of CFIIM is to provide investment management services to the Company while United Truth is only required to introduce high net worth potential investors in the PRC being mainly institutional investors acceptable to the Company when required by the Company, and GCA is only required to introduce potential investors being mainly individuals and families for the purpose of the Scheme acceptable to the Company. As such, the Company is of the view that there is no overlapping among the works performed or to be performed by CFIIM, United Truth and GCA.

The differences in works performed/to be performed by CFIIM, United Truth and GCA are summarised in the table below:

Name of Firm	Principal Duty
CFIIM	(i) Managing the investment portfolios of the Company, which consist of listed securities in Hong Kong  (ii) Exploring possible investment in listed securities in Hong Kong
United Truth	Introducing high net worth potential investors in the PRC being mainly institutional investors acceptable to the Company when required by the Company
GCA	Introducing potential investors in the PRC mainly individuals and families for the purpose of the Scheme acceptable to the Company

As shown in the table above, the services provided or to be provided by each of them are not identical. In view that it is the Company's intention to actively explore opportunities to expand its investment horizon and to enhance the investment return of the Company and the Shareholders as a whole, the Directors (including the independent non-executive Directors) consider that the appointment of each of United Truth and GCA is fair and reasonable and in the interest of the Company and its Shareholders.

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## LETTER FROM THE BOARD

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### INVESTMENT OBJECTIVES

The principal investment objective of the Company is to achieve high earnings and medium term capital appreciation mainly through investment in a diversified portfolio of listed and unlisted companies established in Hong Kong and the PRC. The Company does not plan to engage in small loan business.

### GENERAL

As at the Latest Practicable Date, save that there are two potential investors initially indicated that they may be interested in investing in the Company but no substantive negotiations or commercial terms have been concluded, the Company has not entered or proposed to enter into any agreement, arrangement, understanding or undertaking, whether formal or informal and whether express or implied, and negotiation (whether concluded or not) with an intention to acquire the Shares of the Company or any new assets/business/companies/investments and/or to dispose of the existing business/investments of the Group or whatsoever.

The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, there is no relationship between United Truth and GCA.

### SGM

A notice of the SGM to be convened and 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 the grant of the Option 1 and Option 2 under the Specific Mandate is set out on pages 16 to 18 of this circular.

Pursuant to the Listing Rules, the Company will procure that the chairman of the SGM will demand the vote for the resolutions relating to the grant of the Option 1 and Option 2 under the Specific Mandate to be taken by a poll. If you are unable to attend the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon. In order to be valid, the proxy form must be deposited by hand or post to the Company's Hong Kong branch share registrar, 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 SGM or adjourned meeting or not less than 24 hours before the time appointed for taking the poll (as the case may be). If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the SGM.



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## LETTER FROM THE BOARD

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### RECOMMENDATIONS

Having taken into account of the information set out above, the Board considers that the grant of the Option 1 and Option 2 under the Specific Mandate are in the best interests of the Company and the Shareholders as a whole and so recommends the Shareholders to vote in favour of the resolutions relating to the aforesaid matters at the SGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors and the directors of CFIIM, collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors and the directors of CFIIM, having made all reasonable enquiries, confirm that to the best of their knowledge and belief and information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

For and on behalf of the Board

**China Financial International Investments Limited**

**Wang Dehe**

*Chairman*

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## NOTICE OF SGM

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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 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

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## NOTICE OF SGM

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- (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

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## NOTICE OF SGM

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*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.