
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, bank manager, solicitor, professional accountant or other professional adviser.

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

CHANGE OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting of the Company to be held at Suite 6504, 65th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 19 January 2018 at 11:00 a.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the special general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the special general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish.

29 December 2017

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Bye-law(s)”	the bye-laws of the Company
“BDO”	BDO Limited, being the proposed new auditor of the Group
“Change of Auditor”	the resignation of E&Y as auditor of the Group and the proposed appointment of BDO as auditor of the Group following the resignation of E&Y upon the approval of the Shareholders by an ordinary resolution at the SGM and to hold office until the conclusion of the next annual general meeting of the Company
“Company”	China Financial International Investments Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“E&Y”	Ernst & Young, being the existing auditor of the Group
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 December 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be held at Suite 6504, 65th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 19 January 2018 at 11:00 a.m. to consider and, if thought fit, approve, among other things, the Change of Auditor
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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 (*Chairman and chief executive officer*)
Mr. Pong Po Lam

Non-executive Director:

Mr. Ding Xiaobin

Independent non-executive Directors:

Dr. Cheung Wai Bun Charles, *J.P.*
Mr. Zeng Xianggao
Mr. Li Cai Lin

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Suite 6504, 65/F
Central Plaza
18 Harbour Road
Wanchai, Hong Kong

29 December 2017

To the Shareholders

Dear Sir or Madam,

CHANGE OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolution to be proposed at the SGM for the Change of Auditor.

LETTER FROM THE BOARD

PROPOSED CHANGE OF AUDITOR

Reference is made to an announcement of the Company dated 27 December 2017, in which the Board announces that as the Company and E&Y could not reach an agreement on the audit fee for the financial year ending 30 June 2018, E&Y resigned as auditor of the Group with effect from 20 December 2017. The Board proposed to appoint BDO as the new auditor of the Group to fill the casual vacancy following the resignation of E&Y.

Pursuant to the Bye-laws, such appointment has to be approved by the Shareholders at the SGM.

E&Y has confirmed to the Company that there were no circumstances connected with its resignation which it considered should be brought to the attention of the Shareholders or creditors of the Company. The Board also confirms that there is no disagreement between the Company and E&Y and there are no circumstances in respect of the Change of Auditor which they consider should be brought to the attention of the Shareholders.

Accordingly, the Board proposed to seek the approval of the Shareholders by way of an ordinary resolution at the SGM for the Change of Auditor. The Change of Auditor shall come into effect upon the passing of such ordinary resolution by the Shareholders at the SGM.

SGM

The notice of SGM is set out on pages 5 to 6 of this circular. At the SGM, ordinary resolution will be proposed to approve the Change of Auditor.

A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkex.com.hk. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

The resolutions proposed to be approved at the SGM will be taken by poll and an announcement will be made by the Company after the SGM on the results of the SGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolution to be approved at the SGM.

LETTER FROM THE BOARD

LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the SGM must be taken by poll. Therefore, the resolution put to the vote at the SGM will be taken by way of poll and an announcement will be made after the SGM on the results of the SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors 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, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the 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.

RECOMMENDATION

The Board is of the opinion that the Change of Auditor is in the best interests of the Company and the Shareholders as a whole, and therefore recommend you to vote in favour of the resolution to be proposed at the SGM.

Yours faithfully
For and on behalf of the Board of
China Financial International Investments Limited
Du Lin Dong
Chairman and Chief Executive Officer

NOTICE OF SGM



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 of China Financial International Investments Limited (the “**Company**”) will be held at Suite 6504, 65th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 19 January 2018 at 11:00 a.m. for the purposes of, among other matters, considering and, if thought fit, passing the following resolution with or without amendments as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** BDO Limited be and is hereby appointed as the auditor of the Company and its subsidiaries to fill the vacancy occasioned by the resignation of Ernst & Young, to hold office until the conclusion of the next annual general meeting of the Company and the board of directors of the Company be and is hereby authorised to fix the remuneration of the auditor of the Company.”

Yours faithfully

For and on behalf of
the board of directors of

China Financial International Investments Limited

Du Lin Dong

Chairman and Chief Executive Officer

Hong Kong, 29 December 2017

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place

of business in Hong Kong:
Suite 6504, 65/F
Central Plaza
18 Harbour Road
Wanchai, Hong Kong

NOTICE OF SGM

Notes:

1. A member entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one or, if he is a holder of more than one Share, more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the special general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Hong Kong branch share registrar of the Company, 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 special general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the special general meeting or any adjournment thereof, should he/she/it so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. For determining the entitlement to attend and vote at the special general meeting, the register of members of the Company will be closed from Tuesday, 16 January 2018 to Friday, 19 January 2018 (both days inclusive), during which period no share transfers will be registered. In order to be eligible to attend and vote at the above special general meeting, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 15 January 2018.
4. The above resolution will be put to vote at the meeting by way of poll.
5. If a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at or at any time after 9:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the HKEXnews website (www.hkexnews.hk) and the website of the Company (www.irasia.com/listco/hk/cfii) and to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.