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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, 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)

**(1) CHANGE OF AUDITOR;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF SPECIAL GENERAL MEETING**

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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 Tuesday, 16 July 2019 at 11:00 a.m. is set out on pages 8 to 9 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](http://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.

21 June 2019

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## DEFINITIONS

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

“BDO”	BDO Limited, being the existing auditor of the Group
“Board”	the board of Directors
“Bye-law(s)”	the bye-law(s) of the Company
“Change of Auditor”	the resignation of BDO as auditor of the Group and the proposed appointment of Moore Stephens as auditor of the Group following the resignation of BDO 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 Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 June 2019, 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
“Moore Stephens”	Moore Stephens CPA Limited, being the proposed new auditor of the Group
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“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 Tuesday, 16 July 2019 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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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 Director:*

Mr. Du Lin Dong (*Chairman and chief executive officer*)

*Non-executive Directors:*

Mr. Ding Xiaobin

Mr. Zhang Huayu

Ms. Li Jie

*Independent non-executive Directors:*

Mr. Zhang Jing

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

21 June 2019

*To the Shareholders*

Dear Sir or Madam,

**(1) CHANGE OF AUDITOR;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF SPECIAL GENERAL MEETING**

#### INTRODUCTION

At the forthcoming SGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the Change of Auditor; and (ii) the re-election of Directors.

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the SGM for the Change of Auditor and the re-election of Directors.

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## **LETTER FROM THE BOARD**

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### **PROPOSED CHANGE OF AUDITOR**

Reference is made to an announcement of the Company dated 19 June 2019, in which the Board announces that as the Company and BDO could not reach an agreement on the audit fee for the financial year ending 30 June 2019, BDO resigned as auditor of the Group with effect from 19 June 2019. The Board proposed to appoint Moore Stephens as the new auditor of the Group to fill the casual vacancy following the resignation of BDO.

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

BDO has confirmed to the Company that, except for the above, there were no circumstances connected with its resignation which it considered should be brought to the attention of the Shareholders of the Company. The Board also confirms that there is no disagreement between the Company and BDO 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.

### **RE-ELECTION OF DIRECTORS**

According to Bye-law 87(2), any Director appointed to fill in a casual vacancy on the Board shall hold office only until the next general meeting of the Company and shall then be eligible for re-election at that meeting. In accordance with Bye-law 87(2), Mr. Zhang Huayu and Ms. Li Jie shall retire from office at the SGM. Being eligible, each of them will offer himself/herself for re-election as a non-executive Director. At the SGM, ordinary resolutions will be proposed to re-elect each of Mr. Zhang Huayu and Ms. Li Jie as non-executive Director. Details of the retiring Directors who are proposed to be re-elected at the SGM are set out in Appendix I to this circular.

### **SGM**

The notice of SGM is set out on pages 8 to 9 of this circular. At the SGM, ordinary resolutions will be proposed to approve the Change of Auditor and the re-election of Directors.

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](http://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.

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## LETTER FROM THE BOARD

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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 resolutions to be approved at the SGM.

### 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 resolutions 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 and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole, and therefore recommends you to vote in favour of the resolutions 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*

*Details of the Directors who will retire from office at the SGM and being eligible, will offer themselves for re-election at the SGM, are set out below:*

**(1) Mr. Zhang Huayu (“Mr. Zhang”)**

Mr. Zhang, aged 60, is a senior economist as accredited by Bank of Communications. Mr. Zhang served as an Executive Vice President of China Everbright Bank Company Limited (Stock code: 06818) since March 2007 to August 2018. Mr. Zhang joined China Everbright Bank in 2001 and previously served as assistant President and head of the Banking Department of the Head Office. From August 1988 to October 1994, Mr. Zhang served as chief of general office of the Shangqiu sub-branch of the People’s Bank of China (“PBOC”) in Henan Province, chief of Xiayi sub-branch of the PBOC in Shangqiu Prefecture, Henan Province and chief of the Urban Credit Cooperative of Shangqiu Prefecture, Henan Province. From November 1994 to February 2001, Mr. Zhang worked with the Bank of Communications successively as division chief of the Management Division of the Credit Department of Zhengzhou Branch, and executive vice president and then president of the Xi’an Branch of Bank of Communications. Mr. Zhang obtained a Master of Business Administration degree for senior management from the University of International Business and Economics in the PRC in 2008.

Mr. Zhang entered into a letter of appointment with the Company for a term of two years commencing from 19 November 2018. He is subject to retirement by rotation and re-election at general meetings in accordance with the Bye-laws. He is entitled to a fixed annual emolument of HK\$2,000,000 which is determined by the Board with reference to his duties and responsibilities within the Company and the prevailing market conditions and he may be entitled to discretionary bonus depending on the performance of the Group. Save as disclosed herein, Mr. Zhang is not entitled to any other benefits.

As at the Latest Practicable Date, Mr. Zhang did not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date and save as disclosed above, Mr. Zhang did not hold any other position in the Company or any subsidiaries of the Company nor any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Zhang did not, and was not deemed to have, any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, there was no further information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there was no other matter in relation to the re-election of Mr. Zhang which needs to be brought to the attention of the Shareholders.



**(2) Ms. Li Jie (“Ms. Li”)**

Ms. Li, aged 60, is an accountant as accredited by Bank of Communications. Ms. Li served as Executive Director of the China Everbright Bank Company Limited (Stock code: 06818) from September 2016 to August 2018, Member of CPC Committee of China Everbright Bank from January 2003 to August 2018, Executive Vice President of China Everbright Bank from August 2003 to August 2018. She also concurrently serves as Director of China UnionPay Co., Ltd., Director of Sun Life Everbright Life Insurance Co., Ltd. and Director of Everbright Jin’ou Asset Management Limited. She joined China Everbright Bank in 2001 and successively served as the General Manager of the Finance and Accounting Department, and the Planning and Finance Department of the Bank. She was Deputy Chief of the Planning Division, Chief of the Finance and Accounting Division and Deputy General Manager of Jinan Branch, and Deputy General Manager and General Manager of Zhuhai Branch of Bank of Communication. She is a graduate of the Open University of China of Finance.

Ms. Li entered into a letter of appointment with the Company for a term of two years commencing from 8 January 2019. She is subject to retirement by rotation and re-election at general meetings in accordance with the Bye-laws. She is entitled to a fixed annual emolument of HK\$120,000 which is determined by the Board with reference to her duties and responsibilities within the Company and the prevailing market conditions and she may be entitled to discretionary bonus depending on the performance of the Group. Save as disclosed herein, Ms. Li is not entitled to any other benefits.

As at the Latest Practicable Date, Ms. Li did not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date and save as disclosed above, Ms. Li did not hold any other position in the Company or any subsidiaries of the Company nor any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Ms. Li did not, and was not deemed to have, any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there is no other matter in relation to the re-election of Ms. Li which needs to be brought to the attention of the Shareholders.

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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 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 Tuesday, 16 July 2019 at 11:00 a.m. for the purposes of, among other matters, considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. “**THAT** Moore Stephens CPA Limited be and is hereby appointed as the auditor of the Company and its subsidiaries to fill the vacancy occasioned by the resignation of BDO Limited, and 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.”
  
2. “**THAT**
  - (I) (a) Mr. Zhang Huayu be re-elected as a non-executive Director;  
  
(b) Ms. Li Jie be re-elected as a non-executive Director; and
  - (II) the board of Directors be authorised to fix the Directors’ remuneration.”

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, 21 June 2019

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## NOTICE OF SGM

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*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

*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/she 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/her 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 Thursday, 11 July 2019 to Tuesday, 16 July 2019 (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 Wednesday, 10 July 2019.
4. The above resolutions will be put to vote at the special general 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](http://www.hkexnews.hk)) and the website of the Company ([www.irasia.com/listco/hk/cfii](http://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.