

# China Financial Industry Investment Fund Limited

## 中國金融產業投資基金有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1227)

### NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of China Financial Industry Investment Fund Limited (hereinafter referred to as the “Company”) will be held at Room 3505-06, 35th Floor, Edinburgh Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on 28th June, 2006 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and Auditors for the year ended 31 December 2005;
2. To re-elect Mr. Tam Wai Keung, Billy, Mr. Fong Chi Wah, Mr. Lam Yuk Lau and Mr. Wong Che Man, Eddy as directors of the Company and to authorise the Board of Directors to fix the respective Directors’ remuneration;
3. To appoint Auditors and to authorise the Board of Directors to fix their remuneration;
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as Ordinary resolution:

“**THAT:**

- (A) subject to paragraph (C) below, the exercise by the Directors of the Company during the Relevant Period of all powers of the Company to repurchase issued shares in the capital of the Company, subject and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) shall be in addition to any other authorization given to the Directors of the Company and shall authorized the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its issued shares at a price determined by the Directors;
- (C) the aggregate nominal amount of shares authorized to be repurchased or agreed conditionally or unconditionally to be repurchased by the Directors of the Company pursuant to the approval in paragraph (A) above shall, in the case of shares of the Company, not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said authority shall be limited accordingly;
- (D) for the purpose of this Resolution:  
“Relevant Period” means the period from the date of passing of this Resolution until whichever is the earliest of:
  - i) the conclusion of the next Annual General Meeting of the Company;
  - ii) the expiration of the period within the next Annual Meeting of the Company as required either by the Company’s Articles of Association or law to be held; and
  - iii) the date upon which the authority as set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting.”

5. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“**THAT:**

- (A) subject to paragraph (C) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of options under a share option scheme of the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Company’s Articles and Association, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:  
“Relevant Period” shall have the same meaning as ascribed to it under Resolution set out in paragraph 4(D) of this notice; and  
“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holder of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

6. As special business, to consider and, if thought fit, pass with or without amendments the following as an Ordinary Resolution:

“**THAT:**

conditional upon the passing of Ordinary Resolutions set out in paragraph 4 and 5 of the Notice convening this Meeting, the general mandate granted to the Directors of the Company pursuant to the Ordinary Resolution set out in paragraph 5 of the notice convening this Meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares in the capital of the Company that shall have been repurchased by the Company under the authority granted pursuant to and in accordance with the Ordinary Resolution set out in paragraph 4 of the Notice convening this Meeting, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of share capital of the Company as at the date of passing this Resolution.”

7. To transact any other business.

On behalf of the Board  
**Tam Wai Keung, Billy**  
Chairman

Hong Kong, 26th May, 2006

*Notes:*

- (i) The register of members of the Company will be closed from Monday, 26th June, 2006 to Wednesday, 28th June, 2006 (both days inclusive) during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the Annual General Meeting, all share certificates with completed transfer forms either overleaf or separately, must be lodged with the Company’s branch share registrar, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 23rd June, 2006.
- (ii) A member entitled to attend and vote at the meeting convened is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- (iii) To be valid, a 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 that power or authority shall be deposited at the Company’s branch share registrar in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than forty-eight hours before the time fixed for holding of the meeting and adjourned meeting.
- (iv) With respect to the resolution set out in paragraph 4 of the notice, approval is being sought from shareholders for a general mandate to be given to the Directors to repurchase shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (v) With respect to the resolutions set out in paragraphs 5 and 6 of the notice, approval is being sought from shareholders for general mandates to be given to the Directors to allot, issue and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (vi) A circular containing this notice and setting further information regarding resolutions set out in paragraphs 4 to 6 of the notice has also been dispatched to shareholders on the date hereof.

As at the date of this announcement, the executive directors are Mr. Tam Wai Keung, Billy, Mr. Fong Chi Wah and Mr. Wu Tse Wai, Frederick. The independent non-executive directors are Mr. Lam Yuk Lau, Mr. Tang King Fai and Mr. Wong Che Man, Eddy.

“Please also refer to the published version of this announcement in The Standard.”