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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) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the annual general meeting of the Company to be held at Suite 2001, 20th Floor, Tower 1, The Gateway, Harbour City, Kowloon, Hong Kong on Friday, 22 March 2024 at 11:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on 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 AGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

#### **PRECAUTIONARY MEASURES FOR THE AGM**

In view of the ongoing novel coronavirus outbreak, the Company will take certain precautionary measures at the venue of the AGM to ensure the safety of attendees, including (but not limited to) requiring all attendees to have body temperature check and wear face masks. In addition, no refreshments will be served and no corporate gift will be distributed at the meeting. For the health and safety of Shareholders, the Company would like to encourage them to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy instead of attending the AGM in person.

31 January 2024

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
<b>Introduction</b> .....	3
<b>General Mandate and Repurchase Mandate</b> .....	4
<b>Re-election of Directors</b> .....	5
<b>Closure of register of members</b> .....	6
<b>AGM</b> .....	6
<b>Responsibility statement</b> .....	7
<b>Recommendation</b> .....	7
<b>General</b> .....	7
<b>Appendix I – Explanatory Statement</b> .....	8
<b>Appendix II – Details of Directors proposed to be re-elected at the AGM</b> .....	11
<b>Notice of AGM</b> .....	16

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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:*

“AGM”	the annual general meeting of the Company to be convened and held on Friday, 22 March 2024 at 11:00 a.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate and the proposed re-election of Directors
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
“Bye-law(s)” or “Existing Bye-laws”	the existing bye-laws of the Company adopted by a special general meeting on 2 December 2022
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda as amended from time to time
“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
“core connected person”	has the meaning ascribed to this term under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting of the General Mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Inside Information”	has the meaning ascribed to this term under the SFO

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## DEFINITIONS

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“Latest Practicable Date”	26 January 2024, 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
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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)
“Share option scheme”	the share option scheme adopted by the Company on 15 December 2017
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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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)*

*Independent non-executive Directors:*

Mr. Lei Zhiwei

Mr. Liu Xiaodong

Mr. Zong Shijian

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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

Suite 2001, 20th Floor

Tower 1, The Gateway

Harbour City

Kowloon, Hong Kong

31 January 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; and (ii) the re-election of Directors.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate and the Repurchase Mandate and the proposed re-election of Directors.

### **GENERAL MANDATE AND REPURCHASE MANDATE**

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

#### **General Mandate**

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to the existing Share Option Scheme and/or a new Share Option Scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 10,971,634,030 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 2,194,326,806 Shares.

#### **Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,097,163,403 Shares.

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## **LETTER FROM THE BOARD**

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The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

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

According to Bye-laws 88(1) and 88(2), at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to, but not less than one-third, shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

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-laws 88(1) and 88(2), Mr. Du Lin Dong shall retire from office by rotation at the AGM; whereas in accordance with Bye-law 87(2), Mr. Lei Zhiwei, Mr. Liu Xiaodong and Mr. Zong Shijian shall retire from office at the AGM. Being eligible, each of them will offer himself for re-election executive/independent non-executive Director (as the case may be).

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Du Lin Dong, Mr. Lei Zhiwei, Mr. Liu Xiaodong and Mr. Zong Shijian as executive/independent non-executive Director (as the case may be).

The appointments of retiring Directors had been reviewed and assessed by the nomination committee of the Company (the "Nomination Committee"), the Board is of the view that Mr. Du Lin Dong, Mr. Lei Zhiwei, Mr. Liu Xiaodong and Mr. Zong Shijian are able to continue fulfilling their duties as required and Mr. Lei Zhiwei, Mr. Liu Xiaodong and Mr. Zong Shijian meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

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## LETTER FROM THE BOARD

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### **Nomination process for the independent non-executive Director subject to re-election at the AGM**

The Nomination Committee is also of the view that Mr. Lei Zhiwei, Mr. Liu Xiaodong and Mr. Zong Shijian would bring to the Board his own perspective, skills and experience, as further described in his biography in Appendix II to this circular. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Lei Zhiwei, Mr. Liu Xiaodong and Mr. Zong Shijian can contribute to the diversity of the Board. In particular, the Nomination Committee has considered his extensive experience in corporate management. Based on the annual independence confirmation of Mr. Lei Zhiwei, Mr. Liu Xiaodong and Mr. Zong Shijian, the Nomination Committee is of the opinion that he continues to fulfil the independence requirement under Rule 3.13 of the Listing Rules.

Therefore, the Board, with the recommendation of the Nomination Committee, has nominated Mr. Lei Zhiwei, Mr. Liu Xiaodong and Mr. Zong Shijian for re-election as independent non-executive Director at the AGM.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **CLOSURE OF REGISTER OF MEMBERS**

The AGM will be held on Friday, 22 March 2024 at 11:00 a.m. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 19 March 2024 to Friday, 22 March 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Centre, 16 Harcourt road, Hong Kong for registration no later than 4:30 p.m. on Monday, 18 March 2024.

### **AGM**

A notice convening the AGM to be held at Suite 2001, 20th Floor, Tower 1, The Gateway, Harbour City, Kowloon, Hong Kong on Friday, 22 March 2024 at 11:00 a.m. is set out on pages 16 to 20 of this circular. Resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM 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 AGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the resolutions proposed at the AGM will be taken by way of poll.

After the conclusion of the AGM, the poll vote results will be published on the website of the Stock Exchange at <http://www.hkexnews.hk> and the website of the Company at <http://www.irasia.com/listco/hk/cfii>.

### 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 Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.*

## **1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES**

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 10,971,634,030 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to/on the AGM date, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 1,097,163,403 fully paid Shares, representing 10% of the issued share capital of the Company as at the date of passing of the resolution.

## **3. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

Repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under Bermuda laws and the memorandum of association of the Company and the Bye-laws for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 30 June 2023, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
October	0.056	0.06
November	0.052	0.059
December	0.024	0.062
<b>2023</b>		
January	0.032	0.037
February	0.033	0.041
March	0.034	0.039
April	0.037	0.038
May	0.036	0.04
June	0.028	0.036
July	0.03	0.033
August	0.028	0.032
September	0.026	0.03
October	0.027	0.027
November	0.027	0.027
December	0.027	0.027
<b>2024</b>		
January (up to the Latest Practicable Date)	0.027	0.027

## 6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of Bermuda.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the following Shareholders are interested in more than 5% of the Shares then in issue:

Name	Number of Shares	Percentage Holding
Gen Xiaoqing	1,117,780,000	10.19%
Jumbo View Holdings Limited	1,016,860,000	9.27%
Zhang Gui	1,016,860,000	9.27%
Zhang Zuhao	1,000,000,000	9.11%
Century Golden Resources Investment Co., Ltd	1,000,000,000	9.11%
Huang Shiyong	1,000,000,000	9.11%
Huang Tao	1,000,000,000	9.11%
Li Zebin	662,070,000	6.03%

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

Name	Percentage holding
Gen Xiaoqing	11.32%
Jumbo View Holdings Limited	10.30%
Zhang Gui	10.30%
Zhang Zuhao	10.13%
Century Golden Resources Investment Co., Ltd	10.13%
Huang Shiyong	10.13%
Huang Tao	10.13%
Li Zebin	6.70%

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in any of them becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

At as the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

## 7. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

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

**(1) MR. DU LIN DONG (“MR. DU”)**

Mr. Du Lin Dong (“Mr. Du”), aged 56, currently as the chairman and chief executive officer of the Company. He was also the chief executive officer of China Water Affairs Group Limited (Stock code: 855), a company listed on the main board of the Stock Exchange. Mr. Du has over 25 years’ experience in investment and finance sector in the PRC and he had held senior management positions in various unlisted investment companies incorporated in the PRC. Mr. Du is also the director of various subsidiaries of the Company.

Mr. Du entered into a service agreement with the Company on 23 June 2010, pursuant to which Mr. Du was appointed to act as executive Director and the chairman of the Board for a period of 3 years from the date of the agreement at an annual remuneration of HK\$3,000,000, a housing allowance of not more than HK\$50,000 per month and an annual fee of HK\$120,000 for his office as executive Director, such emoluments are determined by the remuneration committee of the Board with reference to his duties and responsibilities within the Company and the prevailing market conditions. Under the service agreement, either party needs to give not less than 3 months’ written notice to the other party in case of early termination of the appointment. The service agreement was amended on 8 October 2013, on 8 June 2015, on 1 July 2016, 1 July 2017, 28 February 2018 and 1 January 2021, pursuant to which Mr. Du resigned as the chairman of the Board and was appointed as the chief executive officer of the Company on 8 October 2013, was appointed as the chairman of the Board on 8 June 2015 and his annual remuneration was increased to HK\$5,000,000 on 1 July 2016, decreased to HK\$3,000,000 on 1 July 2017, increased to HK\$5,000,000 on 28 February 2018, decreased to HK\$3,000,000 on 1 January 2021 and decreased to HK\$700,000 on 1 January 2024, respectively, the other terms of the service agreement remain unchanged. Mr. Du is subject to retirement by rotation and/or re-election at the general meetings in accordance with the Bye-laws.

As at the Latest Practicable Date, Mr. Du holds 208,024,830 Shares in aggregate, representing approximately 1.90% of the entire issued share capital of the company, of which 173,624,830 Shares are beneficially owned by Mr. Du and 34,400,000 Shares held by his spouse, Ms. Liu Zan. Save as disclosed above, Mr. Du does not have, and is not deemed to have, any other interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed, Mr. Du had not held 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 and he does not hold any other position with the Company and other members of the Group. Mr. Du does not have any relationship with any directors, management or substantial or controlling Shareholders of the Company nor held any position with the Group.

**(2) MR. LEI ZHIWEI (“MR. LEI”)**

Mr. Lei Zhiwei (“Mr. Lei”), aged 58, has over 30 years of experience in various economics and finance sectors in China such as investment, banking and financial service. He has been the chairman of Shenzhen Ruikang Enterprise Development Co., Ltd.\* (深圳市瑞康企業發展有限公司) since April 2017. Mr. Lei was the chairman of Shenzhen Qianhai Juntai Investment Co., Ltd.\* (深圳前海均泰投資有限公司) from August 2016 to February 2017, the chairman of Huarong Qianhai Wealth Management Co., Ltd.\* (華融前海財富管理股份有限公司) from August 2014 to May 2016, and the chairman of Huarong (Hong Kong) International Holdings Co., Ltd.\* (華融(香港)國際控股有限公司) from January 2013 to July 2014. Mr. Lei was the president of Huarong Xiangjiang Bank\* (華融湘江銀行) (now known as Bank of Hunan Co. Ltd\*, 湖南銀行股份有限公司) (“Huarong Xiangjiang Bank”) from February 2010 to December 2012, an assistant to president in Ping An Bank\* (平安銀行) (“Ping An Bank”) from September 2006 to January 2010, an assistant to president in China CITIC Bank\* (中信銀行) (“China CITIC Bank”) from June 2000 to August 2006, an assistant to president in Shenzhen Development Bank Co., Ltd.\* (深圳發展銀行) from September 1997 to May 2000 and a bank officer in the Shenzhen Branch of People’s Bank of China\* (人民銀行深圳分行) from January 1990 to August 1997.

Mr. Lei obtained his bachelor degree in finance from Zhongnan University of Economics\* (中南財經大學) in July 1987, a master degree of economics from the Head Quarter of People’s Bank of China, Postgraduate Department\* (中國人民銀行總行研究生部) in January 1990 and a doctoral degree in economics from Southwestern University of Finance and Economics\* (西南財經大學) in July 2000. He was also a visiting scholar of The London School of Economics from November 1998 to February 2000. Mr. Lei has published or participated in authoring more than 100 journals and 11 books.

Mr. Lei has entered into a letter of appointment with the Company for a term of two years commencing from 5 January 2024. He is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. He is entitled to a fixed annual emolument of HK\$30,000, which is determined by the Board with reference to his duties and responsibilities within the Company and the prevailing market conditions and she may entitle to discretionary bonus depending on the performance of the Group. Save as disclosed herein, Mr. Lei is not entitled to any other benefits.

As at the Latest Practicable Date, Mr. Lei 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.

Save as disclosed above, Mr. Lei had not held 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. Mr. Lei does not have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company nor held any position with the Group.

**(3) MR. LIU XIAODONG (“MR. LIU”)**

Mr. Liu Xiaodong (“Mr. Liu”), aged 61, and has over 30 years of experience in banking, asset management and investment sector. Currently, Mr. Liu is an executive director and chairman of the board of Focus Media Network Limited, a company listed on the GEM of the Stock Exchange (Stock Code: 8112). He was an executive director of Huarong International Financial Holdings Limited (“HIFH”), a company listed on the main board of the Stock Exchange (Stock Code: 993), from August 2015 to April 2017. He acted as the Chief Executive Officer of HIFH during the period from September 2015 to June 2016. He was appointed as the chairman of the board of directors of HIFH from March 2016 up to his resignation in April 2017. Prior to joining HIFH, Mr. Liu was a member of the senior management in China Huarong International Holdings Limited (“CHIH”), taking up the position of general manager of the business development department and deputy chief executive officer of CHIH. Before joining CHIH, Mr. Liu worked in various companies, taking management positions in Huarong Xiangjiang Bank, China CITIC Bank and Ping An Bank.

Mr. Liu obtained his bachelor degree in arts from Hunan Normal University in July 1983. Mr. Liu subsequently obtained his master degree in arts from Hunan Normal University in June 1989.

Mr. Liu has entered into a letter of appointment with the Company for a term of two years commencing from 5 January 2024. He is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. He is entitled to a fixed annual emolument of HK\$30,000, which is determined by the Board with reference to his duties and responsibilities within the Company and the prevailing market conditions and he may entitle to discretionary bonus depending on the performance of the Group. Save as disclosed herein, Mr. Liu is not entitled to any other benefits.

As at the Latest Practicable Date, Mr. Liu 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.

Save as disclosed above, Mr. Liu had not held 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. Mr. Liu does not have any relationship with any directors, management or substantial or controlling Shareholders of the Company nor held any position with the Group.

**(4) MR. ZONG SHIJIAN (“MR. ZONG”)**

Mr. Zong Shijian (“Mr. Zong”), aged 52, has over 30 years of working experience in accounting field with Tianguan Group\* (天冠集團) (“Tianguan Group”). Mr. Zong joined Tianguan Group in September 1992 and has been working with Tianguan Group for more than 30 years and he has taken various positions in various member companies of Tianguan Group. He is currently the financial controller and assistant general manager of Tianguan Group. He worked as the financial controller and assistant to general manager in Henan Tianguan Energy Biochemical Technology Co., Ltd.\* (河南天冠能源生化科技有限公司) from May 2018 to May 2021. He was the financial controller of Luohe Tianguan Biochemical Co., Ltd.\* (漯河天冠生物化工有限公司) from May 2009 to May 2018. Mr. Zong was acting as accounting manager in Finance Department of Tianguan Group\* (天冠集團財務處) and from July 2000 to May 2009. From April 1994 to July 2000, he was the deputy director of the Planning and Finance Department of the Tianguan Group\* (天冠集團財務處計畫財務處). Mr. Zong worked as an accountant in Henan Tianguan Enterprise Group\* (河南天冠企業集團) from September 1992 to April 1994 and has been engaged in sales and tax accounting.

Mr. Zong obtained a diploma in technical economics from Shanghai Jiao Tong University in July 1992. He obtained a bachelor’s degree in economics management from Central Party School of the Communist Party of PRC in December 2005 and a bachelor’s degree in management in engineering from Air Force Engineering University\* (空軍工程大學) in June 2007. Mr. Zong also acquired the qualification of accountant in December 2004, senior economist and admitted as affiliate member of the Association of International Accountant in November 2007. Mr. Zong is also a senior professional manager of the China Entrepreneurs Association\* (中國企業家協會), a member of the Henan Association of Accountant, and a member of the expert committee of the Henan Senior Accountant Title Review Committee\* (河南省高級會計師職稱評定委員會). Mr. Zong has published more than 10 journals.

Mr. Zong has entered into a letter of appointment with the Company for a term of two years commencing from 5 January 2024. He is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. He is entitled to a fixed annual emolument of HK\$30,000, which is determined by the Board with reference to his duties and responsibilities within the Company and the prevailing market conditions and he may entitle to discretionary bonus depending on the performance of the Group. Save as disclosed herein, Mr. Zong is not entitled to any other benefits.

As at the Latest Practicable Date, Mr. Zong 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.

Save as disclosed above, Mr. Zong had not held 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. Mr. Zong does not have any relationship with any directors, management or substantial or controlling Shareholders of the Company nor held any position with the Group.

Save as disclosed, there is no information relating to Mr. Du Lin Dong, Mr. Lei Zhiwei, Mr. Liu Xiaodong and Mr. Zong Shijian that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and the Company is not aware of any other matter in relation to the re-election of Mr. Du Lin Dong, Mr. Lei Zhiwei, Mr. Liu Xiaodong and Mr. Zong Shijian that needs to be brought to the attention of the Shareholders and the Stock Exchange.

<sup>#</sup> *Unofficial translation for identification purpose only and should not be regarded as the official translation*

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## NOTICE OF AGM

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of China Financial International Investments Limited (the “Company”) will be held at Suite 2001, 20th Floor, Tower 1, The Gateway, Harbour City, Kowloon, Hong Kong on Friday, 22 March 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

#### AS ORDINARY BUSINESSES:

1. To receive and approve the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 30 June 2023;
2.
  - (a) To re-elect Mr. Du Lin Dong as executive Director;
  - (b) To re-elect Mr. Lei Zhiwei as independent non-executive Director;
  - (c) To re-elect Mr. Liu Xiaodong as independent non-executive Director;
  - (d) To re-elect Mr. Zong Shijian as independent non-executive Director;
  - (e) To authorise the board of Directors to fix the Directors’ remuneration;
3. To re-appoint Moore Stephens CPA Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration;

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## NOTICE OF AGM

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### AS ORDINARY RESOLUTIONS:

4. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined in resolution 4(d) set out in this notice) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the grant or exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the total number of Shares in issue on the date of passing of this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF AGM

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- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the 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 which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) (the “**Companies Act**”) or any applicable laws of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined in resolution 4(d) set out in this notice) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved; and

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## NOTICE OF AGM

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- (b) the total number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the total number of Share in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly.
6. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions numbered 4 and 5 above, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the resolution numbered 4 above be and is hereby extended by the addition thereto the number of Shares repurchased by the Company under the authority granted pursuant to the resolution numbered 5 above.”

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, 31 January 2024

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Suite 2001, 20th Floor  
Tower 1, The Gateway  
Harbour City  
Kowloon, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the annual 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 annual 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 certified copy of that power or authority, at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 17/F, Far East Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the annual 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 annual general meeting or any adjournment thereof, should he/she/it so wish and in such event, the form of proxy shall be deemed to be revoked.

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## NOTICE OF AGM

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3. For determining the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Tuesday, 19 March 2024 to Friday, 22 March 2024 (both days inclusive), during which period no share transfers will be registered. In order to be eligible to attend and vote at the above annual 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 17/F, Far East Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 18 March 2024.
4. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto; but 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, and 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.
5. In relation to the proposed resolution numbered 2(a) to 2(d) above, details of the retiring Directors standing for re-election are set out in Appendix II to the circular of which this notice of the AGM forms part.
6. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
7. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of which this notice of the AGM forms parts.
8. The above resolutions will be put to vote at the meeting by way of poll.
9. 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.
10. In case of inconsistency between the Chinese and the English text thereof, the English text shall prevail.