
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, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CHINA FINANCIAL INTERNATIONAL INVESTMENTS LIMITED

中國金融國際投資有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 721)

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

A notice convening the AGM (as defined below) to be held at Suite 2001, 20th Floor, Tower 1, The Gateway, Harbour City, Kowloon, Hong Kong, on Friday, 27 June 2025 at 10:00 a.m. is set out on pages 15 to 18 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Share Registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjourned meeting thereof if you so wish and in such event the form of proxy shall be deemed to be revoked.

4 June 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms or expressions shall have the meanings set out below:

“AGM”	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, 27 June 2025 at 10:00 a.m. for the purpose of considering and if thought fit, approving the resolutions proposed in this circular
“Board”	the board of Directors of the Company
“Bye-law”	the bye-laws of the Company, as amended from time to time
“close associates”	has the meaning ascribed thereto in 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
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue, and otherwise deal with new Shares not exceeding the sum of 20% of the number of Shares in issue (i.e. the Company may issue a maximum of 2,194,326,806 Shares) as at the date of passing the relevant resolution

DEFINITIONS

“Latest Practicable Date”	2 June 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the number of Shares in issue (i.e. the Company may repurchase a maximum of 1,097,163,403 Shares) as at the date of passing the relevant resolution
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Shareholder(s)”	holder(s) of the Share(s)
“Shares”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
“%”	per cent.

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 Director:

Mr. Du Lin Dong

(Chairman and Chief Executive Officer)

Non-executive Director:

Ms. Li Hongxi

Independent non-executive Directors:

Mr. Lei Zhiwei

Mr. Liu Xiaodong

Mr. Zong Shijian

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Place of business in Hong Kong:

Suite 2001, 20th Floor

Tower 1, The Gateway

Harbour City

Kowloon

Hong Kong

4 June 2025

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

The purpose of this circular is to provide Shareholders with information relating to (i) the proposed grant of the Issue Mandate and the Repurchase Mandate; (ii) the proposed re-election of retiring Directors at the AGM; and (iii) to provide Shareholders with the notice of the AGM.

At the AGM, resolutions, amongst others, will be proposed for the Shareholders to approve (i) the proposed grant of the Issue Mandate and the Repurchase Mandate; and (ii) the proposed re-election of retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general mandate to allot, issue or deal with Shares not exceeding 20% of the number of Shares in issue as at the date of passing such resolution. As at the Latest Practicable Date, a total of 10,971,634,030 Shares were in issue. Subject to the passing of the relevant resolution granting the Issue Mandate and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and up to the date of the AGM, the Company may, under the Issue Mandate, issue a maximum of 2,194,326,806 Shares.

The Issue Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the end of the period within which the Company is required by the Bye-laws or any applicable laws of Bermuda to hold its next annual general meeting; or (c) the date on which such authority is revoked or varied by ordinary resolution(s) of the Shareholders in general meeting of the Company.

In addition, if the Repurchase Mandate, as described below, is granted, a separate ordinary resolution will be proposed at the AGM to increase the number of Shares which may be allotted and issued under the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the number of Shares in issue as at the date of the grant of the Issue Mandate).

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed to grant to the Directors a general mandate to exercise all powers of the Company to repurchase, on the Stock Exchange or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the number of Shares in issue as at the date of passing such resolution.

As at the Latest Practicable Date, a total of 10,971,634,030 Shares were in issue. Subject to the passing of the relevant resolution granting the Repurchase Mandate and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and up to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 1,097,163,403 Shares.

The Repurchase Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the end of the period within which the Company is required by the Bye-laws or any applicable laws of Bermuda to hold its next annual general meeting; or (c) the date on which such authority is revoked or varied by ordinary resolution(s) of the Shareholders in general meeting of the Company.

An explanatory statement as required under the Listing Rules, containing all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution for approving the Repurchase Mandate at the AGM, is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

According to Bye-laws 84(1) and 84(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 83, 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 84(1) and 84(2), Mr. Du Lin Dong and Mr. Zong Shijian shall retire from office by rotation at the AGM; whereas in accordance with Bye-law 83, Ms. Li Hongxi shall retire from office at the AGM. Being eligible, each of them will offer himself/herself for re-election executive Director, independent non-executive Director and 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. Zong Shijian and Ms. Li Hongxi as executive Director, independent non-executive Director and non-executive Director, respectively.

The appointments of retiring Directors had been reviewed and assessed by the Nomination Committee, the Board is of the view that Mr. Du Lin Dong, Mr. Zong Shijian and Ms. Li Hongxi are able to continue fulfilling their duties as required and Mr. Zong Shijian has confirmed that (a) he has satisfied all the criteria for independence as set out in Rule 3.13(1) to (8) of the Listing Rules; (b) he has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (c) there are no other factors that may affect his independence at the time of his appointment. Therefore, the Board, with the recommendation of the Nomination Committee, has nominated 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, 27 June 2025 at 10:00 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, 24 June 2025 to Friday, 27 June 2025, 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

LETTER FROM THE BOARD

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, 23 June 2025.

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, 27 June 2025 at 10:00 a.m. is set out on pages 15 to 18 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 reelection of Directors.

FORM OF PROXY

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete the form of proxy enclosed and return it to the Company's Hong Kong Share Registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon 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 meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjournment meeting thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Rule 13.39(4) of the Listing Rules requires that all votes of shareholders at a general meeting must be taken by poll except where the chairman of the meeting 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. The chairman of the AGM will therefore demand a poll for the ordinary resolutions to be put to the vote at the AGM pursuant to the Listing Rules.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every Share held which is fully paid or credited as fully paid. 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, include 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,

LETTER FROM THE BOARD

and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATIONS

The Directors believe that the proposed grant of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate and the re-election of retiring 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 all the resolutions to be proposed at the AGM.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

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

This Appendix I serves as an explanatory statement, as required by Rule 10.06(1)(b) and other provisions of the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASES OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and other stock exchange on which the securities of the company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 10,971,634,030 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 1,097,163,403 Shares, being 10% of the number of Shares in issue as at the date of the passing of the relevant resolution at the AGM.

3. REASONS FOR SHARE REPURCHASE

The Directors consider that the Repurchase Mandate would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earning per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

As compared with the financial position of the Company as at 30 June 2024 (as disclosed in its latest audited financial statements for the year ended 30 June 2024), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchase were to be carried out in full during the proposed repurchase period. In the circumstances, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

4. FUNDING OF REPURCHASE

The Company is empowered by its memorandum of association and Bye-laws to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the Companies Act. Under the Companies Act, payment for a share repurchase by the Company may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or out of capital of the Company. The amount of premium payable on a repurchase of Shares may only be paid out of either the profits or out of the share premium of the Company or out of capital of the Company.

In addition, under the Companies Act, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the Companies Act, the shares so repurchased would be treated as cancelled but the aggregate amount of authorized share capital would not be reduced.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

6. EXERCISE OF REPURCHASE MANDATE

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Bye-laws and the applicable laws of the Bermuda.

7. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises 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 (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the Company has one substantial shareholder who controls the exercise of approximately 10.19% voting rights in the general meeting of the Company.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of the Controlling Shareholders in the Company would increase to approximately 11.32% of the issued share capital of the Company. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the twelve months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
May	0.027*	0.027*
June	0.027*	0.027*
July	0.027*	0.027*
August	0.027*	0.027*
September	0.027*	0.027*
October	0.027*	0.027*
November	0.027*	0.027*
December	0.027*	0.027*
2025		
January	0.027*	0.027*
February	0.027*	0.027*
March	0.027*	0.027*
April	0.027*	0.027*
May	0.340	0.027*
June (up to the Latest Practicable Date)	0.061	0.051

* The trading of Shares was suspended from 3 October 2023 until 16 May 2025 (both days inclusive).

DIRECTORS STANDING FOR RE-ELECTION

The biographical details of the retiring Directors proposed to be re-elected at the AGM are set out below:

(1) Executive Director

Mr. Du Lin Dong (“**Mr. Du**”), aged 57, 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 subsequently renewed. Pursuant to the latest service agreement, Mr. Du is entitled to an annual remuneration of HK\$700,000 on 1 January 2024. 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 was interested in 207,024,830 Shares in aggregate, representing approximately 1.90% of the entire issued share capital of the company, of which 172,624,830 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) Independent non-executive Director

Mr. Zong Shijian (“**Mr. Zong**”), aged 54, 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* (天冠集團財務處計劃財務處).

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.

(3) Non-executive Director

Ms. Li, aged 29, obtained her Bachelor of Finance from Shenzhen University in 2020, Bachelor of Arts in Business Administration – Accounting and Finance from Washington State University in 2020, and Master of Professional Accounting from the University of Sydney in 2022. Ms. Li has experience in private equity investment and is currently a post-investment management manager of QHZH (SZ) Private Equity Fund Management Co., Ltd.* (前海中船(深圳)私募股權基金管理有限公司), a position she held since 2023, and is primarily responsible for, among others, investment project execution, post-investment management, and other general corporate governance and company secretarial work.

Ms. Li has not entered into any service contract/letter of appointment with the Company. She agreed not to receive any remuneration from the date of her appointment and until the shares of the Company have resumed trading on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Thereafter, the remuneration in connection with Ms. Li’s position as the non-executive Director will be determined by the remuneration committee of the Board with reference to her duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions. Ms. Li is entitled to terminate her appointment at any time by giving the Company three months’ notice in writing.

Ms. Li is the daughter of Mr. Li Zebin, a Shareholder who holds approximately 6.03% of the entire issued share capital of the Company as at the Latest Practicable Date. Save as disclosed, (i) Ms. Li does not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) Ms. Li has no relationship with any Director, member of senior management of the Group or substantial or controlling Shareholder; (iii) Ms. Li did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date; and (iv) Ms. Li does not have, and is not deemed to have, any 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 Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)).

Save as disclosed herein, the Board is not aware of any matter in relation to the appointment of Ms. Li that needs to be brought to the attention of the Stock Exchange or the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

* Unofficial translation for identification purpose only and should not be regarded as the official translation.

NOTICE OF THE AGM



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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 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, 27 June 2025 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of directors (the “**Directors**”) and the auditors of the Company and its subsidiaries (the “**Group**”) for the year ended 30 June 2024;
2.
 - (a) To re-elect Mr. Du Lin Dong as executive Director;
 - (b) To re-elect Mr. Zong Shijian as independent non-executive Director;
 - (c) To re-elect Ms. Li Hongxi a non-executive Director; and
 - (d) To authorise the board of Directors to fix the Directors’ remuneration;
3. To re-appoint CL Partners CPA Limited as auditors of the Company and authorize the board of Directors to fix their remuneration;

To consider and, if thought fit, pass the following resolutions as an ordinary resolutions of the Company:

4. “**THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 in the share capital of the Company (the “**Shares**”) 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;

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- (b) the approval in paragraph (a) shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the grant or exercise of any option granted under any share option scheme or similar arrangement (including the grant and vesting of awards pursuant to any share award scheme) of the Company for the time being adopted for the grant or issue to directors, officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares of the Company; or
 - (iii) any scrip dividend 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 bye-laws of the Company; or
 - (iv) an issue of Shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants or securities of the Company which carry rights to subscribe for or are convertible into Shares of the Company,

shall not exceed 20% of the number of Shares in issue (i.e. the Company may issue a maximum of 2,194,326,806 Shares) as at the date of passing this resolution, and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from 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 or any applicable laws to be held; or

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- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution(s) of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of ordinary shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such 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 any regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company authorized to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue (i.e. the Company may repurchase a maximum of 1,097,163,403 Shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from 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 or any applicable laws to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

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6. “**THAT** conditional upon the passing of resolutions Nos. 6 and 7 above, the general mandate to the Directors pursuant to resolution No. 6 be and is hereby extended by the addition thereto of an amount representing the number of Shares repurchased by the Company under the authority granted pursuant to the resolution No. 7, provided that such amount shall not exceed 10% of the number of Shares in issue (i.e. the Company may repurchase a maximum of 1,097,163,403 Shares) as at the date of passing this resolution.”

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

Hong Kong, 4 June 2025

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
- (2) Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior holder 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.
- (3) In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. The proxy form will be published on the website of the Stock Exchange.
- (4) For ascertaining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025 both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers, 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 Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 23 June 2025.
- (5) The completion of a form of proxy will not preclude you from attending and voting at the AGM in person should you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.
- (6) If typhoon signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be adjourned, changed or postponed in accordance with the bye-laws of the Company. The Company will publish an announcement on the website of the Company at <http://www.irasia.com/listco/hk/cfii> and on the Stock Exchange website at <http://www.hkexnews.hk> to notify shareholders of the Company of the date, time and place of the rescheduled AGM.