
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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**CHINA FINANCIAL INTERNATIONAL INVESTMENTS LIMITED****中國金融國際投資有限公司**

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

(Stock Code: 721)

**CHANGE OF AUDITOR
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of the Company to be held at Suite 5802, 58th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 19 January 2012 at 11:00 a.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the special general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the special general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish.

30 December 2011

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DEFINITIONS

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

“Board”	the board of Directors
“Bye-law(s)”	the bye-laws of the Company
“CCIF”	CCIF CPA Limited, being the existing auditor of the Group
“Change of Auditor”	the resignation of CCIF as auditor of the Group and the proposed appointment of E&Y as auditor of the Group following the resignation of CCIF upon the approval of the Shareholders by an ordinary resolution at the SGM and to hold office until the conclusion of the next annual general meeting of the Company
“Company”	China Financial International Investments Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“E&Y”	Ernst & Young, being the proposed new auditor of the Group
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	29 December 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be held at Suite 5802, 58th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 19 January 2012 at 11:00 a.m. to consider and, if thought fit, approve, among other things, the Change of Auditor
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



CHINA FINANCIAL INTERNATIONAL INVESTMENTS LIMITED

中國金融國際投資有限公司

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

(Stock Code: 721)

Executive Directors:

Mr. Du Lin Dong (*Chairman*)
Mr. Liu Baorui
Mr. Pong Po Lam Paul

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Directors:

Mr. Ma Jie
Mr. Ding Xiaobin

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

Suite 5802, 58/F
Central Plaza
18 Harbour Road
Wanchai, Hong Kong

Independent non-executive Directors:

Professor Cheung Wai Bun Charles J.P.
Mr. Wan Hongchun
Mr. Zeng Xianggao

30 December 2011

To the Shareholders

Dear Sir or Madam,

CHANGE OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

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

PROPOSED CHANGE OF AUDITOR

Reference is made to an announcement of the Company dated 30 December 2011.

The Board received a letter from CCIF informing they would resign as auditor of the Group with effect on 20 December 2011. The Board proposed to appoint E&Y as the new auditor of the Group to fill the casual vacancy following the resignation of CCIF.

LETTER FROM THE BOARD

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

The reason for the Change of Auditor is due to the expansion of the Group, an international audit firm could obtain better international support and more auxiliary services to the Group to cope with its future business development. The Board is of the view that it would be in the best interests of the Company and the Shareholders as a whole to appoint E&Y as the new auditor of the Group with the resources and experience of E&Y.

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

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

SGM

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

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you intend to attend such meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the SGM if they do wish.

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

LISTING RULES REQUIREMENT

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

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

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

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

NOTICE OF SGM



CHINA FINANCIAL INTERNATIONAL INVESTMENTS LIMITED

中國金融國際投資有限公司

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

(Stock Code: 721)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Financial International Investments Limited (the “**Company**”) will be held at Suite 5802, 58th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 19 January 2012 at 11:00 a.m. for the purposes of, among other matters, considering and, if thought fit, passing the following resolution with or without amendments as ordinary resolution of the Company:

ORDINARY RESOLUTION

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

Yours faithfully
For and on behalf of
the board of directors of

China Financial International Investments Limited

Du Lin Dong

Chairman

Hong Kong, 30 December 2011

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place

of business in Hong Kong:
Suite 5802, 58/F
Central Plaza
18 Harbour Road
Wanchai, Hong Kong

NOTICE OF SGM

Notes:

1. A member entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one or, if he is a holder of more than one Share, more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the special general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the special general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the special general meeting or any adjournment thereof, should he/she/it so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. As at the date hereof, the executive Directors are Mr. Du Lin Dong, Mr. Liu Baorui and Mr. Pong Po Lam Paul, the non-executive Directors are Mr. Ma Jie and Mr. Ding Xiaobin and the independent non-executive Directors are Professor Cheung Wai Bun Charles J.P., Mr. Wan Hongchun and Mr. Zeng Xianggao.