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China Fortune Financial Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 290)

Website: <http://www.290.com.hk>

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of China Fortune Financial Group Limited (the “**Company**”) will be held at 35th Floor, Office Tower, Convention Plaza, Wanchai, Hong Kong on Monday, 26 March 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. **THAT** the memorandum of association of the Company (the “**Memorandum**”) be and is hereby amended in the following manner:
 - (1) By deleting all references to “The Companies Law (2000 Revision)” and substituting therefor the words “The Companies Law (2011 Revision)”.
 - (2) By deleting the words “Section 193” in Clause 7 of the Memorandum and substituting therefor the words “Section 174”.
2. **THAT** the articles of association of the Company (the “**Articles**”) be and is hereby amended in the following manner:
 - (1) By deleting all references to “The Companies Law (2000 Revision)” and substituting therefor the words “The Companies Law (2011 Revision)”.
 - (2) **Article 2**

By deleting the definition of “electronic” and substituting therefor the following new definition of “electronic”:

“electronic” “electronic” shall have the meaning given to it in the Electronic Transactions Law;

By adding the following new definition of “Electronic Transactions Law” after the definition of “Electronic Signature”:

“Electronic Transactions Law” “Electronic Transactions Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;

By adding the following sentence at the end of Article 2:

“Sections 8 and 19 of the Electronic Transactions Law shall not apply.”

(3) Article 7

By renumbering the existing Article 7 as paragraph (a) and deleting the words “all or” after the words “otherwise acquire” in the first sentence of this paragraph.

By adding the following new paragraph (b) after paragraph (a):

“(b) The Board may accept the surrender for no consideration of any fully paid share.”

(4) Article 80

By deleting the existing Article 80 in its entirety and substituting therefor the following new Article 80:

“80 Voting by poll

At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. For the purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its members; and (ii) relate to the Chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.”

(5) Article 81

By deleting the existing Article 81 in its entirety and substituting therefor the following new Article 81:

“81 Poll

A poll shall (subject to Article 82) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was required as the Chairman directs and he may appoint scrutineers (who need not be members). No notice need be given of a poll not taken immediately. The

result of the poll shall be deemed to be the resolution of the meeting at which the poll was required. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.”

(6) Article 83

By deleting the existing Article 83 in its entirety and substituting therefor the following new Article 83:

“83 Show of hands

Where a resolution is voted on by a show of hands as permitted under these Articles, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.”

(7) Article 85

By deleting the existing Article 85(a) in its entirety and substituting therefor the following new Article 85(a):

“85(a) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares by or in accordance with these Articles, at any general meeting on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share, and where a show of hands is allowed every member present in person (or being a corporation, is present by a duly authorised representative) or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.”

(8) Article 96

By deleting the existing Article 96(b) in its entirety and substituting therefor the following new Article 96(b):

“96(b) If a recognised clearing house (or its nominee) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its proxy(ies) or representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee) which he represents as that recognised clearing house (or its nominee) could exercise if it were an individual member of the Company holding the number and class of

shares specified in such authorisation including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in Article 85.”

(9) Article 106

By deleting the words “a special” in paragraph (g) and substituting therefor the words “an ordinary”.

(10) Article 107

By deleting Article 107(c)(iii) in its entirety and substituting therefor the words “[INTENTIONALLY DELETED]”.

(11) Article 112

By deleting the words “(as defined in Article 107(f) above)” in Article 112(c)(i).

(12) Article 122

By deleting the word “special” in Article 122(a) and substituting therefor the word “ordinary”.

(13) Article 165A

By adding the following new Article 165A after Article 165:

“165A Removal of Auditors prior to expiration of term of office

The Company shall not remove the Auditor before the end of the Auditor’s term of office without first obtaining member’s approval at a general meeting. The Company shall send a circular proposing the removal of the Auditor to members with any written representations from the Auditor, not less than 10 business days before the general meeting. The Company must allow the Auditor to attend the general meeting and make written and/or verbal representations to members at the general meeting.”

3. **“THAT** the amended and restated memorandum and articles of association of the Company consolidating all of the various previous amendments and the proposed amendments referred to in paragraphs 1 and 2 above and in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification, be approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of all the Memorandum and Articles of the Company with immediate effect.”

By order of the Board
China Fortune Financial Group Limited
Ng Cheuk Fan, Keith
Managing Director

24 February 2012

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Cayman Islands

Head Office and Principal Place of Business:
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As at the date of this announcement, the Board consists of four executive Directors, namely Mr. Zhang Min (Chairman), Mr. Ng Cheuk Fan, Keith (Managing Director), Mr. Hon Chun Yu and Mr. Xia Yingyan; two non-executive Directors, namely Mr. Wong Kam Fat, Tony (Vice-chairman) and Mr. Wu Ling; and three independent non-executive Directors, namely Mr. Lam Ka Wai, Graham, Mr. Ng Kay Kwok and Mr. Tam B Ray Billy.

Notes:

- (1) Any registered shareholders of the Company entitled to attend and vote at the EGM may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a registered shareholder of the Company.
- (2) Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- (3) In order to be valid, this form of proxy and any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be delivered at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the commencement of the EGM or adjourned meeting. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution.
- (4) Whether or not you are able to attend the EGM in person, you are strongly urged to complete and return the proxy form in accordance with the instructions printed thereon. Completion and delivery of this form of proxy will not preclude you from attending in person and voting at the EGM if you so wish and, in such event, this form of proxy shall be deemed to be revoked.