

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



中金投集团

China Financial Services Holdings Ltd

China Financial Services Holdings Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 605)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Financial Services Holdings Limited (the “Company”) will be held at Boardroom 8, Lower Lobby, Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 30 May 2012 at 11:00 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 December 2011.
2. To re-elect Directors and authorise the Directors to fix their remuneration.
3. To re-appoint Auditors and authorise the Directors to fix their remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

“**THAT** the Articles of Association of the Company be amended in the following manner:

- (a) By adding the following definition in Article 2 immediately before the definition of “Secretary” as follows:

““business day” shall mean any day on which the designated stock exchange is open for the business of dealing in securities.

“clear days” in relation to the period of a notice, shall mean that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“communication” shall include a communication comprising sounds or images or both and a communication effecting a payment.

“designated stock exchange” shall mean a stock exchange on which the shares of the Company are listed or quoted.

“Directors” shall mean the directors for the time being of the Company.

“electronic communication” shall mean a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa) by means of a telecommunications system (within the meaning of the Telecommunications Ordinance (Chapter 106 of the Laws of Hong Kong)) or by other means but while in an electronic form.

“group” shall include the Company and its subsidiaries and in respect of the period before the Company became the holding company of its present subsidiaries, its present subsidiaries.”

- (b) By deleting the existing Article 75 in its entirety and substituting therefor the following:

“75. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by poll is required by the rules of the designated stock exchange or a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:–

- (i) by the Chairman of the meeting; or
- (ii) by at least three members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any member or members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) by a member or members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is taken or is so demanded and not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”

- (c) By deleting the existing Article 104(B)(ii)(c) in its entirety and renumbering Articles 104(B)(ii)(d) and 104(B)(ii)(e) as new Articles 104(B)(ii)(c) and 104(B)(ii)(d) respectively.

- (d) By deleting the existing Article 109 in its entirety and substituting therefor the following:

“109. No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election as a Director at any general meeting unless: (i) a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and; (ii) a notice signed by the person to be proposed of his willingness to be elected together with the information required by the rules of the designated stock exchange shall have been lodged at the registered office of the Company within the seven-day period commencing on the day after the despatch of the notice of the meeting (or such other period being a period of not less than seven days, commencing no earlier than the day after the despatch of the notice of such meeting and ending no later than seven days prior to the date appointed for such meeting, as may be determined by the Board from time to time).”

- (e) By adding Articles 167(C) and 167(D) after the existing Article 167(B) with the following:

“167.(C) In accordance with these Articles, the Companies Ordinance or as the designated stock exchange may from time to time determine, and to obtaining all necessary consents, if any, required thereunder, the requirements of paragraph (B) above shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by these Articles, the Companies Ordinance or as the designated stock exchange may from time to time determine, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statements and the directors’ report thereon.

167. (D) The requirement to send to a person referred to in paragraph (B) above the documents referred to in that Article or a summary financial report in accordance with paragraph (C) above shall be deemed satisfied where, in accordance with these Articles, the Companies Ordinance or as the designated stock exchange may from time to time determine, the Company publishes copies of the documents referred to in paragraph (B) above and, if applicable, a summary financial report complying with paragraph (C) above, on the Company's website or the website of the designated stock exchange or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents."

(f) By deleting the existing Article 171 in its entirety and substituting therefor the following:

"171. Any notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the designated stock exchange may from time to time determine), whether or not, to be given or issued under these Articles from the Company to a member shall be in writing or facsimile transmission message or other form of electronic transmission or communication and any such notice and document may be served or delivered by the Company on or to any member either personally or by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any facsimile transmission number or electronic number or address or email supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the member or may also be served by advertisement in one English language daily newspaper and one Chinese language daily newspaper (provided that the aforesaid daily newspapers shall be included in the list of newspapers issued and published in the Hong Kong Government Gazette for the purpose of section 71A of the Companies Ordinance), by placing it on the

Company's website or the website of the designated stock exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders."

- (g) By deleting the existing Article 173 in its entirety and substituting therefor the following:

"173.(A) Any notice or document sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and put into such post office shall be conclusive evidence thereof.

(B) Any notice or document sent by electronic communication, provided that, in each case, whether with express consent or deemed consent from such member, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent; and where a notice or document placed on the Company's website or the website of the designated stock exchange, is deemed given by the Company to such member on the day on which a notice of availability is sent or, if later, the date on which such notice or document first appears on the website after that notice of availability is sent.

(C) Any notice or document published as an advertisement in newspapers, shall be deemed to have been served on the day on which the advertisement first so appears."".

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

“THAT:

- (A) subject to paragraph (B) of this Resolution, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company be and is hereby generally and unconditionally approved;
- (B) the amount of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (A) of this Resolution shall not exceed 10 per cent of the shares 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; and
- (C) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (the “Company Ordinance”) to be held; or
- (iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”.

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

“THAT:

- (A) subject to paragraph (C) of this Resolution and pursuant to Section 57B of the Companies Ordinance, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to (i) a Rights Issue, (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the capital 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 the dividend on shares of the Company in accordance with the Articles of Association of the Company, (iv) any offer, agreement or option made or granted prior to the date of passing this Resolution or (v) any existing specific authority, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

(D) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 Companies Ordinance to be held; or
- (iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of 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 exclusions or other arrangements as the Directors of the Company 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 recognised regulatory body or any stock exchange.”.

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

“**THAT** conditional upon resolutions nos. 5 and 6 set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot and issue shares pursuant to resolution no. 6 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under

the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such an amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution.”

By Order of the Board
China Financial Services Holdings Limited
Chung Chin Keung
Company Secretary

Hong Kong, 25 April 2012

Notes:

- (i) The register of members of the Company will be closed from Monday, 28 May 2012 to Wednesday, 30 May 2012, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar, Tricor Tengis Limited of 26/F Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 25 May 2012.
- (ii) A member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies (if holding two or more shares) to attend and vote on his behalf. A proxy need not be a member of the Company.
- (iii) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power of attorney or authority, must be lodged at the Company’s Share Registrar, Tricor Tengis Limited of 26/F Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the annual general meeting (or the adjourned meeting as the case may be).
- (iv) All the resolutions at the annual general meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the Stock Exchange’s and the Company’s websites in accordance with the Listing Rules.

As at the date of this notice, the Board comprises Mr Cheung Siu Lam (Chairman), Mr Chan Yuk Ming (Vice Chairman) and Mr Tao Ye as executive Directors, Madam Lo Wan and Mr Liu Hui as non-executive Directors, Mr Wang Jian Sheng, Mr Chan Chun Keung and Mr Tsang Kwok Wai as independent non-executive Directors.