

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement



CHINA INVESTMENT FUND COMPANY LIMITED

中國投資基金有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00612)

**(1) DISCHARGE OF
EX-PARTE INJUNCTION AGAINST THE COMPANY; AND
(2) FURTHER ADJOURNED EGM TO BE HELD AS SCHEDULED**

Reference is made to the announcement of China Investment Fund Company Limited (“**Company**”) dated 13 July 2016 (“**Announcement**”) in respect of the Adjourned EGM held on 13 July 2016 and the Further Adjourned EGM to be held on 20 July 2016. Unless the context requires otherwise, defined terms and expressions herein shall bear the same meanings as used in the Announcement.

Ex-Parte Injunction against the Company

On Friday, 15 July 2016 (after office hours), the Company received the following documents from the solicitors for Guang Sheng Investment Development Group Limited (廣晟投資發展集團有限公司) (“**Guang Sheng**”):

- (a) a Writ of Summons dated 14 July 2016 issued in the High Court of Hong Kong under High Court Action 1847 of 2016 (“**Guang Sheng Action**”) by Guang Sheng as the plaintiff against the Company with an Indorsement of Claim claiming against the Company for breaches and anticipatory breach(es) of its memorandum and/or articles of association, statutes, regulations and/or rules in relation to the proceedings and/or conduct of the Company at the material times before and/or of its extraordinary general meetings held on 13 July 2016 and claims for injunction, damages, interests, costs and other relief; and

* *For identification purpose only*

- (b) an order dated 15 July 2016 from the High Court of Hong Kong (“**Ex-Parte Injunction**”) to the effect that the Further Adjourned EGM shall be chaired by Mr. Kenneth Yeo or such other person as the Court shall approve; the Company and its directors and employees be restrained from obstructing any shareholders of the Company entitled to vote at the Further Adjourned EGM from entering the venue of the Further Adjourned EGM and rejecting, not admitting and/or disallowing any votes to be cast at the Further Adjourned EGM by any shareholders of the Company entitled to vote thereat and obstructing or otherwise interfering with the proceedings and/or conduct of the Further Adjourned EGM; among other things.

The Ex-parte Injunction was obtained by Guang Sheng as the plaintiff on an ex-parte basis after a hearing on 15 July 2016. The Company did not have sufficient opportunity to have its case prepared and to have Counsel appeared on its behalf at the hearing on 15 July 2016.

In relation to Guang Sheng, the Company noted that:

- (a) it was one of the Requisitionists which deposited the Requisition dated 13 January 2016, and which Requisition, as explained in the Company’s circular dated 24 June 2016, led to the Adjourned EGM on 13 July 2016;
- (b) it was not a registered shareholder of the Company as at 13 July 2016 and therefore may lack the legal right to make the application for the Ex-parte Injunction; and
- (c) it relied on an affirmation of Fan Weiyong (范偉勇) in support of its application for the Ex-parte Injunction but which affirmation failed to fulfill the obligation to make full and frank disclosure of a number of matters including (i) the fact that Guang Sheng was not a registered shareholder of the Company may mean that it lacked the necessary legal right; (ii) the incident to do with the voting intention of the 70,000,000 shares as referred to in the announcement of the Company dated 13 July 2016; (iii) the power of the chairman of the Adjourned EGM to adjourn the meeting under common law; and (iv) the Company’s articles of association does not provide for appointing an outside person to chair a general meeting.

Discharge of the Ex-Parte Injunction

On Monday, 18 July 2016, the Company made an urgent application to the High Court of Hong Kong to discharge the Ex-Parte Injunction. The hearing took place in the afternoon of 18 July 2016 and the morning 19 July 2016. On 19 July 2016, the High Court Judge, after hearing arguments from each of the Company and Guang Sheng, discharged the Ex-Parte Injunction forthwith, with costs to the Company to be paid by Guang Sheng on an indemnity basis.

According to the Judge, there were a number of irregularities in the manner in which Guang Sheng made the application to the judge in the ex-parte hearing but his principal concerns were the basis on which Guang Sheng made its application for the Ex-parte Injunction, namely, the adjournment of one week of the EGM (which was justified given the material indicating serious interference with a shareholders voting rights), and the lack of particularity and inadequate disclosure of significantly relevant matters, namely, the status of Guang Sheng being not a registered shareholder of the Company and its lack of legal right to make the application; the incident to do with the voting intention of the 70,000,000 shares (which was set out in the announcement of the Company dated 13 July 2016); the power of the chairman to adjourn meetings under article 63 of the articles of association of the Company and under common law; the power or lack thereof to appoint an outside person to chair a general meeting under the articles of association of the Company and the terms of the Company's announcement dated 13 July 2016 in relation to voting instructions and the proxy form.

In his decision, the Judge also stated that he was not satisfied that Guang Sheng had sufficiently good prospects in the Guang Sheng Action; that the evidence filed by and relied on by Guang Sheng in its application for the Ex-Parte Injunction was lacking in substance and that Guang Sheng had clearly misconceived the effect of the proxy form and voting instructions.

The High Court Judge also ordered that the hearing of the inter-partes summons issued by Guang Sheng for the Ex-parte Injunction scheduled on 22 July 2016 be vacated.

Following the above, the solicitors for the Company have written to the solicitors for Guang Sheng to invite Guang Sheng to agree to dismiss forthwith the Guang Sheng Action altogether with costs to be paid to the Company.

Further Adjourned EGM to be held as scheduled

The Company wishes to remind shareholders that the Further Adjourned EGM will be held at 3:00 p.m. on Wednesday, 20 July 2016 at Gloucester Room, 3rd floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong.

By order of the Board
China Investment Fund Company Limited
Luk Hong Man, Hammond
Executive Director

Hong Kong, 19 July 2016

As at the date of this announcement, the executive Directors are Mr. Luk Hong Man, Hammond and Mr. Zhang Xi; the non-executive directors are Mr. Sui Guangyi, Mr. Wang Mengtao, Mr. Yao Yuan, Mr. Yao Zhixiang and Mr. Shi Minqiang and the independent non-executive Directors are Mr. Leung Ka Fai, Mr. Guo Miao, Ms. Jing Siyuan and Ms. Li Jiangtao.