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**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)**

**APPLICATION BY THE COMPANY FOR AN INJUNCTION AGAINST  
THE REQUISITIONISTS AND FOR AN ADJOURNMENT OF THE  
EXTRAORDINARY GENERAL MEETING**

Reference is made to the announcement of China Investment Fund Company Limited (“**Company**”) dated 2 February 2016 in respect of (1) the Requisition and (2) the Notice of EGM scheduled to be held on 12 March 2016 (“**2 February 2016 Announcement**”). Defined terms and expressions in this announcement shall bear the same meanings as used in the 2 February 2016 Announcement, unless the context requires otherwise.

**Biographical and other details of the candidates proposed by the Requisitionists to become directors of the Company**

As already stated in the 2 February 2016 Announcement, the Board notes that the Company is obliged to publish details of the candidates proposed by the Requisitionists to become directors of the Company in accordance with Rule 13.51(2) of the Listing Rules and that the Stock Exchange must be satisfied as to the character, experience and integrity of the proposed directors pursuant to Rule 21.04(1) of the Listing Rules. Insofar as the latter is concerned, the Board also notes that for an executive director of an investment company like the Company, the Stock Exchange has issued Guidance Letter HKEx-GL17-10 which contains a detailed list of information for facilitating the Stock Exchange’s assessment of whether Rule 21.04(1) of the Listing Rules is satisfied. The list of information includes experience in professional management of investments on behalf of third party investors and/or providing investment advisory services to professional/institutional investors, and track record of asset under management. Accordingly, the Company has sought to clarify with the solicitors for the

\* *For identification purpose only*

Requisitionists with reference to Guidance Letter HKEx-GL17-10 the biographical and other details of the candidates enclosed with the Requisition, particularly the experience of Mr. Man Kam Tong (萬錦堂) (“**Mr. Man**”), who is effectively being proposed by the Requisitionists to become the only executive director of the Company.

With the information provided by the solicitors for the Requisitionists on 26 January 2016, the Company wrote to the Stock Exchange as to whether the same may demonstrate that Mr. Man meets the requirements set out in Guidance Letter HKEx-GL17-10.

On 11 February 2016, the Company received feedback from the Stock Exchange that it was yet to be satisfied that Mr. Man possessed sufficient experience in the professional management of investments on behalf of third party investors for the purpose of Rule 21.04(1).

On 12 February 2016, the Company again wrote to the solicitors for the Requisitionists asking them to provide further details of the proposed directors by 19 February 2016, if any, so that the Company would be in a position to make the appropriate submission to the Stock Exchange and to prepare a circular with the appropriate information for despatch to its shareholders, in compliance with the applicable Listing Rules.

On 19 February 2016, the solicitors for the Requisitionists provided further details in respect of Mr. Man but not the other proposed directors. Notwithstanding the further details provided, it is clear that Mr. Man still does not meet the requirements set out in Guidance Letter HKEx-GL17-10 and hence Rule 21.04(1) could not be satisfied. Nevertheless, the Company on 19 February 2016 submitted the further details it received from the solicitors for the Requisitionists to the Stock Exchange and asked the Stock Exchange as to whether the same may demonstrate that Mr. Man meets the requirements set out in Guidance Letter HKEx-GL17-10. As at the date of this announcement, the Stock Exchange has not confirmed that it has no further comments on the Company’s submission of 19 February 2016.

For the reasons set out above, the Company is not in a position to issue a circular containing the details required by Rule 13.51(2) of the Listing Rules for the purpose of the EGM.

## **Application by the Company for an injunction against the Requisitionists and for an adjournment of the extraordinary general meeting**

The Company as plaintiff has issued a Writ of Summons (High Court Action 411 of 2016) against the Requisitionists as defendants seeking a declaration that none of the resolutions set out in the Requisition may be validly passed at the EGM (the “**Action**”). Based on the grounds set out above among others, the Company has issued a summons in the High Court of Hong Kong in the Action seeking an interlocutory injunction against the Requisitionists as defendants. In broad terms, the injunction seeks to restrain the Requisitionists as defendants from voting for the resolutions set out in the Requisition, and to adjourn the EGM until further order of the Court. The hearing of the summons is scheduled to take place on 26 February 2016. The Company will make an announcement in respect of the result of the hearing in due course.

### **Mr. Tam Tak Wah (譚德華) no longer willing to be elected at the EGM**

Before the publication of this announcement, the Company received a letter dated 22 February 2016 from the solicitors for the Requisitionists which indicates that Mr. Tam Tak Wah (譚德華), one of the candidates proposed to become a non-executive director of the Company under the Requisition, is now no longer willing to be elected as a non-executive director at the EGM. The Company is now seeking legal advice on the legal implication of this, and will publish an update announcement as appropriate.

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

Hong Kong, 22 February 2016

*As at the date of this announcement, the executive Directors are Mr. Luk Hong Man, Hammond, Mr. Ye Yinggang and Mr. Zhang Xi; the non-executive directors are Mr. Yao Yuan, Mr. Sui Guangyi, Mr. Shi Minqiang and Mr. Yao Zhixiang; and the independent non-executive Directors are Mr. Wong Chung Kin, Quentin, Mr. Leung Po Hon, Ms. Li Jiangtao and Mr. Luo Ji.*