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中 國 投 資

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)

EXTRAORDINARY GENERAL MEETING AND ITS ADJOURNMENT

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**”) and the announcement of the Company dated 22 February 2016 (“**22 February 2016 Announcement**”) in respect of an application by the Company for an injunction against the Requisitionists and for an adjournment of the EGM. Defined terms and expressions in this announcement shall bear the same meanings as used in the 2 February 2016 Announcement and the 22 February 2016 Announcement, unless the context requires otherwise.

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

As referred to in the 22 February 2016 Announcement, the summons (“**Summons**”) issued by the Company as plaintiff in High Court Action 411 of 2016 against the Requisitionists as defendants seeking an interlocutory injunction against the Requisitionists was heard on 26 February 2016. At the hearing, the Court made an interim order (“**Court Order of 26 February 2016**”) to the effect that the EGM be first adjourned to take place on 24 March 2016 pending further arrangements to be confirmed for the substantive hearing date of the Summons.

* For identification purpose only

The Company will hold the EGM on 12 March 2016 as set out in the Notice of EGM dated 2 February 2016. However, in view of the Court Order of 26 February 2016, it is expected that the chairman at the EGM will thereat adjourn the meeting to take place at the same time and place on 24 March 2016 (“**Adjourned EGM**”) pending further order of the Court.

The proxy form despatched on 2 February 2016 will also be valid for the Adjourned EGM.

The Company will publish an update announcement as and when appropriate.

Candidates proposed to be elected as directors according to the Requisition

As elaborated below, of the four candidates proposed to be elected as directors of the Company at the EGM according to the Requisition, one candidate has expressed his unwillingness to become elected, one candidate could not satisfy the Stock Exchange that he is suitable to become a director of the Company, and with respect to information provided in respect of the proposed directors purportedly as required under Rule 13.51(2) of the Listing Rules, the Company is yet to be provided with clarification on the accuracy of the information and the veracity of the source of such information.

*Mr. Man Kam Tong (萬錦堂) (“**Mr. Man**”)*

As referred to in the 22 February 2016 Announcement, the Company on 19 February 2016 submitted to the Stock Exchange further details it received from the solicitors for the Requisitionists in respect of the experience of Mr. Man, who is effectively being proposed by the Requisitionists to become the only executive director of the Company, and sought the view of the Stock Exchange on the suitability of Mr. Man as a proposed executive director of the Company under Rule 21.04(1). According to a letter dated 29 February 2016 issued by the Stock Exchange, based on the information provided, it was not satisfied that Mr. Man has the experience in the professional management of investments on behalf of third party investors. In other words, Mr. Man is not suitable to become an executive director of the Company for the purpose of Rule 21.04(1) of the Listing Rules.

*Mr. Tam Tak Wah (譚德華) (“**Mr. Tam**”)*

As referred to in the 22 February 2016 Announcement, the Company is still seeking advice on the letter dated 22 February 2016 from the solicitors for the Requisitionists which indicates that Mr. Tam, 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. The Company will publish an update announcement about the impact of this development to do with Mr. Tam on the EGM as and when appropriate.

Mr. Fan Weiyong (范偉勇) (“Mr. Fan”) and Ms. Lin Yan Jenny (“Ms. Lin”)

On 25 February 2016, the solicitors for the Requisitionists provided certain information about Mr. Man and two other candidates proposed to be elected at the EGM, namely, Mr. Fan and Ms. Lin, purporting the same to be as required under Rule 13.52(2) of the Listing Rules. The Company immediately sought to clarify the accuracy of the information and the veracity of the source of the information. As at the date of this announcement, the Company has not yet received any substantive response from the solicitors of the Requisitionists.

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

Hong Kong, 29 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.