

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.



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of China Investment Fund Company Limited (the “**Company**”) will be held at Diamond Ballroom, Level 3, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Monday, 31 October 2016 at 2:00 p.m. to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 7 October 2016.

ORDINARY RESOLUTIONS

1. “**THAT**, borrowings in the aggregate amount of up to HK\$500,000,000 be approved and that any Director be and is hereby authorised to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to borrowings in the aggregate amount of HK\$500,000,000.”
2. “**THAT**, subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Shares to be issued upon the exercise of options which may be granted under the Share Option Scheme, the existing scheme mandate limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercises of the options under the Share Option Scheme (excluding options previously granted, outstanding,

* *For identification purpose only*

cancelled, lapsed or exercised under any share option scheme) shall not exceed 10 per cent. (10%) of the number of Shares in issue as at the date of passing this resolution (the “**Refreshed Scheme Mandate Limit**”) and that the Directors be and are hereby authorized, subject to compliance with the Listing Rules and the terms of the Share Option Scheme, to grant options under the Share Option Scheme up to the Refreshed Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

3. “**THAT**, Mr. Wang Mengtao be appointed as a non-executive Director with immediate effect and to authorise the Board to fix his remuneration.”
4. “**THAT**, Mr. Leung Ka Fai be appointed as a non-executive Director with immediate effect and to authorise the Board to fix his remuneration.”

On behalf of the Board
China Investment Fund Company Limited
Luk Hong Man, Hammond
Executive Director

7 October 2016

Notes:

1. A proxy form (the “**Proxy Form**”) containing the resolutions mentioned above is enclosed herewith.
2. Any member of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her/its attorney duly authorised in writing or, if the appointer is a corporation, either executed under its common seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
4. Completion and return of the Proxy Form will not preclude a shareholder from attending the meeting and voting in person at the EGM or any of its adjourned meeting thereof if he/she/it so desires. If a shareholder attends the meeting after having deposited the Proxy Form, his/her/its Proxy Form shall be deemed to be revoked.

5. To be valid, the Proxy Form together with a 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 deposited at the share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
6. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personal or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for the purpose seniority shall be determined by the order in which name stand in the register of members in respect of the joint holdings.
7. Any voting at the EGM or any adjournment thereof should be taken by poll.
8. If typhoon signal no. 8 or above, or a "black" rainstorm warning is in effect any time after 7:30 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.cifund.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive directors of the Company are Mr. Luk Hong Man, Hammond, and Mr. Zhang Xi, the non-executive directors of the Company are Mr. Sui Guangyi and the independent non-executive directors of the Company are Ms. Jing Siyuan and Mr. Zhang Aimin.