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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)

NOTICE OF SPECIAL RESOLUTION

NOTICE IS HEREBY GIVEN THAT at the annual general meeting of China Investment Fund Company Limited (the “**Company**”) scheduled to be held at Gloucester Room, 3rd floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 28 September 2016 at 3:00 p.m., as special business the following special resolution will be proposed to replace the resolution numbered 7 appearing on the notice of annual general meeting dated 29 August 2016 for the shareholders to consider and, if thought fit, to pass with or without amendments:

SPECIAL RESOLUTION

8. “**THAT**, subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “China Investment Fund Company Limited” to “China Investment Fund International Holdings Limited” and the dual foreign name in Chinese of the Company be changed from “中國投資基金有限公司” to “中國投資基金國際控股有限公司” (the “**Change of Company Name**”) with effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands and that any one or more of the directors of the Company or a committee thereof be and are hereby

* *For identification purpose only*

authorised to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 6 September 2016

Notes:

1. Any member of the Company entitled to attend and vote at the annual general meeting convened by the notice of annual general meeting 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.
2. The register of members of the Company will be closed from Monday, 26 September 2016 to Wednesday, 28 September 2016, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending the annual general meeting of the Company to be held on Wednesday, 28 September 2016, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 23 September 2016.
3. To be valid, the supplemental form of proxy 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.
4. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the annual general meeting of the Company, 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.
5. As at the date of this announcement, the executive Directors are Mr. Luk Hong Man, Hammond and Mr. Zhang Xi; the non-executive director is Mr. Sui Guangyi; and the independent non-executive Directors are Ms. Jing Siyuan, Ms. Li Jiangtao and Mr. Zhang Aimin.