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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)**

### NOTICE OF EGM

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China Investment Fund Company Limited (the “**Company**”) will be held at Meeting Room, 4th Floor, Aon China Building, 29 Queen’s Road Central, Hong Kong at 9:30 a.m. on Tuesday, 8 February 2011 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as special resolutions and an ordinary resolution respectively:

#### ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the shares of the Company in their consolidated form, every five shares of HK\$0.01 each in the issued and unissued share capital of the Company be consolidated into one share of HK\$0.05 with effect from 9:30 a.m. on 15 February 2011 and the directors of the Company be and are hereby authorized to execute or authorize such things and such documents as they may consider necessary or desirable in connection therewith.”
2. “**THAT** the authorised capital of the Company be increased from HK\$30,000,000 to HK\$200,000,000 by the creation of 17,000,000,000 shares of HK\$0.01 each (or 3,400,000,000 shares of HK\$0.05 each upon the passing of the resolution no.1 set out in this notice) ranking pari passu in all respects with the shares in the original capital of the Company.”
3. “**THAT**, conditional upon resolutions nos. 1 and 2 set out in this notice duly passed and subject to the fulfillment or waiver of the conditions, including the Listing Committee of the Stock Exchange granting or agreeing to grant in principle (subject to allotment) and not having withdrawn or revoked listing of and permission to dealing the Offer Share (as defined below) in their fully paid forms to be allotted and issued to the shareholders of the Company (the “**Shareholders**”) pursuant to the terms and conditions of the Open Offer (as defined below), as set out in the underwriting agreement dated 2 December 2010 as

\* For identification purpose only

amended by the supplemental agreement dated 10 December 2010 (collectively the “**Underwriting Agreement**”, copies of which have been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) both between the Company and Baron Capital Limited (the “**Underwriter**”) and the Underwriting Agreement not being terminated in accordance with the terms thereof prior to 4:00 p.m. on the second business day after the last day for acceptance of the Offer Shares:

- (i) the issue by way of open offer (the “**Open Offer**”) of not less than 446,080,000 shares (the “**Offer Shares**”) of HK\$0.05 each in the share capital of the Company and not more than 514,880,000 Offer Shares to the Shareholders whose names appear on the register of members of the Company on 8 February 2011 (excluding those Shareholders (the “**Excluded Shareholders**”) with registered addresses as show in the register of members of the Company on the date are outside Hong Kong whom the board of directors (the “**Board**”) of the Company consider it necessary or expedient to exclude after making the relevant enquiries regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange in the place where those overseas Shareholders reside) on the basis of two Offer Shares for every share of HK\$0.05 in the issued share capital of the Company held upon the Share Consolidation becoming effective and otherwise pursuant to and in accordance with the terms and conditions set out in the circular dated 19 January 2011 (the “**Circular**”, a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) despatched by the Company to the Shareholders be and is hereby approved;
  - (ii) the Directors be and are hereby authorized to allot and issued the Offer Shares pursuant to and in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing Shareholders and, in particular, the Directors be and are hereby authorized to make such exclusions or other arrangements in relation to fractional entitlements or Excluded Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company;
  - (iii) the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of excess Offer Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified; and
  - (iv) any Directors be and are hereby authorized to sign and execute such documents and do all such acts and things incidental to the Open Offer or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder.”
4. “**THAT** the absence of arrangements for application for the Offer Shares by the Shareholders in excess of their entitlements under the Open Offer as referred to in Rule 7.26A(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited be and the same is hereby approved, confirmed and ratified.”

By order of the Board  
**China Investment Fund Company Limited**  
**Wan Chuen Hing, Alexander**  
*Executive Director*

Hong Kong, 19 January 2011

*Head office and principal place of  
business in Hong Kong*  
4th Floor, Aon China Building  
29 Queen's Road Central  
Central, Hong Kong

*Registered Office*  
Cricket Square  
Hutchins Drive  
P.O Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Notes:*

- (1) A form of proxy to be used for the meeting is enclosed.
- (2) Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting. In the case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) at the meeting and vote in its stead.
- (3) The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- (4) The instrument appointing a proxy and the 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 delivered at the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting at which the person named in such instrument proposes to vote. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting, or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally 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 any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.

*As at the date of this announcement, the executive Directors are Mr. William Robert Majcher and Mr. Wan Chuen Hing, Alexander and the independent non-executive Directors are Mr. Cheng Wing Keung, Raymond, Mr. Yeung Chun Yue, David and Mr. Siu Hi Lam, Alick.*