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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)

PROPOSED ISSUE OF FIXED RATE NOTES

This announcement is made by the Company pursuant to the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rule 13.09 of the Listing Rules.

PROPOSED NOTES ISSUE

Introduction

The Company proposes to carry out the Note Issue to offer and issue the Notes to professional investors only. The Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company appointed the Placing Agent as its exclusive placing agent to procure places for the Notes, which are professional investors, on a best effort basis on or before the Long Stop Date or such other date(s) as may be agreed in writing by both parties. The aggregate principal amount of the Notes issued to all Subscribers under the Placing Agreement is limited to a maximum amount of HK\$70,000,000. The Company shall pay to the Placing Agent a placing fee of 0.5 per cent. of the aggregate placing amount for any Notes successfully placed by the Placing Agent.

The Notes will not be the subject of a public offering in Hong Kong or any other jurisdiction.

To the best knowledge of the Directors, after reasonable enquiry, the Placing Agent and its ultimate beneficial owner(s) are independent of and not connected with the Company and its connected persons.

Principal terms of the Notes

It is expected that the Company will enter into a subscription agreement with each of the Subscribers. Subject to the final agreement between the parties, it is intended that the principal terms of the Notes are as follows:

Notes Offered

The aggregate principal amount of the Notes issued is HK\$70,000,000. It is anticipated that the Notes will mature in 2023.

Interest

The Notes shall bear fixed interest from, and including the date of its issue at the rate of 5.0 per cent. per annum of the outstanding principal amount of the Notes. Interest is payable semi-annually in arrears on 31 March and 30 September in each year.

Currency

Hong Kong dollars is the sole currency of account and payment for all sums payable by the Company under or in connection with the Notes.

Transferability

Any Note may only be assigned or transferred to other transferees with prior written consent from the Company.

Status

The Notes constitute direct, unconditional, unsubordinated and unsecured obligations of the Company and each Noteholder shall at all times rank *pari passu* with other Noteholders and without any preference among themselves.

Early redemption

The Company may at any time after the second anniversary of the issue date of the Notes to the maturity date of the Notes to redeem the whole or part of the outstanding Notes at an amount equals to the entire principal amount of the outstanding Notes to be redeemed together with interest accrued and other amounts owing thereon (if any).

Reasons for the Notes Issue and Proposed Use of Proceeds

The Company is principally engaged in investment in both listed and unlisted securities. The Company intends to use the net proceeds of the proposed Note Issue for general corporate purposes including working capital, and to fund any acquisition activities.

Further announcement(s) in respect of the proposed Note Issue will be made by the Company as and when appropriate.

Shareholders and potential investor are reminded to exercise caution in dealing with the shares of the Company.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

“Business Day”	a day (other than a Saturday) on which banks in Hong Kong are open for business
“Company”	China Investment Fund Company Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Long Stop Date”	the date falling six months from the date of the Placing Agreement, where such date is not a Business Day, the first Business Day immediately thereafter
“Noteholder(s)”	the holder(s) of the Notes
“Notes”	the 5.0% Notes due 2023 in the aggregate principal amount of HK\$70 million
“Notes Issue”	the issuance of the Notes by the Company
“Placing Agent”	China Rich Securities Limited, an independent third party
“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent dated 26 March 2015
“Subscribers”	the subscribers of the Notes, which are professional investors

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

Hong Kong, 26 March 2015

As at the date of this announcement, the executive Directors are Mr. Luk Hong Man, Hammond, Mr. Ye Yinggang and Mr. Zhang Xi; and the independent non-executive Directors are Mr. Wong Chung Kin, Quentin, Mr. Tsang Kwok Wa, Edward and Mr. Ng Man Fai, Matthew.

* *For identification purpose only*