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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)

**(1) REQUISITION; AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

(1) REQUISITION

On 13 January 2016, the Company received a letter from the solicitors acting for Guang Sheng Investment Development Group Limited, Golden Gate Group Limited, Noah Holdings Limited, Jiang Yongjun and Zhu Gang who are shareholders of the Company together having not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (collectively “**Requisitionists**”), by which a requisition dated 13 January 2016 requiring the board of directors of the Company (“**Board**”) to convene an extraordinary general meeting (“**EGM**”) for the transaction of the businesses specified in schedule 2 to the Requisition was deposited with the Company.

In accordance with Article 58 of the Company’s Articles of Association, the Board will convene an extraordinary general meeting within two months after the deposit of the Requisition. The notice of the EGM, in addition to being despatched to the Company’s shareholders, is also set out in this Announcement.

The businesses specified in schedule 2 to the Requisition contain, among other things, proposals for the removal of all of the current executive and non-executive directors of the Company, and proposals for the appointment of three candidates as non-executive directors and one candidate as an executive director of the Company.

* *For identification purposes only*

The Board notes that the Company is obliged to publish details of the proposed directors in accordance with Rule 13.51(2) of the Listing Rules and that the Stock Exchange must be satisfied as to the character, experience and integrity of the proposed directors pursuant to Rule 21.04(1) of the Listing Rules. Insofar as the latter is concerned, the Board also notes that for an executive director of an investment company like the Company, the Stock Exchange has issued Guidance Letter HKEx-GL17-10 which contains a detailed list of information for facilitating the Stock Exchange's assessment of whether Rule 21.04(1) of the Listing Rules is satisfied. The list of information includes experience in professional management of investments on behalf of third party investors and/or providing investment advisory services to professional/institutional investors, and track record of asset under management. Accordingly, the Company has sought to clarify with the solicitors for the Requisitionists the biographical and other details of the candidates enclosed with the Requisition, particularly the experience of the candidate effectively being proposed to become the only executive director of the Company with reference to Guidance Letter HKEx-GL17-10. With the information provided by the solicitors for the Requisitionists thus far, the Company has written to the Stock Exchange as to whether the same may demonstrate that the proposed executive director meets the requirements set out in Guidance Letter HKEx-GL17-10. As at the time of the publication of this Announcement, the Company has not received any feedback from the Stock Exchange.

The Company will in due course publish a circular containing the biographical and other details of the proposed directors based on the information obtained from the solicitors for the Requisitionists.

(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of China Investment Fund Company Limited (the “**Company**”) will be held at 9/F, Gloucester Tower, The Landmark, 15 Queen's Road Central, Central, Hong Kong on Saturday, 12 March 2016 at 10:30 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. To consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Luk Hong Man, Hammond as executive director of the Company with immediate effect;

2. To consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Ye Yinggang as executive director of the Company with immediate effect;
3. To consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Zhang Xi as executive director of the Company with immediate effect;
4. To consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Yao Yuan as non-executive director of the Company with immediate effect;
5. To consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Sui Guangyi as non-executive director of the Company with immediate effect;
6. To consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Shi Minqiang as non-executive Director of the Company with immediate effect;
7. To consider and if thought fit the passing of an ordinary resolution of the Company to remove Mr. Yao Zhixiang as non-executive director of the Company with immediate effect;
8. To consider and if thought fit the passing of an ordinary resolution of the Company to remove all executive director(s), non-executive director(s) and independent non-executive directors of the Company that are being appointed by the Company between 13 January 2016 and the EGM with immediate effect;
9. To consider and if thought fit the passing of an ordinary resolution of the Company to appoint Mr. Man Kam Tong as executive director of the Company with immediate effect;
10. To consider and if thought fit the passing of an ordinary resolution of the Company to appoint Mr. Fan Weiyong as non-executive director of the Company with immediate effect;
11. To consider and if thought fit the passing of an ordinary resolution of the Company to appoint Ms. Lin Yan Jenny as non-executive director of the Company with immediate effect;

12. To consider and if thought fit the passing of an ordinary resolution of the Company to appoint Mr. Tam Tak Wah as non-executive director of the Company with immediate effect; and
13. To consider any other business put forward to the EGM pursuant to the Articles of Association of the Company.

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

Hong Kong, 2 February 2016

Notes:

1. 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.
2. To be valid, the 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.
3. The biographical details of the candidates proposed to become directors of the Company at the meeting will be set out in the circular to be despatched in due course.
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.

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 and Ms. Li Jiangtao.