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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 ADJOURNED EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an adjourned extraordinary general meeting (the “**Adjourned EGM**”) of China Investment Fund Company Limited (the “**Company**”) will be held at Falcon Room, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 13 July 2016 at 3:00 p.m. to consider and, if thought fit, pass the following resolutions as ordinary resolutions:-

ORDINARY RESOLUTIONS

*(Based on the proposed resolutions set out in schedule 2 to the Requisition dated 13 January 2016 signed by Guang Sheng Investment Development Group Limited, Golden Gate Group Limited, Noah Holdings Limited, Jiang Yongjun and Zhu Gang (“**Requisitionists**”) and using the same numberings thereof, and taking into account (i) the effect of such proposed resolutions on Mr. Wang Mengtao, Mr. Leung Ka Fai, Mr. Guo Miao and Ms. Jing Siyuan whose current appointments as Directors occurred subsequent to the date of the Requisition; and (ii) the amendments indicated by the solicitors for the Requisitionists up to 22 June 2016)*

“**THAT:**

1. Mr. Luk Hong Man, Hammond be removed from his office of executive Director of the Company;
3. Mr. Zhang Xi be removed from his office of executive Director of the Company;
4. Mr. Yao Yuan be removed from his office of non-executive Director of the Company;

* *For identification purposes only*

- 8(i). Mr. Wang Mengtao be removed from his office of non-executive Director of the Company;
- 8(ii). Mr. Leung Ka Fai be removed from his office of independent non-executive Director of the Company;
- 8(iii). Mr. Guo Miao be removed from his office of independent non-executive Director of the Company;
- 8(iv). Ms. Jing Siyuan be removed from her office of independent non-executive Director of the Company;
10. Mr. Fan Weiyong be appointed as non-executive Director of the Company; and
11. Ms. Lin Yan Jenny be appointed as non-executive Director of the Company.”

ORDINARY RESOLUTIONS

(Proposed by the board of directors of the Company)

“THAT:

14. conditional upon Resolution no. 8(i) set out above not being passed, Mr. Wang Mengtao be re-elected as non-executive Director of the Company;
15. conditional upon Resolution no. 8(ii) set out above not being passed, Mr. Leung Ka Fai be re-elected as independent non-executive Director of the Company;
16. conditional upon Resolution no. 8(iii) set out above not being passed, Mr. Guo Miao be re-elected as independent non-executive Director of the Company;
17. conditional upon Resolution no. 8(iv) set out above not being passed, Ms. Jing Siyuan be re-elected as independent non-executive Director of the Company;
18. conditional upon Resolution No. 4 set out above not being passed, Mr. Yao Yuan be removed from his office of non-executive Director of the Company;
19. Mr. Yao Zhixiang be removed from his office of non-executive Director of the Company; and

20. Mr. Shi Minqiang be removed from his office of non-executive Director of the Company.”

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

24 June 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.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her 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 Adjourned 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 Adjourned 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 Adjourned 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 Adjourned 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, Mr. Wang Mengtao, Mr. Yao Yuan, Mr. Shi Minqiang and Mr. Yao Zhixiang, and the independent non-executive directors of the Company are Mr. Leung Ka Fai, Mr. Guo Miao, Ms. Jing Siyuan and Ms. Li Jiangtao.