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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt about** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Investment Fund International Holdings Limited (the “**Company**”), you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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—CIFI—  
中投國際

**CHINA INVESTMENT FUND INTERNATIONAL HOLDINGS LIMITED**

**中國投資基金國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 00612)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM to be held at Diamond Ballroom, Level 3, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Monday, 5 November 2018 at 3:00 p.m. is set out on page 6 of this circular. A proxy form for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the office of the Company’s branch share registrar in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof (as the case may be) should you so wish.

12 October 2018

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## DEFINITIONS

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

“Articles”	the articles of association of Company, as amended from time to time
“Board”	the board of Directors
“Company”	China Investment Fund International Holdings Limited 中國投資基金國際控股有限公司, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange (stock code: 612)
“Director(s)”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Diamond Ballroom, Level 3, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Monday, 5 November 2018, at 3:00 p.m., notice of which is set out on page 6 of this circular or, where the context so requires any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	9 October 2018, being the latest practicable date prior to printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “China Investment Fund International Holdings Limited” to “China Ding Yi Feng Holdings Limited” and the proposed change of the dual foreign name in Chinese of the Company from “中國投資基金國際控股有限公司” to “中國鼎益豐控股有限公司”
“Share(s)”	ordinary shares of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	the holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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中投國際

**CHINA INVESTMENT FUND INTERNATIONAL HOLDINGS LIMITED**

**中國投資基金國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 00612)**

*Executive Directors:*

Mr. Luk Hong Man, Hammond  
Mr. Zhang Xi

*Non-executive Directors:*

Mr. Sui Guangyi (*Chairman*)  
Mr. Wang Mengtao  
Mr. Leung Ka Fai  
Ms. Ma Xiaoqiu

*Independent Non-executive Directors:*

Ms. Jing Siyuan  
Mr. Zhang Aimin  
Mr. Zhang Qiang

*Registered Office:*

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

*Principal place of business in Hong Kong:*

Units 6602-03, Level 66,  
International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

12 October 2018

*To the Shareholders*

Dear Sir or Madam

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the special resolution to be proposed at the EGM relating to the Proposed Change of Company Name, and to give you the notice of the EGM.

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “China Investment Fund International Holdings Limited” to “China Ding Yi Feng Holdings Limited” and to change the dual foreign name in Chinese of the Company from “中國投資基金國際控股有限公司” to “中國鼎益豐控股有限公司”.

### Reasons for the Proposed Change of Company Name

Among the companies listed on the Stock Exchange, apart from the Company, there are several companies whose names begin with “China Investment” and whose businesses are primarily carrying out investments or have investment elements. Given that the Group is principally engaged in investments in listed and unlisted securities of companies whose underlying operations are mostly in the PRC, the Board considers that it is important to distinguish the Company from other companies listed on the Stock Exchange. The Board also notes that the Company’s substantial shareholder, HK DYF Int’l Holding Group Limited (香港鼎益豐國際控股集團有限公司) and its parent, Shenzhen Ding Yi Feng Assets Management Co., Ltd.\* (深圳市鼎益豐資產管理股份有限公司), are widely known among certain investment community in the PRC. In view of the above and the growing interest of PRC based investors in securities listed on the Stock Exchange, the Board believes that the Proposed Change of Company Name will better reflect the geographical focus underlying the Group’s investments and will provide the Company with a more distinguished and appropriate identification and image.

The Group’s business will not be affected as a result of the Proposed Change of Company Name. The Board believes that the Proposed Change of Company Name is in the best interests of the Company and its shareholders as a whole.

### Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM approving the Proposed Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take 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. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong and the Registrar of Companies in the Cayman Islands.

\* *for identification purposes only*

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## LETTER FROM THE BOARD

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### **Effect of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any of the rights of the Shareholders and the trading of the Shares on the Stock Exchange. After the Proposed Change of Company Name has become effective, any new issue of share certificates of the Company will be issued in the new English name and the new dual foreign name in Chinese of the Company. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change of Company Name has become effective, continue to be valid evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangements for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

Subject to the confirmation of the Stock Exchange, the English and Chinese stock short name of the Company for trading of the shares of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name has become effective.

The Company will make further announcement(s) to inform the Shareholders of the poll results of the special resolution, the effective date of the Proposed Change of Company Name and other relevant changes as and when appropriate.

### **THE EGM**

A notice of the EGM to be held at Diamond Ballroom, Level 3, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Monday, 5 November 2018 at 3:00 p.m. is set out on page 6 of this circular for the purpose of considering and, if thought fit, passing the special resolution as set out therein. The vote of the Shareholders at the EGM will be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use by the Shareholders at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so wish.

To the best of the Directors' knowledge, information and belief having made reasonable enquiries, none of the Shareholders is required to abstain from voting at the EGM pursuant to the Listing Rules and/or the Articles.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the special resolution as set out in the notice of the EGM are in the interests of the Company and its Shareholders as a whole and accordingly recommend that all Shareholders should vote in favour of the special resolution to be proposed at the EGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular misleading.

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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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—CIFI—  
中投國際

### CHINA INVESTMENT FUND INTERNATIONAL HOLDINGS LIMITED

中國投資基金國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 00612)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of China Investment Fund International Holdings Limited (the “Company”) will be held at Diamond Ballroom, Level 3, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Monday, 5 November 2018 at 3:00 p.m. to consider and, if thought fit, pass the following resolution as special resolution of the Company:

#### SPECIAL RESOLUTION

“**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 International Holdings Limited” to “China Ding Yi Feng Holdings Limited” and the dual foreign name in Chinese of the Company be changed from “中國投資基金國際控股有限公司” to “中國鼎益豐控股有限公司” (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 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.”

On behalf of the Board

**China Investment Fund International Holdings Limited**

**Luk Hong Man, Hammond**

*Executive Director*

Hong Kong, 12 October 2018



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. A proxy form (the “**Proxy Form**”) containing the resolution 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 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/its 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 meeting 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 meeting, 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 meeting or any adjournment thereof should be taken by poll.

*As at the date of this circular, the executive Directors are Mr. Luk Hong Man, Hammond and Mr. Zhang Xi; the non-executive Directors are Mr. Sui Guangyi, Mr. Leung Ka Fai, Mr. Wang Mengtao and Ms. Ma Xiaoqiu; and the independent non-executive Directors are Ms. Jing Siyuan, Mr. Zhang Aimin and Mr. Zhang Qiang.*