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CHINA INVESTMENT AND FINANCE GROUP LIMITED

中國投融資集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1226)

CLARIFICATION ANNOUNCEMENT RESULTS OF THE OPEN OFFER

Reference is made to the prospectus (the “**Prospectus**”) of China Investment and Finance Limited (the “**Company**”) dated 2 July 2014 in relation to the Open Offer and the announcement dated 22 July 2014 (the “**Announcement**”) in relation to, among other matters, the results of the Open Offer. Unless otherwise stated, capitalised terms used herein shall have the same meanings ascribed to them in the Prospectus.

The Board would like to clarify that for a better understanding of the shareholding structure of the Company before and after completion of the Open Offer, the table showing the changes in the shareholding structure of the Company on page 3 of the Announcement should be as below:

	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	<i>Number of Shares</i>	<i>% (approx.)</i>	<i>Number of Shares</i>	<i>% (approx.)</i>
Tycor Development Limited (<i>Note 1</i>)	170,576,000	29.33	170,576,000	19.55
Zhou Han Jie (<i>Note 2</i>)	256,000	0.04	384,000	0.04
Gold Happy Properties Limited (<i>Note 3</i>)	–	–	199,507,252	22.87
Public Shareholders	410,748,000	70.63	501,902,748	57.54
Total	<u>581,580,000</u>	<u>100</u>	<u>872,370,000</u>	<u>100</u>

Notes:

1. Tycor Development Limited is interested in 170,576,000 Shares, representing approximately 19.55% of the total issued Shares of the Company after completion of the Open Offer. Mr. Liao Jintian and Mr. Zhou Weiwan, non-executive Directors of the Company, beneficially owns approximately 15.74% and 10.15% respectively of the issued shares of Tycor Development Limited.
2. Mr. Zhou Han Jie, a non-executive Director of the Company, holds approximately 16.78% of the issued shares of Tycor Development Limited. Mr. Zhou Han Jie also holds 384,000 Shares, representing approximately 0.04% of the total issued Shares of the Company after completion of the Open Offer.
3. Gold Happy Properties Limited was procured by the Underwriter to subscribe for 199,507,252 Offer Shares and has become a substantial Shareholder immediately after completion of the Open Offer.

By order of the Board
China Investment and Finance Group Limited
Executive Director
Chan Cheong Yee

Hong Kong, 23 July 2014

As at the date of this announcement, the Board comprises Mr. CHAN Cheong Yee as the executive Director, Mr. LIAO Jintian, Mr. ZHOU Weiwan (duties, rights and positions suspended from 4 June 2014) and Mr. ZHOU Han Jie as the non-executive Directors, and Mr. HA Tak Kong, Mr. TSANG Hin Man Terence and Mr. LUK Simon as the independent non-executive Directors.