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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)**

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND CHANGE IN BOARD COMMITTEES;  
AND  
(2) WITHDRAWAL OF ORDINARY RESOLUTION NO. 2(d)  
AT THE ANNUAL GENERAL MEETING**

The Board announces that Mr. Ha has tendered his resignation as an independent non-executive Director and ceased to be the chairman and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 15 September 2015.

Ms. Liu has been appointed as the chairman and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 15 September 2015.

Due to the resignation of Mr. Ha, ordinary resolution no. 2(d) in respect of the re-election of Mr. Ha as an independent non-executive Director as set out in the Notice and Proxy Form is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM.

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of China Investment and Finance Group Limited (the “**Company**”) announces that Mr. Ha Tak Kong (“**Mr. Ha**”) has resigned as an independent non-executive Director and ceased to be the chairman and a member of each of the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Board with effect from 15 September 2015, in order to devote more time on his other business commitments.

Mr. Ha has confirmed that he has no disagreement with the Board of the Company and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Ms. Liu Xiaoyin (“**Ms. Liu**”) has been appointed as the chairman and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 15 September 2015.

Following the cessation of Mr. Ha and appointment of Ms. Liu as the chairman and a member of the Audit Committee, the Audit Committee comprises three independent non-executive Directors, but all of them are without appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.21 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. The Company is identifying a right candidate to fill the vacancy of independent non-executive Director and an Audit Committee member, resulting from the resignation of Mr. Ha as soon as practicable, so as to fill the requirement of the aforesaid Rule 3.21. The Company will make further announcement as and when appropriate.

The Board would like to express its appreciation to Mr. Ha for his valuable contribution to the Company during his tenure of office.

#### **WITHDRAWAL OF ORDINARY RESOLUTION NO. 2(d) AT THE ANNUAL GENERAL MEETING**

Reference is made to the circular of the Company and the notice of annual general meeting of the Company (the “**Notice**”) dated 30 July 2015 and the form of proxy of the Company (the “**Proxy Form**”) in relation to the annual general meeting of the Company to be held on 17 September 2015 (the “**AGM**”).

Due to the resignation of Mr. Ha, ordinary resolution no. 2(d) in respect of the re-election of Mr. Ha as an independent non-executive Director as set out in the Notice and the Proxy Form is no longer applicable and will not be put forward for consideration and approval by the shareholders (the “**Shareholders**”) of the Company at the AGM. The Shareholders are reminded to read the Notice, including its notes, for details in respect of other resolutions which will remain scheduled for consideration and approval at the AGM, eligibility for attending the AGM, proxy and other relevant matters.

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

Hong Kong, 15 September 2015

*As at the date of this announcement, the Board comprises Mr. Chan Cheong Yee as executive Director; Mr. Liao Jintian, Ms. Lee Kar Ying and Mr. Wu Qi as non-executive Directors; and Mr. Tsang Hin Man Terence, Mr. Luk Simon and Ms. Liu Xiaoyin as independent non-executive Directors.*