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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) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 11 DECEMBER 2015; AND (2) SHARE CONSOLIDATION**

The Board is pleased to announce that the EGM Resolutions specified in the Notice were duly passed at the EGM by way of poll by the Shareholders or the Independent Shareholders (as the case may be).

The Share Consolidation will become effective on Monday, 14 December 2015.

Reference is made to the circular of China Investment and Finance Group Limited (the “**Company**”) dated 25 November 2015 (the “**Circular**”) and the notice of the EGM of the same date (the “**Notice**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

#### **(1) POLL RESULTS OF THE EGM**

As at the date of the EGM, there are a total of 1,045,370,000 Shares in issue.

No Shareholder has a material interest in the Share Consolidation other than being a Shareholder, therefore no Shareholder was required to abstain from voting on resolution no. 1 at the EGM. Accordingly, the total number of Shares held by the Shareholders who were entitled to attend and vote for or against the resolution no. 1 was 1,045,370,000.

In accordance with Rule 7.24(5) of the Listing Rules, the Open Offer must be made conditional on approval by the Independent Shareholders in general meeting by a resolution on which any Controlling Shareholders of the Company and their respective associates or, where there are no Controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company, and their respective associates shall abstain from voting in favour of the Open Offer. Since there is no Controlling Shareholder as at the date of the EGM, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company, and their respective associates shall abstain from voting in favour of the resolution relating to the Open Offer in accordance with Rule 7.24(5) of the Listing Rules. As at the date of the EGM, one of the Directors, Mr. Liao Jintian (“**Mr. Liao**”), holds 25,000,000 Shares which represents approximately 2.39% of the issued share capital, had abstained from voting on resolution no. 2 at the EGM. Accordingly, the total number of Shares held by the Independent Shareholders who were entitled to attend and vote for or against the resolution no. 2 was 1,020,370,000.

To the best of the Company’s information and belief after having made reasonable enquiries, save for disclosed above, no Shareholder other than Mr. Liao was required under the Listing Rules to abstain from voting at the EGM and voting in favour of the Resolution no. 2.

No Shareholders has material interest in the re-election of Director and therefore no Shareholder was required to abstain from voting on resolution no. 3 at the EGM. Accordingly, the total number of Shares held by the Shareholders who were entitled to attend and vote for or against the resolution no. 3 was 1,045,370,000.

None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions put forth at the EGM.

In accordance with the Listing Rules, voting of the resolutions put forth at the EGM as set out in the Notice (the “**EGM Resolutions**”) were taken by poll. Tricor Standard Limited, the Company’s share registrar and transfer office in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

The Board is pleased to announce that the EGM Resolutions were duly passed at the EGM by way of poll by the Shareholders or the Independent Shareholders (the case may be). The poll results in respect of the EGM Resolutions were as follows:

ORDINARY RESOLUTIONS	Number of votes (Approximate %)	
	For	Against
1. To approve the Share Consolidation.	242,274,268 (79.34%)	63,102,000 (20.66%)
2. To approve the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder.	242,274,268 (79.34%)	63,102,000 (20.66%)
3. To re-elect Mr. Hon Leung as an independent non-executive director of the Company	242,274,268 (79.34%)	63,102,000 (20.66%)

Please refer to the Notice for the full version of the above EGM Resolutions.

As more than 50% of the votes were cast in favour of each of the EGM Resolutions, the EGM Resolutions were duly passed as ordinary resolutions of the Company.

## (2) SHARE CONSOLIDATION

The Board is pleased to announce that the Share Consolidation will take effect on Monday, 14 December 2015. Please refer to the Circular for the details, including the trading arrangement of the Consolidated Shares and the exchange and replacement of share certificates in respect of the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from yellow to purple.

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

Hong Kong, 11 December 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, Ms. Liu Xiaoyin and Mr. Hon Leung as independent non-executive Directors.*