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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)**

### **COMPLETION OF ISSUE OF NEW SHARES UNDER GENERAL MANDATE**

Reference is made to the announcement of China Investment and Finance Group Limited (“Company”) dated 19 November 2014 (“Announcement”) in relation to, among other matters, the Subscription. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that all the conditions precedent in respect of the Subscription Agreement have been fulfilled before the Long Stop Date and Completion took place on 5 December 2014 in accordance with the terms and conditions of the Subscription Agreement. At Completion, 43,000,000 fully paid Subscription Shares, representing approximately 4.70% of the issued share capital of the Company as at the date of this announcement immediately after Completion, were allotted and issued by the Company to the Subscriber.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are changes to the shareholding structure of the Company as a result of the Completion.

	<b>Immediately before Completion</b>		<b>Immediately after Completion</b>	
	<i>Number of Shares</i>	<i>% (approx.)</i>	<i>Number of Shares</i>	<i>% (approx.)</i>
<b>Substantial Shareholders</b>				
Gold Happy Properties Limited <i>(Note 1)</i>	199,507,252	22.87	199,507,252	21.80
Tycor Development Limited <i>(Note 2)</i>	170,576,000	19.55	170,576,000	18.63
Liao Jintian <i>(Note 3)</i>	20,000,000	2.30	20,000,000	2.18
<b>Public Shareholders</b>				
The Subscriber	–	–	43,000,000	4.70
Other public Shareholders	<u>482,286,748</u>	<u>55.28</u>	<u>482,286,748</u>	<u>52.69</u>
Total	<u><u>872,370,000</u></u>	<u><u>100</u></u>	<u><u>915,370,000</u></u>	<u><u>100</u></u>

### Notes

1. Gold Happy Properties Limited is beneficially wholly-owned by Mr. Wang Dong.
2. Tycor Development Limited is interested in 170,576,000 Shares, representing approximately 18.63% of the total issued Shares of the Company after Completion. Mr. Liao Jintian and Mr. Zhou Han Jie, the non-executive Directors of the Company, beneficially owns approximately 41.53% and 25.57% respectively of the issued shares of Tycor Development Limited.
3. Mr. Liao Jintian, a non-executive Director of the Company, holds approximately 41.53% of the issued shares of Tycor Development Limited. Mr. Liao Jintian also holds 20,000,000 Shares, representing approximately 2.18% of the total issued Shares of the Company after Completion.

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

Hong Kong, 5 December 2014

*As at the date of this announcement, the Board consists of Mr. CHAN Cheong Yee as executive Director, Mr. LIAO Jintian and Mr. ZHOU Han Jie as non-executive Directors and Mr. HA Tak Kong, Mr. TSANG Hin Man Terence and Mr. LUK Simon as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*