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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)

EFFECTIVE DATE FOR CAPITAL REDUCTION AND SUB-DIVISION AND FREE EXCHANGE OF SHARE CERTIFICATES

The Board is pleased to announce that the Court has approved the Capital Reduction at the hearing held on 5 May 2015 (Cayman Islands time), and a copy of the order granted by the Court sanctioning the Capital Reduction and the minutes approved by the Court were filed and duly registered with the Registrar of Companies in the Cayman Islands on 20 May 2015 (Cayman Islands time). Accordingly, all the conditions precedent for the implementation of the Capital Reduction and Sub-division became effective on 21 May 2015 (one business day after the registration date due to time difference between Hong Kong and the Cayman Islands).

Reference is made to the announcements of the Company dated 20 January 2015 and 8 April 2015 respectively (“**the Announcements**”) and the circular of the Company dated 9 February 2015 (“**the Circular**”) in relation to, among other things, the Capital Reduction and the Sub-division. Unless defined otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements and the Circular.

The Board is pleased to announce that the Court has approved the Capital Reduction at the hearing held on 5 May 2015 (Cayman Islands time), and a copy of the order granted by the Court sanctioning the Capital Reduction and the minutes approved by the Court were filed and duly registered with the Registrar of Companies in the Cayman Islands on 20 May 2015 (Cayman Islands time). Accordingly, all the conditions precedent for the implementation of the Capital Reduction and Sub-division became effective on 21 May 2015 (one business day after the registration date due to time difference between Hong Kong and the Cayman Islands).

Free Exchange of Share Certificates

Shareholders may, from 21 May 2015 to 22 June 2015 (both dates inclusive), submit existing certificates (in light green color) for the then Shares to the share registrar of the Company in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in exchange for new share certificates (in orange color) for the New Shares, at the expense of the Company. Thereafter, certificates for the then Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) for each share certificate issued or cancelled, whichever is higher, payable by the Shareholders to the Registrar of the Company.

Nevertheless, certificates for the then Shares will continue to be good evidence of legal title and will be valid for dealings, trading and settlement purpose after the Capital Reduction and the Sub-division have become effective and may be exchanged for new certificates for the New Shares at any time in accordance with the foregoing.

Timetable

Set out below is the timetable for the implementation of the Capital Reduction and the Sub-division:

Key Event Date	Date <i>(Hong Kong time)</i>
Effective date of the Capital Reduction and the Sub-division	21 May 2015
First day for free exchange of existing certificates for Shares for new certificates for New Shares	21 May 2015
Commencement of dealings in New Shares on the Stock Exchange	21 May 2015
Last day of free exchange of existing certificates for Shares for new certificates for New Shares	22 June 2015

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

Hong Kong, 21 May 2015

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

The Directors jointly and severally accept full responsibility for the 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.