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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)

RESULTS OF THE OPEN OFFER ON THE BASIS OF EIGHT OFFER SHARES FOR EVERY ONE CONSOLIDATED SHARE HELD ON THE RECORD DATE AT HK\$0.25 PER OFFER SHARE

Reference is made to the prospectus of China Investment and Finance Group Limited (the “**Company**”) dated 24 December 2015 (the “**Prospectus**”) in connection with the Open Offer. Unless otherwise defined, terms used herein shall have the same meanings as those set out in the Prospectus.

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated under its terms by the Underwriter. Accordingly, the Open Offer became unconditional at 4:00 p.m. on Thursday, 14 January 2016.

At 4:00 p.m. on Monday, 11 January 2016, being the Latest Time for Acceptance, a total of 19 valid acceptances in respect of 401,759,032 Offer Shares were received, representing approximately 24.02% of the total number of 1,672,592,000 Offer Shares available for subscription under the Open Offer.

UNDERWRITING AGREEMENT

Based on the above results, the Open Offer was under-subscribed by 1,270,832,968 Offer Shares. Pursuant to the Underwriting Agreement, the Underwriter had performed its underwriting obligations and had procured sub-underwriters and subscribers to subscribe for all the untaken Offer Shares. None of the sub-underwriters and subscribers will become a substantial Shareholder (within the meaning of the Listing Rules) immediately after completion of the Open Offer.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after completion of the Open Offer is set out below:

	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	<i>Number of Consolidated Shares</i>	<i>%</i>	<i>Number of Consolidated Shares</i>	<i>%</i>
Non-executive Director				
Mr. Liao Jintian	5,000,000	2.39%	5,000,000	0.27%
Public Shareholders				
Underwriter, sub-underwriter(s) and subscribers procured by any of them (<i>Note</i>)	–	–	1,270,832,968	67.53%
Other public Shareholders	204,074,000	97.61%	605,833,032	32.20%
	<u>209,074,000</u>	<u>100.00%</u>	<u>1,881,666,000</u>	<u>100.00%</u>

Note:

Each of the sub-underwriters and the subscribers procured by them is Independent Third Party and will hold less than 10% of the issued share capital of the Company as enlarged by the Offer Shares.

DESPATCH OF SHARE CERTIFICATES AND COMMENCEMENT OF DEALINGS IN THE OFFER SHARES

It is expected that the share certificates for the Offer Shares in respect of the valid acceptances of the Offer Shares under the Application Forms will be despatched to those relevant Qualifying Shareholders' addresses (as shown on the register of members of the Company) by ordinary post on or before Wednesday, 20 January 2016 at their own risk.

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Thursday, 21 January 2016.

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

Hong Kong, 19 January 2016

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.