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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of China Investment and Finance Group Limited (the “**Company**”) will be held at Unit 5801-02, 58/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on 31 January 2013 at 10 a.m. for the purpose of considering and, if thought fit, pass with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT** Elite Partners CPA Limited be and is hereby appointed as auditor of the Company and its subsidiaries to fill the vacancy arising from the resignation of HLM & Co. and to hold office until the conclusion of the next annual general meeting of the Company, and the board of directors of the Company be and is hereby authorised to fix its remuneration.”

SPECIAL RESOLUTIONS

1. (I) **THAT** the existing articles of association of the Company (the “**Articles**”) be and is hereby amended in the following manner:

(1) *Article 2*

- (i) By deleting the existing definition of “**Business Day**” in its entirety and replacing therewith the following new definition:

“Business Day”

shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.

- (ii) By deleting the words “from time to time” after the words “the share capital” from the existing definition of “capital” and inserting the words “from time to time” after the words “of the Company”:

“capital” the share capital of the Company from time to time.

- (iii) By deleting the existing definition of “Company” in its entirety and replacing therewith the following new definition:

“Company” CHINA INVESTMENT AND FINANCE GROUP LIMITED 中國投融資集團有限公司.

- (iv) By deleting the existing definition of “Ordinary resolution” in its entirety and replacing therewith the following new definition:

“Ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days has been duly given.

- (v) By deleting the existing definition of “Special resolution” in its entirety and replacing therewith the following new definition:

“Special resolution” a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59;

a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.

- (vi) By inserting the following new definition of “substantial shareholder” immediately after the definition of “Subsidiary and Holding Company”:

“substantial shareholder” a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.

(2) *Article 3(3)*

By deleting the word “further” after the words “allowed by the Law and subject” in the first sentence of Article 3(3).

(3) *Article 9*

By deleting the first sentence of Article 9 which contains the words “Subject to the Law, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine.”

(4) *Article 10*

- (i) By inserting the word “and” after the words “shall be a quorum;” at the end of Article 10(a);
- (ii) By deleting the words “on a poll” after the words “shall be entitled”, deleting the semicolon and the word “and” after the words “such share held by him” in Article 10(b);
- (iii) By deleting the existing Article 10(c) in its entirety and replacing therewith the words “INTENTIONALLY DELETED”.

(5) *Article 55(2)*

By inserting “(12)” after the words “means the period commencing twelve” at the end of Article 55(2).

(6) *Article 59(1)*

By deleting the existing Article 59(1) in its entirety and replacing therewith the following new Article 59(1):

- “59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:
- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

(7) *Article 66*

By deleting the existing Article 66 in its entirety and replacing therewith the following new articles 66(1) and 66(2):

- “66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of

hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
 - (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
 - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one tenth of the total voting rights of all Members having the right to vote at the meeting; or
 - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.”

(8) *Article 67*

By deleting the existing Article 67 in its entirety and replacing therewith the words “INTENTIONALLY DELETED”.

(9) *Article 68*

By deleting the existing Article 68 in its entirety and replacing therewith the following new Article 68:

“68. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. There shall be no requirement for the chairman to disclose the voting figures on a poll.”

(10) *Article 69*

By deleting the existing Article 69 in its entirety and replacing therewith the words “INTENTIONALLY DELETED”.

(11) *Article 70*

By deleting the existing Article 70 in its entirety and replacing therewith the words “INTENTIONALLY DELETED”.

(12) *Article 73*

By deleting the comma and the words “whether on a show of hands or on a poll” after the words “an equality of votes” in the second sentence of Article 73.

(13) *Article 75(1)*

(i) By deleting the words “whether on a show of hands or on a poll” and the comma after the words “persons incapable of managing their own affairs may vote” in the first sentence of Article 75(1);

(ii) By deleting the words “or poll” after the words “or adjourned meeting” at the end of Article 75(1)

(14) *Article 85(2)*

By deleting the words “including the right to vote individually on a show of hands” and replacing therewith the words “including, where a show of hands is allowed, the right to vote individually on a show of hands.”

(15) *Article 104*

- (i) By deleting the existing Article 104(1)(v) in its entirety and substituting therewith the words “INTENTIONALLY DELETED”;
- (ii) By deleting the existing Article 104(2) in its entirety and substituting therewith the words “INTENTIONALLY DELETED”;
- (iii) By deleting the existing Article 104(3) in its entirety and substituting therewith the words “INTENTIONALLY DELETED”.

(16) *Article 123*

By inserting the sentence “Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material” after the words “or an alternate Director shall be treated as valid” at the end of the existing Article 123.

(17) *Article 151(1)*

- (i) By inserting the words “(as defined below)” after the words “other than the Subscription Rights Reserve” in Article 151(1)(a)(iv);
- (ii) By inserting the words “(as defined below)” after the words “other than the Subscription Rights Reserve” in Article 151(1)(b)(iv).

(18) *Article 158*

By inserting the words “together with the notice of the general meeting” after the words “at least twenty-one (21) days before the date of the general meeting” in Article 158.

- (II) **THAT** the second amended and restated articles of association of the Company consolidating all of the various previous amendments and the proposed amendments referred to above and in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification, be approved and adopted as the second amended and restated articles of association of the Company in substitution for and to the exclusion of the existing Articles of the Company with immediate effect.

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

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

As at the date of this circular, the board of the Company consists of Mr. CHAN Cheong Yee as executive director, Mr. LIAO Jintian and Mr. ZHOU Weiquan as non-executive directors and Mr. CHEN Kaizhi, Mr. HA Tak-kong, Mr. LEUNG Kwong Kin and Mr. LO Chi Ming as independent non-executive directors.

Notes:

1. Any registered shareholders of the Company entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a registered shareholder of the Company.
2. To be valid, a form of proxy and any power of attorney or other authority (if any) under which it is signed or a certified copy of such powers of attorney or authority, must be return to the Company's principal place of business in Hong Kong at Suite 5801-5802, 58/F, The Centre, 99 Queen's Road Central, Central, in Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution.
3. A form of proxy for use at the EGM is enclosed. Whether or not you propose to attend the EGM in person, you are strongly advised to complete and sign the form of proxy in accordance with the instructions printed on it and then deliver it at the Company's principle place of business in Hong Kong as indicated above. Returning the completed form of proxy will not preclude you from attending the EGM and voting in person if you so wish and, in such event, this form of proxy shall be deemed to be revoked.
4. If two or more persons are jointly registered as holders of any share in the Company, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose seniority shall be determined by the order in which the names stand on the Company's register of members in respect of the relevant shares.
5. A registered shareholder holding more than one share entitled to attend and vote at the EGM need not cast the votes in respect of such shares in the same way on any resolution and therefore may vote a share or some or all such shares either for or against a resolution and/or abstain from voting a share or some or all of the shares and, subject to the terms of the instrument appointing any proxy, a proxy appointed under one or more instruments may vote a share or some or all of the shares in respect of which he is appointed either for or against a resolution and/or abstain from voting.