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CHINA INVESTMENT AND FINANCE GROUP LIMITED

中國投融資集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 1226)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 29 AUGUST 2013

The Board is pleased to announce that the proposed resolutions (except for the ordinary resolution 2(a)(ii)) as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on Thursday, 29 August 2013.

Reference is made to the circular (the “**AGM Circular**”) and the notice of annual general meeting (“**AGM**”) of China Investment and Finance Group Limited (the “**Company**”) dated 19 July 2013 (the “**Notice**”). Unless otherwise defined, terms used herein shall have the same meaning as in the AGM Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that the proposed resolutions (except for the ordinary resolution 2(a)(ii)) as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on Thursday, 29 August 2013.

As at the date of AGM, the total number of Shares in issue was 581,580,000 Shares being the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no Shares entitling the holders to attend and vote only against the proposed resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and there were no Shares requiring the holders to abstain from voting at the AGM. No parties have stated their intention in the AGM Circular to vote against or to abstain from voting on any of proposed resolutions at the AGM.

The Company’s share registrar in Hong Kong, Tricor Standard Limited, was appointed as the scrutineer for the vote-taking at the AGM. The poll results in respect of each of the resolutions were as follows:–

ORDINARY RESOLUTIONS		FOR	AGAINST
		Number of Shares (%)	Number of Shares (%)
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2013.	240,240,060 (100.00%)	0 (0.00%)
2.	(a) To re-elect the expiring or retiring Directors:		
	(i) Mr. ZHOU Han Jie;	240,240,060 (100.00%)	0 (0.00%)
	(ii) Mr. CHEN Kaizhi; and	18,048,000 (7.51%)	222,192,060 (92.49%)

	(iii) Mr. HA Tak-kong.	240,240,060 (100.00%)	0 (0.00%)
	(b) To authorise the Directors to fix the remuneration of the directors.	240,240,060 (100.00%)	0 (0.00%)
3.	To re-appoint Elite Partners CPA Limited as Auditors and authorise the Directors to fix their remuneration	240,240,060 (100.00%)	0 (0.00%)
4.	To approve a general mandate to the directors to repurchase the Company's own shares not exceeding 10% of the total nominal amount of the existing issued share capital.	240,240,060 (100.00%)	0 (0.00%)
5.	To approve a general mandate to the directors to issue and allot additional shares of the Company not exceeding 20% of the total nominal amount of the existing issued share capital.	240,240,060 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the directors to issue and allot the shares repurchased by the Company pursuant to ordinary resolution no. 4.	240,240,060 (100.00%)	0 (0.00%)
7.	To approve the adoption of a new share option scheme.	240,240,060 (100.00%)	0 (0.00%)

As more than 50% of the votes were cast in favour of resolutions 1, 2(a)(i), 2(a)(iii), 2(b), 3, 4, 5, 6 and 7, the resolutions 1, 2(a)(i), 2(a)(iii), 2(b), 3, 4, 5, 6 and 7 were duly passed as ordinary resolutions of the Company. As less than 50% of the votes were cast in favour of the resolution 2(a)(ii), the resolution 2(a)(ii) was not passed as ordinary resolution of the Company and Mr. CHEN Kaizhi was not re-elected as an independent non-executive Director of the Company.

CHANGE OF MEMBERS OF THE BOARD

According to the poll result of the AGM, Mr. ZHOU Han Jie and Mr. HA Tak-kong were re-elected as the Director of the Company; and Mr. CHEN Kaizhi was not re-elected as the Director of the Company. The Board now comprises Mr. CHAN Cheong Yee as the executive Director, Mr. LIAO Jintian, Mr. ZHOU Wei-quan and Mr. ZHOU Han Jie as the non-executive Directors, and Mr. HA Tak-kong, Mr. LEUNG Kwong Kin and Mr. LO Chi Ming as the independent non-executive Directors.

The Board would like to take this opportunity to express its gratitude to Mr. CHEN Kaizhi for his valuable contributions to the Company during his tenure of office.

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

Hong Kong, 29 August 2013

As at the date of this announcement, the Board comprises Mr. CHAN Cheong Yee as the executive Director, Mr. LIAO Jintian, Mr. ZHOU Wei-quan and Mr. ZHOU Han Jie as the non-executive Directors, and Mr. HA Tak-kong, Mr. LEUNG Kwong Kin and Mr. LO Chi Ming as the independent non-executive Directors.