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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)

(1) UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS AND (2) REQUISITION OF EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

(1) UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS

This announcement is made at the request of the Stock Exchange.

The Board has noted today's decrease in price of the Shares. Having made such enquiry with respect to the Company as is reasonable in the circumstances, the Board confirms that it is not aware of any reasons for such movements or of any information which must be announced to avoid a false market in the Company's securities or of any inside information that needs to be disclosed under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

This statement is made by the order of the Company. The Directors collectively and individually accept responsibility for the accuracy of this statement.

(2) REQUISITION OF EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

The Board wishes to inform the Shareholders and public investors that the Company received the Requisition on 19 June 2014 from the solicitors acting for the Requisitioning Shareholders, pursuant to which the Requisitioning Shareholders requested for an extraordinary general meeting of the Company to be convened under Article 58 of the Articles to consider, and if thought fit, pass resolutions to, inter alia, remove Certain Directors and appoint two certain individuals (collectively, the "**Candidates**") as Directors.

Pursuant to Article 58, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board; and such meeting shall be held within two (2) months after the deposit of the requisition. If the Board fails to proceed to convene such meeting within twenty-one (21) days after the requisition is deposited, the requisitionists themselves may do so in the same manner.

Pursuant to Article 87(5), the Company may by special resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in the Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement). Furthermore, pursuant to Article 87(2), the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board or as an addition to the existing Board.

According to the shareholders list as of 19 June 2014 as provided by the Company's share registrar, the Requisitioning Shareholders do not appear on the said shareholders list. Accordingly, on 20 June 2014, the Company sent a letter to the solicitors acting for the Requisitioning Shareholders requesting further information (the "**Required Information**") (i) on the Requisitioning Shareholders to verify their respective identity as a valid Shareholder and percentage of shareholding, so as to determine whether or not they have the requisite power and authority to deposit the Requisition in accordance with Article 58; and (ii) in relation to the Candidates in order to fulfil the requirements under the Articles, the Listing Rules and applicable laws of the Cayman Islands. As at the date of this Announcement, the Company has not received any Required Information.

The Company will inform Shareholders and potential investors by way of announcement as and when appropriate.

Shareholders and potential investors should exercise caution when dealing in the Shares or other securities of the Company.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

"Articles"	the articles of association of the Company
"Board"	board of Directors

“Certain Directors”	certain Directors proposed to be removed in the extraordinary general meeting called to be convened
“Company”	China Investment and Finance Group Limited, a company incorporated with limited liability in the Cayman Islands, the shares of which are listed on the Stock Exchange (stock code: 1226)
“Director(s)”	Director(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Requisition”	the written requisition dated 19 June 2014 issued by solicitors on behalf of the Requisitioning Shareholders to call an extraordinary general meeting of the Company
“Requisitioning Shareholders”	eight individuals who alleged to be Shareholders and whose identities and respective shareholding in the Company remain to be verified
“Share(s)”	ordinary share(s) of HK\$0.20 each in the share capital of the Company
“Shareholder(s)”	Holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules

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

Hong Kong, 9 July 2014

As at the date of this announcement, the board of the Company consists of Mr. CHAN Cheong Yee as executive director, Mr. LIAO Jintian, Mr. ZHOU Wei-quan (duties, rights and position suspended from 4 June 2014) 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.