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CHINA INVESTMENT AND FINANCE GROUP LIMITED

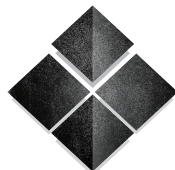
中國投融資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1226)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



BLACK MARBLE

貝格隆集團

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 9 September 2016 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Placing Agent agreed to place, on a best endeavour basis, to not less than six independent Places for up to 376,000,000 new Shares at a price of HK\$0.220 per Placing Share.

The Placing is conditional upon (i) the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the Placing Shares; and (ii) the Placing Agreement is not having been terminated in accordance with the terms thereof on or before the Long Stop Date. If such condition is not fulfilled, the Placing will not proceed.

The maximum number of 376,000,000 Placing Shares represents approximately 20.0% of the entire issued share capital of the Company of 1,881,666,000 Shares as at the date of this announcement and approximately 16.7% of the Company's entire issued share capital as enlarged by the Placing Shares. The maximum net proceeds from the Placing will be approximately HK\$80.9 million (assuming the Placing Shares are fully placed and after all relevant expenses).

As the Placing Agreement may or may not be completed, the Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

THE PLACING AGREEMENT

Date

9 September 2016 (after trading hours)

Parties

- (a) the Company; and
- (b) the Placing Agent

To the best of the Board's knowledge, information and belief and having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

Placees

The Placing Shares will be placed to not less than six Placees (which will be independent individual, corporate and/or institutional investors), their ultimate beneficial owners will be Independent Third Parties, and the placees are professional investors (as defined in the SFO as extended by the Professional Investor Rules).

It is expected that none of the Placees will become a substantial shareholder (as defined in the Listing Rules) of the Company.

Number of Placing Shares

Up to 376,000,000 new Shares, to be placed by the Placing Agent on a best endeavour basis, assuming the Placing Shares are fully placed, the Placing Shares represents approximately 20.0% of the entire issued share capital of the Company of 1,881,666,000 Shares as at the date of this announcement and approximately 16.7% of the Company's entire issued share capital as enlarged by the Placing Shares. The aggregate nominal value of the Placing Shares is HK\$18,800,000.

Placing Price

The Placing Price of HK\$0.220 per Placing Share represents:

- (i) a discount of approximately 18.5% to the closing price of HK\$0.270 per Share as quoted on the Stock Exchange on 9 September 2016, being the date of the Placing Agreement; and
- (ii) a discount of approximately 15.1% to the average of the closing prices of HK\$0.259 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing Price was determined after arm's length negotiations between the Company and the Subscriber with reference to the recent trading prices of the Shares. The Directors consider that the terms and conditions of the Placing Agreement (including the Placing Price) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Placing Commission

The Placing Agent will receive a placing commission of 2% on the gross proceeds of the Placing. Such placing commission was negotiated on arm's length basis between the Company and the Placing Agent and determined with reference to, amongst other things, the prevailing market conditions. The Board considers that the placing commission is fair and reasonable based on the current market conditions.

General Mandate

The Placing Shares will be issued pursuant to the General Mandate. As at the date of this announcement, no Share has been issued pursuant to the General Mandate.

Ranking of Placing Shares

The Placing Shares, when issued and fully paid, will rank pari passu among themselves and with Shares in issue at the time of issue and allotment of the Placing Shares.

Condition of the Placing

Completion of the Placing Agreement is conditional upon (i) the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the Placing Shares; and (ii) the Placing Agreement is not having been terminated in accordance with the terms thereof on or before the Long Stop Date.

If the above condition is not satisfied on or before the Long Stop Date, all obligations of the Placing Agent and of the Company hereunder shall cease and determine and none of the parties hereto shall have any claim against the other in relation thereto.

Application will be made to the Stock Exchange for approval for the listing of and permission to deal in the Placing Shares. The Placing is not subject to the Shareholders' approval as the Placing Shares will be issued under the General Mandate.

Completion of the Placing

Completion shall take place on the third Business Day after the fulfillment of the conditions set out in the Placing Agreement (or such other date as the parties hereto may agree in writing).

Termination of the Placing Agreement

The Placing Agent may, in its reasonable opinion, after consultation with the Company, terminate the Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the Completion Date if:

- (i) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
- (ii) there is any breach of the warranties, representations and undertakings given by the Company in the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or
- (iii) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed; or
- (iv) any statement contained in all announcements, circulars, interim and annual reports issued by the Company to the Stock Exchange and/or the Shareholders since the publication of the announcement of the Company relating to the annual results of the Company for the year ended 31 March 2016 has become or been discovered to be untrue, incorrect or misleading in any material respect which in the opinion of the Placing Agent would be materially adverse in the consummation of the Placing.

Upon termination of the Placing Agreement, all liabilities of the parties hereto hereunder shall cease and determine and no party hereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Placing Agreement save in respect of any antecedent breach of any obligation under the Placing Agreement.

The Board considers that the terms of the Placing Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

REASONS FOR ENTERING INTO THE PLACING AGREEMENT AND USE OF PROCEEDS

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are securities trading and investment holding. The Board considers that the Placing represents a good opportunity for the Company to raise additional funds and to widen the Company's shareholder base, and the terms of the Placing Agreement are on normal commercial terms. Accordingly, the Directors consider that the terms of the Placing are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The aggregate gross proceeds of the Placing will be approximately HK\$82.7 million and the aggregate net proceeds of the Placing, after deduction of expenses, are estimated to be approximately HK\$80.9 million, representing a net issue price of approximately HK\$0.215 per Placing Share. The net proceeds from the Placing are intended to be used for the general working capital of the Group and for future investments pursuant to the investment objectives of the Company.

WARNING OF THE RISKS OF DEALING IN SHARES

Shareholders and potential investors should note that Completion of the Placing is conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the Placing Shares, and is subject to fulfillment of other conditions under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

FUND RAISING ACTIVITIES INVOLVING ISSUE OF SECURITIES IN THE PAST 12 MONTHS

Apart from the fund raising activities mentioned below, the Company has not carried out any fund raising exercises during the 12 months immediately preceding the date of this announcement.

Date of announcements

9 September 2015, 19 January 2016 and 20 June 2016

Fund raising activities

Open offer, which was on the basis of eight offer shares for every Share held on 23 December 2015 and completed on 20 January 2016

Intended use of net proceeds (taking into account of the change of use of proceeds as set out in the Company's announcement dated 20 June 2016)

- (i) approximately HK\$111.9 million to facilitate the Group to capture potential investment opportunities which may arise in the following industry sectors namely, (i) businesses of toys and medical care products in the PRC; (ii) media advertising business in the PRC; and (iii) financial services sector, with initial focus at securities brokerage and margin financing businesses in Hong Kong;
- (ii) approximately HK\$22.8 million for investment in shares in a listed company which is principally engaged in provision of asset advisory services and asset appraisal; corporate services and consultancy; media advertising; and financing services;
- (iii) approximately HK\$50.0 million for unlisted investment in a credit company in the PRC whose principal business involves provision of finance leasing. It specialises in customers and projects in environmental protection sectors which includes renewable energy, including but not limited to solar energy, renewable energy solutions, electric car charging points and electric car sales and rent;
- (iv) approximately HK\$45.0 million for repayment of the promissory note which arose as a result of the Group's acquisition of an unlisted company which principally participated in the electronic commerce industry specializing in the provision of integrated application for settlement of part of the consideration for acquiring 25% of the entire share capital of the aforesaid company in July 2015;

- (v) approximately HK\$176.9 million for listed investments as long as it is in compliance with its investment restrictions for both listed and unlisted equity investments in various industries including but not limited to agriculture, health and pharmaceutical related businesses, operation of supermarkets and convenience stores, communication technology, advertising, media and entertainment, energy and resources, movie distribution and film right licensing, money lending, properties investments, building construction, environmental protection, insurance, financial services, food and beverages, trading of natural resources and commodities, industrial, software, information technology related businesses and distribution of juvenile and infant products; and
- (vi) approximately HK\$4.2 million for general working capital of the Group.

Actual use of the net proceeds as at the date of this announcement

Used as intended

EFFECT ON SHAREHOLDING

The following table illustrates the shareholding structure of the Company as at the date of this announcement and immediately upon issue of the Placing Shares (assuming that there is no change in the issued share capital of the Company from the date of this announcement and up to Completion (other than as a result of the allotment and issue of the Placing Shares on Completion)):

	As at the date of this announcement		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>% Approx. %</i>	<i>Number of Shares</i>	<i>% Approx. %</i>
Director				
Liao Jintian	5,000,000	0.27	5,000,000	0.22
Public Shareholders				
– Places	–	–	376,000,000	16.65
– Other public Shareholders	1,876,666,000	99.73	1,876,666,000	83.13
Total	<u>1,881,666,000</u>	<u>100.00</u>	<u>2,257,666,000</u>	<u>100.00</u>

DEFINITIONS

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

“Board”	the board of Directors
“Business Day(s)”	any day (not being a Saturday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Company”	China Investment and Finance Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Stock Exchange
“Completion Date”	the date of Completion
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted to the Directors at the annual general meeting of the Company held on 24 August 2016 to allot or otherwise deal with the unissued shares of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	parties which are not connected persons of the Company (as defined in the Listing Rules) and are independent of the Company and its connected persons
“Listing Rules”	the Rule Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	26 September 2016 (or such later date to be agreed between the Company and the Placing Agent in writing)
“Placees”	any professional, institutional or other investor(s) or any of their respective subsidiaries or associates procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under the Placing Agreement

“Placing”	the placing of the Placing Shares by the Company, through the Placing Agent, pursuant to the Placing Agreement
“Placing Agent”	Black Marble Securities Limited, a licensed corporation to carry on business in Type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the placing agreement dated 9 September 2016 entered into between the Placing Agent and the Company in relation to Placing
“Placing Price”	HK\$0.220 per Placing Share
“Placing Shares”	a maximum of 376,000,000 new Shares to be placed pursuant to the Placing Agreement
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

By order of the Board of
China Investment and Finance Group Limited
LIAO Jintian
Chairman

Hong Kong, 9 September 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. LUK Simon and Ms. LIU Xiaoyin and Mr. HON Leung as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for 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.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.