

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



—CIFIL—
中投國際

CHINA INVESTMENT FUND INTERNATIONAL HOLDINGS LIMITED

中國投資基金國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 612)

**RESULTS OF THE OPEN OFFER ON THE BASIS OF
ONE (1) OFFER SHARE FOR EVERY TEN (10) EXISTING SHARES
HELD ON THE RECORD DATE**

AND

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated by the Underwriter prior to the Latest Time for Termination. Accordingly, the Open Offer has become unconditional at 4:30 p.m. on Tuesday, 6 June 2017.

At 4:30 p.m. on Monday, 5 June 2017, being the Latest Time for Acceptance of application and payment for the Offer Shares and application and payment for excess Offer Shares, (i) a total of 20 valid acceptances of Offer Shares have been received for a total number of 84,500,488 Offer Shares, representing approximately 76.3% of the total number of 110,702,000 Offer Shares available for subscription under the Open Offer; and (ii) a total of 13 valid acceptances of excess Offer Shares have been received for a total number of 38,333,763 Offer Shares, representing approximately 34.6% of the total number of 110,702,000 Offer Shares available for subscription under the Open Offer. In aggregate, a total of 33 valid acceptances and applications in respect of 122,834,251 Offer Shares, representing approximately 111.0% of the total number of 110,702,000 Offer Shares available for subscription under the Open Offer, have been received.

Based on the results of the Open Offer, the Open Offer was moderately over-subscribed by 12,132,251 Offer Shares. In accordance with the Underwriting Agreement, the Underwriter is not required to procure any subscribers to subscribe for any Offer Shares.

It is expected that the share certificates for all Offer Shares will be despatched to allottees who are entitled thereto by ordinary post to their registered addresses (as shown in the register of members of the Company) at their own risk on or before Tuesday, 13 June 2017. Allottee(s) will receive one share certificate for all the Offer Shares allotted and issued to him/her/it.

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 14 June 2017.

ADJUSTMENTS TO THE OUTSTANDING OPTIONS

Immediately before completion of the Open Offer, there are outstanding Options granted under the Share Option Scheme entitling the holders thereof to subscribe for up to an aggregate of 70,905,520 Shares. As a result of the Open Offer, adjustments are required to be made to the exercise price and the number of Shares falling to be issued upon the exercise of the Options in accordance with the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the adjustments of Share Options under Rule 17.03(13) of the Listing Rules.

Reference is made to the announcements of China Investment Fund International Holdings Limited (the “**Company**”) dated 26 April 2017, 27 April 2017 and 9 May 2017 and the prospectus of the Company dated 19 May 2017 (the “**Prospectus**”) in relation to, among other things, the open offer of the Company on the basis of one Offer Share for every ten existing Shares held on the Record Date. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated by the Underwriter prior to the Latest Time for Termination. Accordingly, the Open Offer has become unconditional at 4:30 p.m. on Tuesday, 6 June 2017.

At 4:30 p.m. on Monday, 5 June 2017, being the Latest Time for Acceptance of application and payment for the Offer Shares and application and payment for excess Offer Shares, (i) a total of 20 valid acceptances of Offer Shares have been received for a total number of 84,500,488 Offer Shares, representing approximately 76.3% of the total number of 110,702,000 Offer Shares available for subscription under the Open Offer; and (ii) a total of 13 valid acceptances of excess Offer Shares have been received for a total number of 38,333,763 Offer Shares, representing approximately 34.6% of the total number of 110,702,000 Offer Shares available for subscription under the Open Offer. In aggregate, a total of 33 valid acceptances and applications in respect of 122,834,251 Offer Shares, representing approximately 111.0% of the total number of 110,702,000 Offer Shares available for subscription under the Open Offer, have been received.

UNDERWRITING AGREEMENT

Based on the results of the Open Offer, the Open Offer was moderately over-subscribed by 12,132,251 Offer Shares. In accordance with the Underwriting Agreement, the Underwriter is not required to procure any subscribers to subscribe for any Offer Shares.

EXCESS OFFER SHARES

Regarding the 38,333,763 Offer Shares having been applied for by way of excess application, the Board has resolved to allot and issue an aggregate of 26,201,512 Offer Shares available for excess application on a fair and equitable basis and on a pro-rata basis to the excess Offer Shares applied for by the Qualifying Shareholders. No preference was given to topping-up odd lots to whole board lots.

SHAREHOLDING STRUCTURE OF THE COMPANY

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

Shareholders	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
HK DYF Int'l Holding Group Limited (<i>Note 1</i>)	180,104,000	16.3	198,030,400	16.3
Mr. Sui Guangyi (<i>Note 2</i>)	135,984,000	12.3	149,582,400	12.3
The Underwriter	–	–	–	–
Public Shareholders	<u>790,932,000</u>	<u>71.4</u>	<u>870,109,200</u>	<u>71.4</u>
Total	<u>1,107,020,000</u>	<u>100.0</u>	<u>1,217,722,000</u>	<u>100.0</u>

Notes:

- (1) HK DYF Int'l Holding Group Limited is held as to 74.55% by Shenzhen Ding Yi Feng Assets Management Co., Ltd., which is in turn held as to 29.39% by Mr. Sui Guangyi.
- (2) Mr. Sui Guangyi is a non-executive Director.

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

It is expected that the share certificates for all Offer Shares will be despatched to allottees who are entitled thereto by ordinary post to their registered addresses (as shown in the register of members of the Company) at their own risk on Tuesday, 13 June 2017. Allottee(s) will receive one share certificate for all the Offer Shares allotted and issued to him/her/it.

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 14 June 2017.

If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong at any time after 12:00 noon on Tuesday, 13 June 2017, then instead of Tuesday 13 June 2017, share certificates for the Offer Shares and refund cheques will be despatched on the next Business Day and that dealings in fully-paid Offer Shares will commence on the Stock Exchange at the next trading session.

ADJUSTMENTS TO THE OUTSTANDING OPTIONS

Immediately before completion of the Open Offer, there are outstanding Options granted under the Share Option Scheme entitling the holders thereof to subscribe for up to an aggregate of 70,905,520 Shares. In accordance with the terms of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005, the exercise price of the outstanding Options and the number of Shares that can be subscribed for upon the exercise of the outstanding Options will be adjusted upon completion of the Open Offer in the following manner:

Date of grant	Expiry date	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
		Exercise price per Share HK\$	Number of Shares that can be subscribed for upon exercise of the outstanding Options	Adjusted Exercise price Per Share HK\$	Adjusted number of Shares that can be subscribed for upon exercise of the outstanding Options
17 June 2015	16 June 2025	0.740	2,295,360	0.729	2,329,790
15 November 2016	15 November 2026	0.820	68,610,160	0.808	69,639,312

HLM CPA Limited, the auditor of the Company, has confirmed that such adjustments are fair and reasonable and in line with the terms of the Share Option Scheme and in compliance with the Rule 17.03(13) of the Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005.

By order of the Board of
China Investment Fund International Holdings Limited
Luk Hong Man, Hammond
Executive Director

Hong Kong, 12 June 2017

As at the date of this announcement, the executive Directors are Mr. Luk Hong Man, Hammond and Mr. Zhang Xi; the non-executive directors are Mr. Sui Guangyi, Mr. Leung Ka Fai and Mr. Wang Mengtao; and the independent non-executive Directors are Ms. Jing Siyuan, Mr. Zhang Aimin and Mr. Zhang Qiang.

* *For identification purpose only*