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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Infrastructure Investment Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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**中國基建投資有限公司**  
**China Infrastructure Investment Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 600)**

**GENERAL MANDATES TO ISSUE NEW SHARES AND TO  
REPURCHASE OWN SHARES OF THE COMPANY**

**RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of China Infrastructure Investment Limited to be held at Room 301, Huijinqilin Building, No. 6 Shengtai Road, Moling Jiedao, Jiangning District, Nanjing City, Jiangsu Province, the PRC on Friday, 23 June 2017 at 4:00 p.m. is set out on pages 14 to 17 of this circular.

Whether or not you intend to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the office of the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting (as the case may be) should you so wish.

Hong Kong, 28 April 2017

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## DEFINITIONS

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

“2017 Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Room 301, Huijinqilin Building, No. 6 Shengtai Road, Moling Jiedao, Jiangning District, Nanjing City, Jiangsu Province, the PRC on Friday, 23 June 2017 at 4:00 p.m.
“AGM Notice”	the notice convening the AGM as set out on pages 14 to 17 of this circular
“Annual Report for the year ended 31 December 2016”	the annual report of the Company dispatched to the Shareholders on or about 28 April 2017
“Articles of Association”	the articles of association of the Company
“associates”	has the same meaning as defined in the Listing Rules
“Board”	the board of Directors
“Company”	China Infrastructure Investment Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 00600)
“Director(s)”	the director(s) of the Company
“General Mandates”	the Share Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the entire issued Shares as at the date of passing of the relevant resolution
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares up to 20% of the entire issued Shares as at the date of passing of the relevant resolution
“Share(s)”	share(s) of HK\$0.05 each in the capital of the Company
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“%”	per cent.

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## LETTER FROM THE BOARD

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# 中國基建投資有限公司 China Infrastructure Investment Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 600)**

*Executive Directors:*

Mr. YE De Chao (*Chairman*)  
Mr. XU Xiao Jun (*Chief Executive Officer*)  
Mr. JI Xu Dong

*Registered office in Hong Kong:*

Suite 607, 6/F., Ocean Centre  
5 Canton Road, Tsim Sha Tsui, Kowloon  
Hong Kong

*Independent Non-executive Directors:*

Mr. HE Jin Geng  
Mr. YU Hong Gao  
Ms. CHEN Yang

*Registered office in the Cayman Islands:*

The R&H Trust Co. Ltd.  
Windward 1  
Regatta Office Park  
Grand Cayman  
Cayman Islands

28 April 2017

Dear Shareholder(s),

### **GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE OWN SHARES OF THE COMPANY**

### **RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information to enable you to make a decision on whether to vote for or against the following resolutions to be proposed at the AGM which will be convened for the purpose of considering and, if thought fit, approving:

- (i) the granting to the Directors of general mandates for (i) the allotment and issue and (ii) the repurchase of Shares up to 20% and 10%, respectively of the aggregate nominal amount of the Company's issued share capital as at the date of the passing of such resolutions;
- (ii) the extension of the general mandate to allot and issue Shares by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to the Repurchase Mandate; and
- (iii) the re-election of Directors.

The notice of the AGM is set out on pages 14 to 17 of this circular.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE ITS OWN SHARES

The existing general mandate granted to the Directors at the annual general meeting of the Company held on 24 June 2016 will expire upon the conclusion of the AGM. Ordinary resolutions will therefore be proposed at the AGM to seek the approval of the Shareholders for granting the general mandates to the Directors:

- (i) to allot, issue and deal with additional Shares up to a maximum of 20% of the issued Shares of the Company as at the date of passing the resolution (the “Share Issue Mandate”); and
- (ii) to repurchase on the Stock Exchange the Shares up to a maximum of 10% of the issued Shares of the Company as at the date of passing the resolution (the “Repurchase Mandate”).

As at the Latest Practicable Date, the number of Shares in issue was 4,269,910,510 Shares. Accordingly, the exercise of the Share Issue Mandate in full would enable the Company to allot, issue or otherwise deal with additional 853,982,102 new Shares.

An explanatory statement as required under the Listing Rules to provide you with all the information is set out in Appendix I to this circular.

### EXTENSION OF SHARE ISSUE MANDATE

Subject to the passing of the proposed resolutions regarding the Share Issue Mandate, the Repurchase Mandate and the Extension of Share Issue Mandate, the Directors will be given a general mandate to add all those number of the Shares which may from time to time be repurchased under the Repurchase Mandate to the Share Issue Mandate. Thus, the limit of the Share Issue Mandate would include, in addition to the 20% limit as aforesaid, the number of Shares that may be repurchased under the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

In accordance with the provisions of the Articles of Association, Mr. He Jin Geng, Mr. Yu Hong Gao and Ms. Chen Yang shall retire from the Board at the AGM and offer themselves for re-election.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, all the resolutions put to the vote at the AGM will be taken by way of poll.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The notice convening the 2017 Annual General Meeting is set out on pages 14 to 17 of this circular. A form of proxy for use at the 2017 Annual General Meeting and the Annual Report for the year ended 31 December 2016 are being sent to the Shareholders together with this circular. Whether or not you are able to attend the 2017 Annual General Meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Boardroom Share Registrars (HK) Limited, at 31/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2017 Annual General Meeting if you so wish.

### RECOMMENDATION

The Directors believe that the ordinary resolutions to be put before the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the 2017 Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**China Infrastructure Investment Limited**  
**Ye De Chao**  
*Chairman*

This Appendix serves as an explanatory statement as required by the Listing Rules to provide the requisite information to the Shareholders for their consideration of the proposed Share Issue Mandate and the Repurchase Mandate.

### **SHARE ISSUE MANDATE**

Should the Share Issue Mandate be granted at the 2017 Annual General Meeting and on the assumption that 4,269,910,510 Shares in issue as at 21 April 2017 (being the Latest Practicable Date prior to the printing of this circular) remains unchanged prior to the date of passing the resolution for the Share Issue Mandate, the Directors are empowered to issue a maximum of 853,982,102 new Shares, otherwise than pursuant to (i) a rights issue; or (ii) an exercise of subscription rights under any share option scheme of the Company, during the period up to the conclusion of the next following annual general meeting of the Company unless it is otherwise revoked or varied by a resolution of the Shareholders in a general meeting of the Company. In accordance with the Listing Rules, the Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any repurchase by it of Shares, whether on the Stock Exchange or otherwise, other than an issue of securities pursuant to the exercise of warrants, share options or similar financial instruments requiring the Company to issue securities which were outstanding prior to that repurchase of its own securities, without the prior approval of the Stock Exchange.

### **REPURCHASE OF SHARES**

#### **(1) Repurchase Mandate**

As at the Latest Practicable Date, the number of the Shares in issue was 4,269,910,510. Subject to the passing of the Repurchase Mandate and on the assumption that no additional Shares will be issued or repurchased prior to the date of passing the Repurchase Mandate, the Company will be allowed under the mandate to repurchase a maximum of 426,991,051 Shares, being approximately 10% of the issued share capital of the Company, during the period up to the conclusion of the next following annual general meeting of the Company, or the expiration of the period within which the next following annual general meeting of the Company is required by law to be held, or the revocation or variation of the approval granted under the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting, whichever is the earlier.

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements, enhance the net asset value of the Company and/or earnings per Share. The Directors would only make such repurchases in circumstances which they consider to be in the best interests of the Company.

As compared with the financial position of the Company as at 31 December 2016 (being the date of the Company's latest published audited accounts), the Directors consider that there would not be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. No repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## **(2) Funding of Repurchases**

The Company is empowered by its memorandum and articles of association to repurchase its Shares. In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the laws of the Cayman Islands. The laws of the Cayman Islands provide that a redemption or repurchase of shares may be made (to the extent of the par value of such shares) out of profit or the proceeds of a fresh issue of shares made for the purpose of the redemption or repurchase or, out of capital, provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the redemption or repurchase is authorised by its articles of association. Any premium payable on a redemption or repurchase may be made out of profits, the Company's share premium account or out of capital, provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the redemption or repurchase is authorised by its articles of association. Redeemed or repurchased shares shall be treated as cancelled and the amount of the Company's issued share capital shall be diminished by the nominal value of those shares accordingly but redemption or repurchase of shares of the Company is not to be taken as reducing the amount of the Company's authorised share capital.

## **(3) Trading Restrictions**

The total number of Shares which the Company may repurchase is up to 10% of the total number of the Shares in issue as at the date of passing the resolution for the Repurchase Mandate.

The Company shall not repurchase its Shares on the Stock Exchange:

- a. if the repurchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which its Shares were traded on the Stock Exchange; or
- b. for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

The Company shall not knowingly repurchase its Shares from a connected person and a connected person shall not knowingly sell Shares to the Company, on the Stock Exchange.

The Company shall procure that any broker appointed by the Company to effect the purchase of its Shares shall disclose to the Stock Exchange such information with respect to purchases made on behalf of the Company as the Stock Exchange may request.



The Company shall not repurchase its shares on the Stock Exchange at any time after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information is made publicly available. In particular, during the period of one month immediately preceding the earlier of:

- a. the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- b. the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement, the Company may not repurchase its shares on the Stock Exchange, unless the circumstances are exceptional.

The Company shall not repurchase its shares if that repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange, currently, 25% of the total issued share capital of the Company.

#### **(4) Procedure and Reporting**

The Company will submit for publication to the Stock Exchange through HKEx-EPS not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following any day on which the Company makes a repurchase of shares (whether on the Stock Exchange or otherwise), the total number of shares repurchased by the Company the previous day, the purchase price per share or the highest and lowest prices paid for such repurchases, where relevant, and shall confirm that those repurchases which were made on the Stock Exchange were made in accordance with the Listing Rules and that there have been no material changes to the particulars contained in this circular. The Company should make arrangements with its brokers to ensure that they provide to the Company in a timely fashion the necessary information to enable the Company to make the report to the Stock Exchange.

In addition, the Company's annual report is required to disclose details regarding repurchases of Shares made during the year, including a monthly analysis of the number of shares repurchased, the purchase price per Share or the highest and lowest price paid for all such repurchases, where relevant, and the aggregate prices paid.

#### **(5) Undertaking of the Directors**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of the Cayman Islands and in accordance with the regulations set out in the memorandum and articles of association of the Company.

**(6) Directors, their associates and connected persons**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates presently intend to sell the Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them, to the Company in the event that the Company is authorised to make the repurchase of Shares.

**(7) Effect of Takeovers Code**

If as a result of a repurchase of the Shares, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory general offer for the Shares under Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date,

- a. the substantial shareholder of the Company was Mr. Ye De Chao, a Director of the Company. Mr. Ye De Chao, a beneficial holder was interested in 1,189,290,512 Shares (of which 1,189,290,512 Shares were held by Legendary Base International Limited, a company which was wholly-owned by Mr. Ye De Chao), representing approximately 27.85% of the issued share capital of the Company;
- b. Mr. Ji Xu Dong, a Director of the Company, was a beneficial holder who was interested in 6,000 Shares, representing approximately 0.00014% of the issued share capital of the Company; and
- c. Expert Ever Limited was reported to hold 383,956,000 Shares, representing approximately 8.99% of the issued share capital of the Company according to disclosure of interest notice filed pursuant to the requirements of the SFO.

On the assumption that the number of Shares in issue remains unchanged from the Latest Practicable Date up to the expiry of the Repurchase Mandate and in the event that the Directors should exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the interest in Shares held by Mr. Ye De Chao, Mr. Ji Xu Dong and Expert Ever Limited would be increased to approximately 30.95%, 0.00016% and 9.99% of the then issued share capital of the Company respectively. In the opinion of the Directors, such increase in the interest in Shares held by Mr. Ye De Chao himself or by any other directors who are deemed to be parties acting in concert with him (unless otherwise rebutted) and by associates who holds 5% or more of the Shares may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in takeover obligations.

**(8) Repurchases of Shares made by the Company**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

**(9) Market Prices**

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months are as follows:

<b>Month</b>	<b>Traded price per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>Year 2016</b>		
April	0.083	0.075
May	0.078	0.068
June	0.074	0.056
July	0.069	0.061
August	0.078	0.062
September	0.076	0.068
October	0.114	0.070
November	0.112	0.086
December	0.101	0.075
<b>Year 2017</b>		
January	0.087	0.077
February	0.084	0.077
March	0.102	0.075
April (up to the Latest Practicable Date)	0.083	0.077

Stated below are the information of directors who will be proposed for re-election at the AGM in accordance with the Articles of Association.

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. HE Jin Geng** (“Mr. He”), aged 47, has been appointed as an independent non-executive Director of the Company on 1 August 2012. Mr. He holds a Doctorate Degree in Politics and Economics from Nanjing University. Mr. He currently serves as the general manager of 南京南醫醫療投資管理有限公司 (Nanjing South Hospital Medical Investment Management Company Limited\*). He previously served as a director and president of 南京醫藥股份有限公司 (Nanjing Pharmaceutical Co., Ltd\*) and as secretary of 浙江省三門縣六敖區團委 (Youth League of Liua District of Sanmen County of Zhejiang Province\*), and also served different posts in 南京新港高科技股份有限公司 (Nanjing Xin Gang High-Tech Co., Ltd\*), including deputy director of the office, secretary of the board of directors and deputy general manager. Mr. He is a fellow member of the Association of Chartered Certified Accountants.

As at the Latest Practicable Date,

- (i) save as disclosed above, Mr. He has not held any other directorships in listed public companies in the last three years and he is not connected with any other directors, senior management or substantial or controlling shareholders of the Company; and
- (ii) Mr. He did not have, and was not taken or deemed to have, any interests or short positions in any shares, underlying shares or equity derivatives or debentures of the Company within the meaning of Part XV of the SFO.

There is currently no director service contract between the Company and Mr. He and there is no specific term in respect of his appointment, but subject to retirement by rotation at least once every three years at the annual general meetings of the Company. Mr. He will be entitled to a director’s fee of HK\$120,000 per annum and will be reviewed annually as determined by the Board with reference to his position, his level of responsibilities, remuneration policy of the Company and prevailing market conditions.

Save as disclosed above, Mr. He has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company and there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**Mr. YU Hong Gao** (“Mr. Yu”), aged 54, has been appointed as an independent non-executive Director of the Company on 1 August 2012. Mr. Yu graduated from Nanjing University of Science and Technology and holds a Doctorate Degree. Mr. Yu previously served as deputy general manager of the Department of Entrusted Assets Management, general manager of Asset Management Department and general manager of Securities Investment Department of 華泰證券股份有限公司 (Huatai Securities Co., Ltd.\*), deputy manager of the Investment Department of 江蘇省財政廳高新技術風險投資公司 (Jiangsu High-Tech Capital Venture Co., Ltd. of the Department of Finance of Jiangsu Province\*), deputy head of 中信銀行南京分行城西支行 (Chengxi Sub-branch of China Citic Bank Nanjing Branch\*), deputy general manager of Securities Investment Head Office and general manager of Assets Management Head Office of 信泰證券股份有限公司 (Xin Tai Securities Co., Ltd.\*).

As at the Latest Practicable Date,

- (i) save as disclosed above, Mr. Yu has not held any other directorships in listed public companies in the last three years and he is not connected with any other directors, senior management or substantial or controlling shareholders of the Company; and
- (ii) Mr. Yu did not have, and was not taken or deemed to have, any interests or short positions in any shares, underlying shares or equity derivatives or debentures of the Company within the meaning of Part XV of the SFO.

There is currently no director service contract between the Company and Mr. Yu and there is no specific term in respect of his appointment, but subject to retirement by rotation at least once every three years at the annual general meetings of the Company. Mr. Yu will be entitled to a director’s fee of HK\$120,000 per annum and will be reviewed annually as determined by the Board with reference to his position, his level of responsibilities, remuneration policy of the Company and prevailing market conditions.

Save as disclosed above, Mr. Yu has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company and there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**Ms. CHEN Yang** (“Ms. Chen”), aged 43, has been appointed as an independent non-executive Director of the Company on 5 September 2014. Ms. Chen graduated from Southeast University and holds a master degree. Ms. Chen currently serves as deputy general manager of Nanjing Yulan Road Branch of Dongguan Securities Co., Ltd.\* (東莞證券有限責任公司南京玉蘭路證券營業部). She previously served as sales director of Nanjing Hongwu South Road Branch of Dongxing Securities Co., Ltd.\* (東興證券股份有限公司南京洪武南路證券營業部), marketing manager of Nanjing Hanzhong Road Branch of Xiangcai Securities Co., Ltd.\* (湘財證券股份有限公司南京漢中路證券營業部) and customer relationship manager of Nanjing Pacific South Road Branch of Guotai Junan Securities Co., Ltd.\* (國泰君安證券股份有限公司南京太平南路證券營業部).

As at the Latest Practicable Date,

- (i) save as disclosed above, Ms. Chen has not held any other directorships in listed public companies in the last three years and she is not connected with any other directors, senior management or substantial or controlling shareholders of the Company; and
- (ii) Ms. Chen did not have, and was not taken or deemed to have, any interests or short positions in any shares, underlying shares or equity derivatives or debentures of the Company within the meaning of Part XV of the SFO.

There is currently no director service contract between the Company and Ms. Chen and there is no specific term in respect of her appointment, but subject to retirement by rotation at least once every three years at the annual general meetings of the Company. Ms. Chen will be entitled to a director’s fee of HK\$120,000 per annum and will be reviewed annually as determined by the Board with reference to her position, her level of responsibilities, remuneration policy of the Company and prevailing market conditions.

Save as disclosed above, Ms. Chen has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company and there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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# 中國基建投資有限公司 China Infrastructure Investment Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 600)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“Meeting”) of China Infrastructure Investment Limited (the “Company”) will be held at Room 301, Huijinqilin Building, No. 6 Shengtai Road, Moling Jiedao, Jiangning District, Nanjing City, Jiangsu Province, the PRC on Friday, 23 June 2017 at 4:00 p.m. for the following purposes:

**As ordinary business:**

1. To receive, consider and adopt the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2016.
2.
  - (a) To re-elect Mr. He Jin Geng as an independent non-executive Director of the Company.
  - (b) To re-elect Mr. Yu Hong Gao as an independent non-executive Director of the Company.
  - (c) To re-elect Ms. Chen Yang as an independent non-executive Director of the Company.
3. To authorise the board of Directors of the Company to fix the Directors’ remuneration.
4. To re-appoint the retiring auditors Centurion ZD CPA Limited and to authorise the board of Directors of the Company to fix the remuneration of the Company’s auditors.
5. To consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolution:
  - (A) “**THAT:**
    - (1) a general mandate be and is hereby unconditionally granted to the Board of Directors of the Company during the Relevant Period to allot, issue or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power, subject to the following conditions:

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## NOTICE OF ANNUAL GENERAL MEETING

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- (a) such mandate shall not extend beyond the Relevant Period save that the Board of Directors of the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers at any time during or after the end of the Relevant Period; and
  - (b) the aggregate nominal amount of shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the Board of Directors of the Company pursuant to such mandate, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of any option under any share option scheme of the Company adopted by its shareholders for the grant or issue to employees of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire shares of the Company; or (iv) any scrip dividend or other similar scheme implemented in accordance with the Memorandum and Articles of Association of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and
- (2) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within the next annual general meeting of the Company is required by its Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Board of Directors of the Company to holders of shares on its Register of Members on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangement as the Board of Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”



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## NOTICE OF ANNUAL GENERAL MEETING

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(B) “**THAT:**

- (1) a general mandate be and is hereby unconditionally granted to the Board of Directors of the Company during the Relevant Period to exercise all powers of the Company to repurchase shares in the capital of the Company subject to the following conditions:
  - (a) the exercise of all powers pursuant to such mandate shall be subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other applicable stock exchange; and
  - (b) the aggregate nominal amount of shares in the share capital of the Company which may be repurchased pursuant to such mandate shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and
- (2) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company as required by its Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (C) “**THAT** the general mandate granted to the Board of Directors of the Company pursuant to the authority given in the resolution set out in item 5(A) in the notice convening this Meeting to allot, issue or otherwise deal with additional shares of the Company during the Relevant Period (as defined in that Resolution) be and is hereby extended by the addition to the aggregate nominal amount of shares in the capital of the Company which may be allotted, issued or otherwise dealt with pursuant to such general mandate of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Board of Directors of the Company pursuant to their exercise of the powers of the Company to repurchase such shares, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.”

By order of the Board  
**China Infrastructure Investment Limited**  
**Ye De Chao**  
*Chairman*

Hong Kong, 28 April 2017

*Notes:*

- (1) A member entitled to attend and vote at the Meeting (if a member who is the holder of two or more shares) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F., 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting (i.e. not later than 4:00 p.m. on 21 June 2017 (Hong Kong Time)) or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so desire.
- (3) Record date (being the last date for registration of any share transfer given there will be no book closure) for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be 16 June 2017 (Friday). In order to qualify for the attendance and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F., 148 Electric Road, North Point, Hong Kong for registration no later than 5:00 p.m. on 15 June 2017 (Thursday).