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

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**If you are in 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, 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 to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or 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)**

*Executive Directors:*

Law Kar Po  
Hoi Man Pak  
Choy Wang Kong  
Gao Feng  
Yong Wing Tai, William  
Chiang Kin Tong  
Law Wing Yee, Wendy  
Lee Siu Yuk, Eliza

*Independent non-executive Directors:*

Lau Wai Ming  
Kwok Hong Yee, Jesse  
Li Kam Fai, Dominic

*Head office in Hong Kong:*

Room 2007, 20th Floor  
West Tower, Shun Tak Centre  
168-200 Connaught Road Central  
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*Registered office:*

The Harbour Trust Co. Ltd  
P.O. Box 897  
One Capital Place, George Town  
Grand Cayman KY1-1103  
Cayman Islands

27 April 2009

*To the holders of 2009 Warrants and,  
for information only, Shareholders*

Dear Sir/Madam,

**EXPIRY OF SUBSCRIPTION RIGHTS  
ATTACHING TO THE 2009 WARRANTS  
(Warrant Code: 446)**

The board of directors of China Infrastructure Investment Limited (the “Company”) wishes to remind holders of the warrants of the Company with the stock code 446 (collectively, the “2009 Warrants”) that the subscription rights attaching to 2009 Warrants entitling the holders thereof to subscribe in cash for new shares of HK\$0.05 each (the “Shares”) in the share

capital of the Company at the subscription price of HK\$0.25 per Share (subject to adjustment) until 6 June 2009 will, in accordance with the terms and conditions of the 2009 Warrants, expire after 4:00 p.m. on Friday, 5 June 2009.

In respect of the expiry of the 2009 Warrants, the Company has made the following arrangements regarding the dealings in, transfers of and exercises of the subscription rights attaching to the 2009 Warrants:

### **LAST DAY FOR TRADING AND LISTING OF 2009 WARRANTS**

The last trading day of the 2009 Warrants on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) will be Tuesday, 2 June 2009 and listing of the 2009 Warrants on the Stock Exchange will cease after close of business at 4:00 p.m. on Friday, 5 June 2009.

### **LAST DAY FOR EXERCISE OF SUBSCRIPTION RIGHTS**

#### **1. Registered holders of 2009 Warrants**

The registered holders of the 2009 Warrants who wish to exercise in whole or in part any of the subscription rights attaching to the 2009 Warrants must lodge with the Hong Kong branch registrar and transfer office of the Company, Tricor Standard Limited (the “Registrar”) at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong the following by no later than 4:00 p.m. on Friday, 5 June 2009, being the last business day before the expiry of the 2009 Warrants:

- (a) the relevant certificate(s) of the 2009 Warrants;
- (b) the duly completed and signed subscription form(s); and
- (c) the relevant subscription monies.

#### **2. Non-registered holders of 2009 Warrants**

Holders of the 2009 Warrants who have not registered the 2009 Warrants in their names and who wish to exercise in whole or in part any of the subscription rights attaching thereto must lodge with the Registrar at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong the following by no later than 4:00 p.m. on Friday, 5 June 2009, being the last business day before the expiry of the 2009 Warrants:

- (a) the relevant duly executed and stamped instrument(s) of transfer(s) and/or other document(s) of title;
- (b) the relevant certificate(s) of the 2009 Warrants;
- (c) the duly completed and signed subscription form(s); and
- (d) the relevant subscription monies.

Persons who hold the 2009 Warrants and have not registered the 2009 Warrants in their own names and wish to exercise the 2009 Warrants should note that they may incur additional costs and expenses in connection with any expedited registration of the 2009 Warrants prior to the transfer or exercise of the 2009 Warrants, in particular during the period commencing 10 business days prior to and including the last day for subscription, being Friday, 5 June 2009.

Subscription forms and the relevant accompanying documentation lodging with the Registrar later than 4:00 p.m. on Friday, 5 June 2009 will not be accepted.

#### **ISSUE OF SHARE CERTIFICATE(S)**

Shares to be issued pursuant to the exercise of the subscription rights attaching to the 2009 Warrants will, when issued, rank *pari passu* in all respects with the then existing issued Shares. Certificate(s) for the Shares arising upon the exercise of the 2009 Warrants will be issued to the relevant holders of the 2009 Warrants not later than 10 business days after the relevant subscription date.

#### **APPLICATION FOR WITHDRAWAL OF LISTING**

An application has been made to the Stock Exchange for the withdrawal of listing of the 2009 Warrants with effect from 4:00 p.m. on Friday, 5 June 2009.

The closing prices of the Shares and the 2009 Warrants quoted on the Stock Exchange on 24 April 2009 (being the latest practicable date prior to the printing of this circular) were HK\$0.135 per Share and HK\$0.01 per 2009 Warrant, respectively.

**Holders of the 2009 Warrants, who are in doubt as to their position or to the actions to be taken should consult their stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.**

Yours faithfully,  
For and on behalf of the board of directors of  
**China Infrastructure Investment Limited**  
**Lee Siu Yuk Eliza**  
*Executive Director*