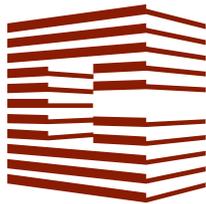


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**中國基建投資有限公司**  
**China Infrastructure Investment Limited**

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

**(Stock code: 600)**

**THIRD SUPPLEMENTAL AGREEMENT TO  
THE AMENDED OPTION AGREEMENT**

On 5 March 2012, the Company and the Vendors entered into a third supplemental agreement to revise the exercise period of the Second Tranche Option to the period from 1 January 2013 to 31 December 2018 and to extend the Guaranteed Period of the Guaranteed Profit to 31 December 2017.

Reference is made to (i) the circular dated 17 June 2011 (the “Circular”) issued by the Company in respect of the acquisition of 49% of the equity interest in the Intermediate Holding Company from the Vendors (the “Changdongshun Acquisition”); (ii) the announcements dated 2 September 2011 and 28 September 2011 issued by the Company in respect of the extension of the long stop date of the Changdongshun Acquisition; and (iii) the announcement dated 30 December 2011 issued by the Company in respect of the completion of the Changdongshun Acquisition. Terms used herein shall have the same meanings as those defined in the Circular unless otherwise specify.

On 6 July 2011, the Changdongshun Acquisition was approved at the EGM by the then shareholders of the Company. The Changdongshun Acquisition was completed on 30 December 2011. Upon the completion of the Changdongshun Acquisition, the Company is interested in 49% interest in the Intermediate Holding Company.

Pursuant to the Amended Option Agreement, among other things, (i) the Vendors undertake to the Company that the net profits of the current operations of the Target Company and its existing subsidiaries that operate in natural gas projects (the “Guaranteed Profit”) shall not be less than certain amounts for each of the six years ending 31 December 2016 (the “Guaranteed Period”); and (ii) the Company holds the Second Tranche Option to acquire the 51% interest in the Intermediate Holding Company and interest in gas projects temporary spun-off to the Designated Vehicle, exercisable in multiple times during the period from 21 May 2011 to 20 May 2017, which may be extended at the option of the Company to 20 May 2018 provided that the audited net profits of the Target Company and its existing subsidiaries exceed the Guaranteed Profit of the relevant financial year immediately prior to the exercise.

Given that the Changdongshun Acquisition was completed on 30 December 2011, the commencement of the exercise period of the Second Tranche Option and the Guaranteed Period in 2011 was no longer applicable. Accordingly, on 5 March 2012, the Company and the Vendors, after arm's length negotiation, entered into a third supplemental agreement to revise the exercise period of the Second Tranche Option to the period from 1 January 2013 to 31 December 2018, and to extend the Guaranteed Period as follows:

- (i) HK\$50 million for the year ending 31 December 2012;
- (ii) HK\$70 million for the year ending 31 December 2013;
- (iii) HK\$75 million for the year ending 31 December 2014;
- (iv) HK\$85 million for the year ending 31 December 2015;
- (v) HK\$95 million for the year ending 31 December 2016; and
- (vi) HK\$105 million for the year ending 31 December 2017.

Save for the changes as disclosed in this announcement, all other terms and conditions of the Amended Option Agreement (as amended by the supplemental agreement and the second supplemental agreement dated 2 September 2011 and 28 September 2011 respectively) remain in full force and effect.

By Order of the Board  
**China Infrastructure Investment Limited**  
**Lee Siu Yuk Eliza**  
*Executive Director*

Hong Kong, 5 March 2012

*As at the date of this announcement, the Board comprises Mr. Law Kar Po, Mr. Zhu Hai Hua, Mr. Ye De Chao, Mr. Zhou Guo Chang, Ms. Law Wing Yee, Wendy and Ms. Lee Siu Yuk, Eliza as executive Directors; and Mr. Kwok Hong Yee, Jesse, Mr. Keung Kwok Hung and Mr. Yuen Hon Ming, Edwin as independent non-executive Directors.*