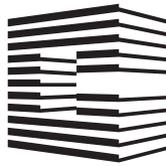

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 advisor.

If you have sold or transferred all your shares in China Infrastructure Investment Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer 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)

GENERAL MANDATE TO ISSUE NEW SHARES OF THE COMPANY

PROPOSED APPOINTMENT OF AUDITORS

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of China Infrastructure Investment Limited to be held at MJC Members' Clubhouse, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Wednesday, 18 July 2012 at 3:00 p.m. is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you are able to attend the EGM, 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 registrars in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the appointed time for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting and any adjournment thereof (as the case may be) should you so wish.

Hong Kong, 28 June 2012

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company held on 15 June 2012
“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
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened on Wednesday, 18 July 2012 at 3:00 p.m.
“EGM Notice”	the notice convening the EGM as set out on pages EGM-1 to EGM-3 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 June 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Repurchase Mandate”	a general and unconditional mandate 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 passing of the relevant resolution

DEFINITIONS

“Share Issue Mandate”	a general and unconditional mandate proposed to be granted at the EGM to the Directors to exercise all the powers of the Company to allot, issue or 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)”	ordinary share(s), currently with par value 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
“%”	Percentage

LETTER FROM THE BOARD



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. LAW Kar Po (*Chairman*)
Mr. ZHU Hai Hua (*Vice Chairman*)
Mr. YE De Chao (*Chief Executive Officer*)
Mr. ZHOU Guo Chang
Ms. LAW Wing Yee, Wendy
Ms. LEE Siu Yuk, Eliza

Independent non-executive Directors:

Mr. KWOK Hong Yee, Jesse
Mr. KEUNG Kwok Hung
Mr. YUEN Hon Ming, Edwin

Registered office in Hong Kong:

16th Floor
Agricultural Bank of China Tower
50 Connaught Road Central
Hong Kong

Registered office in the Cayman Islands:

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

28 June 2012

Dear Shareholder(s),

GENERAL MANDATE TO ISSUE NEW SHARES OF THE COMPANY

PROPOSED APPOINTMENT OF AUDITORS

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to (i) the announcement dated 15 June 2012 issued by the Company in respect of the poll results of the AGM; and (ii) the announcement dated 27 June 2012 issued by the Company in respect of the general mandate to issue new Shares and the proposed appointment of HLB Hodgson Impey Cheng as the auditors of the Group. The ordinary resolutions of (i) the granting of a general mandate to the Directors to allot, issue and otherwise deal with additional Shares of the Company up to a maximum of 20% of the issued share capital of the Company as at the date of passing of such resolution; (ii) the extension of the mandate set out in (i) by adding those Shares that may be repurchased under the Repurchase Mandate; and (iii) the appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Group were not passed by the Shareholders at the AGM. Therefore, the Board would like to put before the EGM ordinary resolutions to re-consider the above issues.

LETTER FROM THE BOARD

SHARE ISSUE MANDATE

The previous general mandate to issue new Shares granted to the Directors at the annual general meeting of the Company held on 29 April 2011 has expired upon the conclusion of the AGM. The ordinary resolution of the granting of the general mandate to the Directors to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the issued Shares of the Company as at the date of the passing of the resolution was not passed by the Shareholders at the AGM.

In view of the results of voting at the AGM, an ordinary resolution will be proposed at the EGM to seek the approval of the Shareholders for the granting of the general mandate to the Directors to allot, issue or otherwise 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 Directors consider that the Share Issue Mandate would provide flexibility to allot, issue or otherwise deal with additional Shares when it is appropriate.

As at the Latest Practicable Date, the number of Shares in issue was 4,269,910,510 Shares. Accordingly, should the Share Issue Mandate be granted at the EGM and on the assumption that 4,269,910,510 Shares in issue as at the Latest Practicable Date 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) 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 subscription rights under any share option scheme of the Company, during the period up to the conclusion of the 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 the 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.

EXTENSION OF SHARE ISSUE MANDATE

Subject to the passing of the proposed resolutions regarding the Share Issue Mandate and the extension of the 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.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF AUDITORS

On 30 March 2012, the Board announced that HLB Hodgson Impey Cheng would retire as auditors of the Company with effect from the conclusion of the AGM.

In March 2012, the practice of HLB Hodgson Impey Cheng was reorganised as HLB Hodgson Impey Cheng Limited. The Board proposed to appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company, upon the retirement of HLB Hodgson Impey Cheng, which would hold office until the conclusion of the next annual general meeting of the Company, subject to the passing of a resolution by the Shareholders at the AGM. However, the ordinary resolution of the appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Group was not passed by the Shareholders at the AGM.

In view of the results of the voting at the AGM, the Board proposes to appoint HLB Hodgson Impey Cheng as the auditors of the Group which would hold office until the conclusion of the next annual general meeting of the Company, subject to the passing of a resolution by the Shareholders at the EGM. HLB Hodgson Impey Cheng has been the auditors of the Group immediately prior to the AGM. The Board considers that the proposed appointment of HLB Hodgson Impey Cheng as the auditors of the Group would enable HLB Hodgson Impey Cheng to continue to serve the Company and shall benefit the Company and the Shareholders as a whole.

VOTING AT THE EGM

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 EGM will be taken by way of poll.

EXTRAORDINARY GENERAL MEETING

The notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is being sent to the Shareholders together with this circular. Whether or not you are able to attend the EGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrars, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the ordinary resolutions to be put before the EGM are in the 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 EGM.

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

Hong Kong, 28 June 2012

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 extraordinary general meeting of China Infrastructure Investment Limited (the “Company”) will be held at MJC Members’ Clubhouse, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Wednesday, 18 July 2012 at 3:00 p.m. for the following purposes:

1. To consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

(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 powers, subject to the following conditions:
 - (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

NOTICE OF EXTRAORDINARY GENERAL MEETING

(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).”

- (B) “**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 1(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 as at 15 June 2012, when the ordinary resolution granting such powers was passed by the shareholders of the Company.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. To appoint HLB Hodgson Impey Cheng as the auditors of the Company and its subsidiaries (the “Group”) and to authorise the board of Directors of the Company to fix the remuneration of the Group’s auditors.

By Order of the Board
China Infrastructure Investment Limited
Law Chun Choi
Company Secretary

Hong Kong, 28 June 2012

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 Hong Kong registrars and transfer office, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting 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.