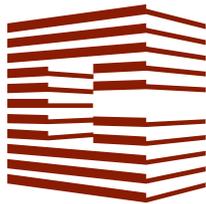


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中國基建投資有限公司
China Infrastructure Investment Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 600)

**MAJOR DISPOSAL AND CONNECTED
TRANSACTION IN RELATION TO THE DISPOSAL OF
49% OF THE EQUITY INTEREST IN THE INTERMEDIATE
HOLDING COMPANY AND THE CANCELLATION OF
THE SECOND TRANCHE OPTION
AND
RESUMPTION OF TRADING**

The Disposal Agreement

The Board announces that on 20 March 2013, the Disposal Agreement was entered into between the Company, Mr. Wang and Mr. Zhou with regard to (i) the disposal of 49% equity interest in the Intermediate Holding Company; and (ii) the cancellation of the Second Tranche Option, for an aggregate consideration of HK\$315.0 million, which shall be satisfied in cash.

Implication of the Listing Rules

As certain of the applicable percentage ratios as calculated under Rule 14.07 of the Listing Rules exceed 25% but less than 75%, the Disposal constitutes a major disposal for the Company under the Listing Rules which is subject to the reporting, announcement and shareholders' approval requirements.

Mr. Wang is the father of Mr. Wang Zi Yan, who is interested in 10% equity interest in Xinan Zhongjing, a non-wholly owned subsidiary of the Company. Accordingly, Mr. Wang is an associate of a substantial shareholder of a subsidiary of the Company and hence, a connected person under the Listing Rules. As such, the transaction as contemplated under the Disposal also constitutes a connected transaction of the Company under Rule 14A.13(1)(a) of the Listing Rules. Accordingly, Mr. Wang and his associates will be required to abstain from voting in respect of the resolution approving the Disposal Agreement and the transactions contemplated thereunder. Given the business relationship between Mr. Wang and Mr. Zhou and Mr. Zhou is also a party to the Disposal Agreement, Mr. Zhou and his associates will also abstain from voting in respect of the Disposal.

General

A circular containing inter alia, (i) further details of the Disposal; (ii) the recommendation of the independent board committee to the Independent Shareholders; (iii) the letter from an independent financial advisor to both the independent board committee of the Company and the Independent Shareholders; and (iv) the notice of EGM, will be despatched to the Shareholders on or before 3 May 2013 to allow sufficient time for the preparation of the relevant information for inclusion in the circular.

Resumption of trading in the Shares

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 21 March 2013 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 5 April 2013.

INTRODUCTION

Reference is made to (i) the circular dated 17 June 2011 issued by the Company in respect of the Changdongshun Acquisition; (ii) the announcement dated 5 November 2010 issued by the Company in respect of the Option Agreement; (iii) the announcement dated 28 April 2011 issued by the Company in respect of the Changdongshun Acquisition; (iv) 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; (v) the announcement dated 30 December 2011 issued by the Company in relation to the completion of the Changdongshun Acquisition; and (vi) the announcement dated 5 March 2012 issued by the Company in relation to the revision of the period of profit guarantee.

The Board announces that on 20 March 2013, the Disposal Agreement was entered into between the Company, Mr. Wang and Mr. Zhou with regard to the disposal of 49% equity interest in the Intermediate Holding Company and the cancellation of the Second Tranche Option, for an aggregate consideration of HK\$315.0 million, which shall be satisfied in cash.

Summarised below are the principal terms of the Disposal Agreement.

THE DISPOSAL AGREEMENT

Date

20 March 2013

Parties

Purchasers : Mr. Wang and Mr. Zhou

Vendor : The Company

Mr. Wang and Mr. Zhou are together indirectly interested in 51% equity interest in the Intermediate Holding Company.

Mr. Wang is the father of Mr. Wang Zi Yan, who is interested in 10% equity interest in Xinan Zhongjing, a non-wholly owned subsidiary of the Company. Accordingly, Mr. Wang is an associate of a substantial shareholder of a subsidiary of the Company and hence, a connected person under the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Mr. Zhou is an Independent Third Party.

Subject of the Disposal

Pursuant to the Disposal Agreement, (i) the Company has conditionally agreed to sell and Mr. Wang and Mr. Zhou have conditionally agreed to acquire the 49% equity interest in the Intermediate Holding Company; and (ii) the Company, Mr. Wang and Mr. Zhou have conditionally agreed to cancel the Second Tranche Option, for an aggregate consideration of HK\$315.0 million, which shall be satisfied in cash.

The Intermediate Holding Company has no operations other than the 100% equity interest in Beijing Changdongshun.

Consideration

The aggregate consideration of HK\$315.0 million under the Disposal shall be satisfied under the following schedule:

1. RMB960,784 (equivalent to approximately HK\$1.2 million) to be payable to the WOFE to acquire the 49% equity interest in the Intermediate Holding Company; and
2. the remaining balance of approximately HK\$313.8 million (net of the HK\$ equivalent of RMB960,784) to be payable to the Company, which includes the consideration for the cancellation of the Second Tranche Option.

The aggregate consideration of HK\$315.0 million for the Disposal was determined after arm's length negotiations between the Purchasers and the Company with reference to (i) the consideration paid by the Company for the acquisition of the First Tranche Option and Second Tranche Option from Mr. Wang and Mr. Zhou of HK\$15.0 million, as stated in the announcement of the Company dated 5 November 2010; and (ii) the consideration paid by the Company for the Changdongshun Acquisition of HK\$300.0 million, as stated in the announcement issued by the Company dated 28 April 2011.

Pursuant to the Disposal Agreement, the aggregate consideration for the Disposal will be settled by installments prior to Completion. Mr. Wang and Mr. Zhou are jointly and severally responsible for all obligations under the Disposal Agreement. Upon full settlement of the aggregate consideration, the parties to the Disposal Agreement would then proceed with the Completion as described under the section headed "Completion" below.

Conditions of the Disposal Agreement

Pursuant to the Disposal Agreement, the conditions precedent of the Disposal are as follows:

- (a) the Company having obtained the approval by the Shareholders at the EGM to approve the Disposal and the transactions contemplated thereunder; and
- (b)
 - (i) the settlement of the aggregate consideration of approximately HK\$313.8 million by Mr. Wang and Mr. Zhou;
 - (ii) the settlement of RMB960,784 (equivalent to approximately HK\$1.2 million) to be payable to the WOFE to acquire the 49% equity interest in the Intermediate Holding Company; and
 - (iii) the settlement of any outstanding amount due by the Intermediate Holding Company and its subsidiaries to the Group (including but not limited to a loan amounting to approximately RMB10.0 million (equivalent to approximately HK\$12.5 million) provided by Xinan Zhongjing to Beijing Changdongshun, and an advance amounting to approximately HK\$11.3 million by the Group to Beijing Changdongshun).

The long stop date for fulfillment of the conditions precedent is 2 December 2013.

Completion

Completion of the Disposal Agreement shall take place on the fifth Business Day after the conditions precedent having been fulfilled on or before 31 December 2013 or at such other date as the Company, Mr. Wang and Mr. Zhou may agree in writing.

The Second Tranche Option shall be cancelled upon Completion.

The obligations of Mr. Wang and Mr. Zhou under the Amended Option Agreement and any supplemental agreements (including but not limited to the guarantee in relation to the net profits of the Changdongshun Group) remain valid prior to the Completion.

INFORMATION ON THE INTERMEDIATE HOLDING COMPANY AND BEIJING CHANGDONGSHUN

The Company is interested in the 49% equity interest in the Intermediate Holding Company. The Intermediate Holding Company has no operations other than the 100% equity interest in Beijing Changdongshun.

In 2011, pursuant to the Amended Option Agreement, the Company acquired the First Tranche Option and the Second Tranche Option at the consideration of HK\$15.0 million.

The Company exercised the First Tranche Option and acquired the 49% equity interest in the Intermediate Holding Company from Mr. Wang and Mr. Zhou at the consideration of HK\$300.0 million in 2011 via the Changdongshun Acquisition.

Pursuant to the Amended Option Agreement, Mr. Wang and Mr. Zhou has provided certain guarantees as to the profit of the Changdongshun Group for the six years ending 31 December 2017, failing which the Group is entitled to acquire all the remaining effective interest (including shareholder's loan, if any) in the Holding Company, all the remaining effective interest in the Intermediate Holding Company held by the Holding Company and the remaining interest in the subsidiaries of Beijing Changdongshun at the consideration of HK\$1.00.

Based on the information available to the Group, Beijing Changdongshun is currently operating, constructing and managing natural gas pipeline in the Beiqijia area in Beijing, the PRC and has signed a concession agreement with the local government with terms of 40 years. Beiqijia area is located at Changping district which is one of the eleven metro cities of Beijing. Beijing Changdongshun is also interested in equity interests ranging from 90% to 100% in eight subsidiaries, which have entered into concession agreements with the relevant local governments in the (i) Jiaohe City in Jilin Province; (ii) area managed by Baishishan Forestry Bureau in Jilin Province; and (iii) Lanxi County in Heilongjiang Province in the PRC and obtained the exclusive right to operate, construct and manage natural gas pipeline in these areas with terms of 30 years. The other subsidiaries of Beijing Changdongshun are in preliminary development stage of their respective project and subject to fulfillment of certain conditions, would be eligible to the concession rights to act as the sole pipelined natural gas connection provider and distributor in the designated areas.

Based on the consideration of HK\$315.0 million less (i) the unaudited net book value of the 49% equity interest in the Intermediate Holding Company in the financial statements of the Group as at 30 June 2012 of approximately HK\$293.2 million; and (ii) the value of the Second Tranche Option, being approximately HK\$7.3 million classified as financial asset at fair value through profit or loss, the Disposal is expected to give rise to a gain attributable to the Group of approximately HK\$14.5 million. The Directors are unable to estimate the gain or loss of the Disposal attributable to the Group based on the net book value as at 31 December 2012 as the financial statements of the Changdongshun Group for the year ended 31 December 2012 have not been provided to the Company. For the six months ended 30 June 2012, the Changdongshun Group incurred an unaudited loss of approximately RMB5.6 million (equivalent to approximately HK\$6.9 million). If the Changdongshun Group incurred further losses during the six months ended 31 December 2012, based on the accounting policies of the Group, the net book value of the 49% equity interest in the Intermediate Holding Company as at 31 December 2012 would further decrease and the gain attributable to the Group from the Disposal would increase.

Shareholders should note that the exact amount of gain of the Disposal to the Group would be calculated based on the book cost of the Group's equity interest in the Intermediate Holding Company as at Completion and therefore may be different from the amount mentioned above.

Set out below is the audited consolidated net profit before and after taxation of the Intermediate Holding Company for the year ended 31 December 2010 and the unaudited consolidated net loss before and after taxation of the Intermediate Holding Company for the year ended 31 December 2011 and six months ended 30 June 2012:

	2010 <i>RMB'000</i> <i>(audited)</i>	For the year ended 31 December 2011 <i>RMB'000</i> <i>(unaudited)</i>	For the six months ended 30 June 2012 <i>RMB'000</i> <i>(unaudited)</i>
Net profit/(loss) before taxation	30,311	(4,626)	(5,573)
Net profit/(loss) after taxation	22,066	(4,743)	(5,573)

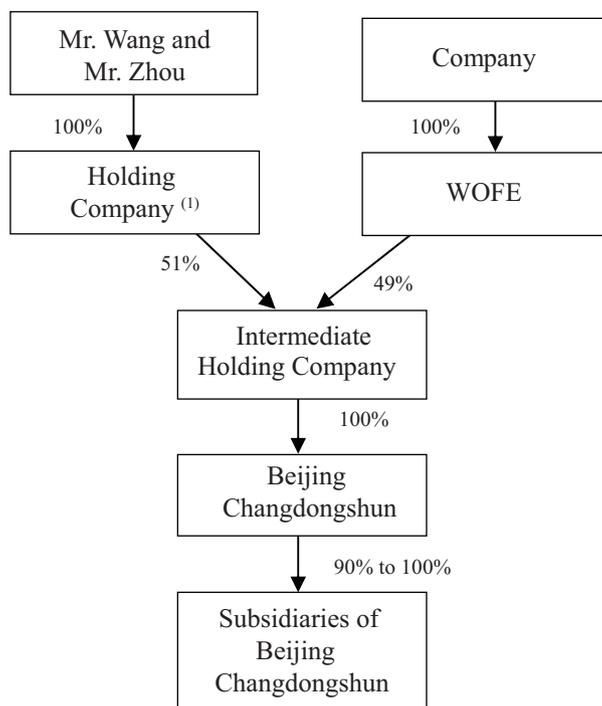
Shareholders should note that, despite numerous requests, the Company has not been able to obtain the financial statements of the Intermediate Holding Company and its subsidiaries for the year ended 31 December 2012. The Company's auditors have informed the Company that they have not been provided access to review financial information of the Intermediate Holding Company and its subsidiaries.

The Directors believe that it is unlikely the financial statements of the Intermediate Holding Company for the year ended 31 December 2012 can be obtained for the purpose of preparing the circular in relation to the Disposal.

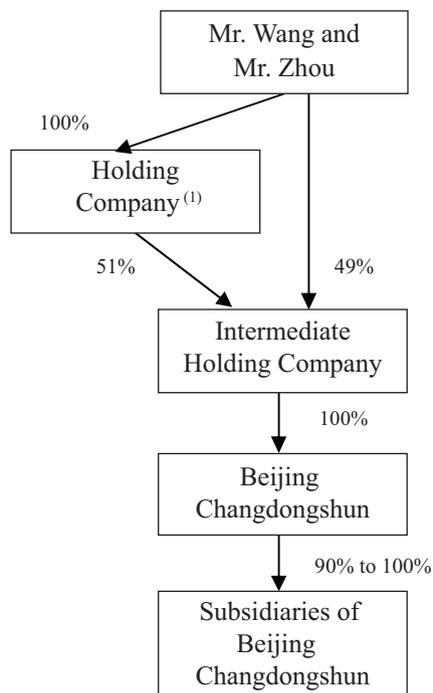
Upon Completion, the Intermediate Holding Company will cease to be an associate of the Company.

The diagrams below illustrate the corporate structure of the Changdongshun Group prior to Completion and upon Completion.

Prior to Completion



Upon Completion



Note:

- (1) As at the date of this announcement, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Mr. Wang and Mr. Zhou are interested in 18.18% and 81.82% of the equity interest in the Holding Company, respectively.

REASONS FOR ENTERING INTO THE DISPOSAL AGREEMENT

The Company is primarily an investment holding company and its investment includes property investments and natural gas businesses.

At the time of the Changdongshun Acquisition, the Directors believed that the Changdongshun Acquisition would provide an opportunity to the Group to participate in the natural gas industry in the PRC. However, the performance of the management of the Changdongshun Group, has failed to meet the expectations of the Directors, in particular, in respect of provision of financial information to the Company. In early March 2013, the Company's auditors informed the Company that financial information provided by Changdongshun Group was not sufficient for the preparation of the audited financial statements of the Company. The Company has made attempts to seek clarification and assistance from Mr. Wang and Mr. Zhou and to make arrangement for the auditors of the Company to gain access to financial information regarding the Changdongshun Group.

As the Company is a minority shareholder of the Intermediate Holding Company, whilst the Company has appointed two out of four directors to the board of the Intermediate Holding Company, the Company has no board representation in Beijing Changdongshun or its subsidiaries. No shareholders' agreement exists between the shareholders of the Intermediate Holding Company. Thus, the Group has limited involvement in the day-to-day operations of the Changdongshun Group.

As set out in the interim report of the Company, for the six months ended 30 June 2012, the share of losses of associates after acquisition was approximately RMB5.6 million (equivalent to approximately HK\$6.9 million). Moreover, there has been limited progress in the fulfillment of the necessary conditions for subsidiaries of Beijing Changdongshun to obtain concession rights to act as the sole pipelined natural gas connection provider and distributor in the designated areas. Furthermore, the management of the Changdongshun Group requested for further financial support which the Company has refused. Based on internal assessments, the Company is of the view that the abovementioned subsidiaries of Beijing Changdongshun might not be able to proceed further on the fulfillment of conditions for the formal concession without further financial support.

Pursuant to the Amended Option Agreement and a third supplemental agreement dated 5 March 2012 between the Company, Mr. Wang and Mr. Zhou, among other things, Mr. Wang and Mr. Zhou undertook to the Company that the net profits (the “Guaranteed Profit”) of the operations of the Changdongshun Group as shown in their audited accounts, under Hong Kong/ International Financial Reporting Standards, for each of the six years ending 31 December 2017 (the “Guaranteed Period”), shall not be less than certain amounts. If the actual net profit of the Changdongshun Group as shown in their audited accounts for any relevant Guaranteed Period is less than the relevant Guaranteed Profit (the “Shortfall”), Mr. Wang and Mr. Zhou shall jointly and severally compensate the Shortfall to the Changdongshun Group, on a dollar-for-dollar basis in cash, failing which the Company has the option to acquire all the remaining effective interest (including shareholder’s loan, if any) in the Holding Company, all the remaining effective interest in the Intermediate Holding Company held by the Holding Company and the remaining interest in the subsidiaries of Beijing Changdongshun at the consideration of HK\$1.00. Valuation on the remaining effective interest will be performed and if the valuation of such interests is less than the Shortfall, Mr. Wang and Mr. Zhou will be required to remain liable for any such difference. For the year ended 31 December 2012, being the first year of the Guaranteed Period, the Guaranteed Profit was HK\$50.0 million. Due to the loss-making status of the Changdongshun Group, the Group has decided against taking over the interest of the Holding Company and the remaining interest in the subsidiaries of Beijing Changdongshun. The Company has attempted to seek compensation from Mr. Wang and Mr. Zhou as to the Shortfall. However, the Group was not able to reach an agreement with Mr. Wang and Mr. Zhou on the amount of compensation.

After taking into consideration the above factors, including but not limited to (i) the possibility that the future financial statements of the Company may continue to bear a disclaimer opinion as to the balances related to the Changdongshun Group; and (ii) advice from the legal advisors as to the time and costs in pursuing litigation against Mr. Wang and Mr. Zhou, the Directors believe that, instead of spending additional costs, time and resources in pursuing litigation, it would be in the interests of the Group to pursue a speedy resolution of the investment in the Intermediate Holding Company in the form of the Disposal and re-coup the original cost of the Changdongshun Acquisition, the First Tranche Option and the Second Tranche Option of HK\$315.0 million.

In addition, the Directors consider that the financial and management resources of the Group would be better used in other existing business interests of the Group and/or any potential acquisition opportunities, and accordingly the Directors consider that it is in the interests of the Company to dispose of the 49% equity interest in the Intermediate Holding Company. The Disposal would enable the Company to exit from the investment in the Intermediate Holding Company, re-coup the full amount (before deducting any transaction costs) of the investment in the Changdongshun Group and re-deploy its resources to other projects which may benefit the Company.

Although the Directors are disappointed with the investment in the Changdongshun Group, having considered the favourable factors of the natural gas industry in the PRC, including but not limited to, the PRC Government's initiative to reduce pollution, the Directors believe that the investment in the Changdongshun Group is an isolated case and would continue to identify and invest in natural gas projects which offer promising prospects.

Based on the above, in particular, (i) the uncertainty, time and costs in the event that the Company has to pursue with any litigation against Mr. Wang and Mr. Zhou; (ii) the consideration of HK\$315.0 million representing the aggregate consideration paid by the Company under the Changdongshun Acquisition; and (iii) the estimated gain on Disposal, the Directors (excluding the independent non-executive Directors who will express their view after receiving advice from the independent financial advisor) are of the view that the terms of the Disposal Agreement and transactions contemplated therein are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

USE OF PROCEEDS

The Company intends to use the net proceeds for the capital expenditure on the Group's existing projects, investment on other natural gas or property projects which offer promising prospects and general working capital purposes. Given that the settlement of the aggregate consideration of HK\$315.0 million is one of the conditions precedent which has to be fulfilled on or before the long stop date, being 2 December 2013, the Group has not yet determined the specific usage of the net proceeds as at the date of this announcement.

IMPLICATION OF THE LISTING RULES

As certain of the applicable percentage ratios as calculated under Rule 14.07 of the Listing Rules exceed 25% but less than 75%, the Disposal constitutes a major disposal for the Company under the Listing Rules which is subject to the reporting, announcement and shareholders' approval requirements.

Mr. Wang is the father of Mr. Wang Zi Yan, who is interested in 10% equity interest in Xinan Zhongjing, a non-wholly owned subsidiary of the Company. Accordingly, Mr. Wang is an associate of a substantial shareholder of a subsidiary of the Company and hence, a connected person under the Listing Rules. As such, the transaction as contemplated under the Disposal also constitutes a connected transaction of the Company under Rule 14A.13(1)(a) of the Listing Rules. Accordingly, Mr. Wang and his associates will be required to abstain from voting in respect of the resolution approving the Disposal Agreement and the transactions contemplated thereunder. Given the business relationship between Mr. Wang and Mr. Zhou and Mr. Zhou is also a party to the Disposal Agreement, Mr. Zhou and his associates will also abstain from voting in respect of the Disposal. As at the date of this announcement, to the Directors' best knowledge and belief, no Shares were held by Mr. Wang, Mr. Zhou and their respective associates.

GENERAL

An independent board committee, comprising the independent non-executive Directors, will be established to consider the terms of the Disposal and advise the Independent Shareholders as to whether the transaction under the Disposal was entered into in the ordinary and usual course of business, and the terms of the Disposal were agreed on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

An independent financial advisor will be appointed to advise the independent board committee and the Independent Shareholders as to whether the transaction under the Disposal was entered into in the ordinary and usual course of business, and the terms of the Disposal were agreed on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

A circular containing inter alia, (i) further details of the Disposal; (ii) the recommendation of the independent board committee to the Independent Shareholders; (iii) the letter from an independent financial advisor to both the independent board committee of the Company and the Independent Shareholders; and (iv) the notice of EGM, will be despatched to the Shareholders on or before 3 May 2013 to allow sufficient time for the preparation of the relevant information for inclusion in the circular.

DISCLAIMER OPINION OF AUDITOR'S REPORT

On 28 March 2013, the Company announced the results of the Group for the year ended 31 December 2012, setting out therein was an extract of the independent auditor's report containing a disclaimer of opinion to the effect that the auditors of the Company have not been able to obtain sufficient appropriate audit evidence relating to Intermediate Holding Company and its subsidiaries to provide a basis for an audit opinion and accordingly, they do not express an opinion on the consolidated financial statements and as to whether the consolidated financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 21 March 2013 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 5 April 2013.

DEFINITIONS

Unless the context otherwise require, the following expressions have the following meanings in this announcement:

“Amended Option Agreement”	the amended option agreement dated 28 April 2011 entered into between the Company, Mr. Wang and Mr. Zhou amending the terms and conditions of the Option Agreement
“associates”	has the same meaning as defined in the Listing Rules
“Beijing Changdongshun”	北京昌東順燃氣有限公司 (Beijing Changdongshun Gas Limited*), a company established in the PRC with limited liability
“Board”	the board of Directors
“Business Day”	a day on which banks are open for general banking business in Hong Kong other than a Saturday

“Changdongshun Acquisition”	the acquisition of 49% of the equity interest in the Intermediate Holding Company from Mr. Wang and Mr. Zhou at a consideration of HK\$300.0 million, which was completed on 30 December 2011
“Changdongshun Group”	Beijing Changdongshun and its subsidiaries
“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
“Completion”	completion of the Disposal Agreement
“Director(s)”	the director(s) of the Company
“Disposal”	being (i) the 49% equity interest in the Intermediate Holding Company; and (ii) the cancellation of the Second Tranche Option, representing the option to acquire the remaining 51% effective interests in Beijing Changdongshun and interests in certain natural gas projects excluded from the Changdongshun Acquisition as these projects were deemed unsuitable at the time for the Changdongshun Acquisition
“Disposal Agreement”	the agreement dated 20 March 2013 entered into by the Company, Mr. Wang and Mr. Zhou in respect of the Disposal
“EGM”	an extraordinary general meeting of the Company to be convened to consider and, if thought fit, to approve the Disposal Agreement and the transactions contemplated thereunder
“First Tranche Option”	the option granted by Mr. Wang and Mr. Zhou to the Company under the Amended Option Agreement, whereby the Company had the option to enter into the Changdongshun Acquisition
“Group”	the Company and its subsidiaries
“Holding Company”	北京中澳綠能科技發展有限公司 (Beijing Zhongao Green Energy Technology Development Limited*), a limited liability company established in the PRC, is interested in 51% equity interest in the Intermediate Holding Company as at the date of this announcement
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholders”	Shareholders other than Mr. Wang and his associates

“Independent Third Party(ies)”	person(s), or in the case of companies, their ultimate beneficial owner(s), who are independent of and not connected with the Company and its subsidiaries and its connected persons or in the case of a corporation (the ultimate beneficial owner) and their respective associates
“Intermediate Holding Company”	北京中港綠能投資諮詢有限公司 (Beijing Zhonggang Green Energy Investment Consulting Co., Ltd.*), a limited liability company established in the PRC and an indirect 49%-owned associate of the Company, which is the holding company of Beijing Changdongshun
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Wang”	Mr. Wang Fa Hui (王發輝)
“Mr. Zhou”	Mr. Zhou Jian Hong (周建宏)
“Option Agreement”	the option agreement entered into by the Company, Mr. Wang and Mr. Zhou on 5 November 2010, in relation to, among other things, the First Tranche Option and the Second Tranche Option
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, Macao and Taiwan
“Second Tranche Option”	the option to acquire the remaining 51% effective interest in the Intermediate Holding Company and interests in certain natural gas projects excluded from the Changdongshun Acquisition as these projects were deemed unsuitable at the time for the Changdongshun Acquisition
“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
“WOFE”	南通盛階基礎設施建設有限公司 (Nantong Shengjie Infrastructure Development Limited*), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company
“Xinan Zhongjing”	新安中京燃氣有限公司 (Xinan Zhongjing Gas Company Limited*), a company established in the PRC with limited liability, an indirect 90%-owned subsidiary of the Company

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	Percentage

For the purpose of this announcement, conversions of Reminbi into Hong Kong dollars are based on the approximate exchange rate of RMB80.1=HK\$100.0.

By Order of the Board
China Infrastructure Investment Limited
YE De Chao
Chairman

Hong Kong, 3 April 2013

As at the date of this announcement, the Board comprises Mr. Ye De Chao, Mr. Zhu Hai Hua, Mr. Zhou Guo Chang, Mr. Ji Xu Dong, Mr. Xu Xiao Jun and Ms. Lee Siu Yuk, Eliza as executive Directors; and Mr. He Jin Geng, Mr. Yu Hong Gao and Mr. Yuen Hon Ming, Edwin as independent non-executive Directors.

* *For identification purposes only*