



CHINA INFRASTRUCTURE HOLDINGS LIMITED

(Company Registration No. 23356)

(Incorporated in Bermuda)

(the "Company")

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a SPECIAL GENERAL MEETING of the Company will be held at Merchant Court Ballroom, Section B, Swissotel Merchant Court, 20 Merchant Road, Singapore 058281 on 8 March 2010 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolutions:

ORDINARY RESOLUTION

1. Proposed Adoption of the CIHL Share Option Scheme

THAT:

- (a) the share option scheme to be known as the "CIHL Share Option Scheme" (the "Scheme"), under which options will be granted to such persons on such terms and conditions and in accordance with such rules as set out in the Company's Circular to Shareholders dated 10 February 2010, be and is hereby approved; and
- (b) the Directors of the Company be and are hereby authorised:
 - (i) to implement and establish the Scheme;
 - (ii) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and
 - (iii) to offer and grant options in accordance with the provisions of the Scheme (including, subject to the passing of Resolution 1 (c) below, options over Shares at a subscription price per Share set at a discount to the market price of a Share) and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Scheme, provided that the aggregate number of new Shares to be issued pursuant to the Scheme shall not exceed 15% of the issued ordinary share capital of the Company from time to time.

AND THAT:

- (c) subject to and contingent upon the passing of Ordinary Resolution 1 (a) and (b) above, approval be and is hereby given for offers and grants of options to be made pursuant to and during the subsistence of the CIHL Share Option Scheme with subscription prices that are set at, or adjusted by, a discount to the market price of the Shares (as determined in accordance with the provisions of the CIHL Share Option Scheme), and in no event shall the subscription price for a Share be less than the nominal value of the Share.

2. Proposed Adoption of the CIHL Performance Share Plan

THAT:

- (a) the share award scheme to be known as the "CIHL Performance Share Plan" (the "Plan"), under which awards ("Awards") of fully-paid Shares will be issued free of charge to such persons on such terms and conditions and in accordance with such rules as set out in the Company's Circular to Shareholders dated 10 February 2010, be and is hereby approved; and
- (b) the Directors of the Company be and are hereby authorised:
 - (i) to implement and establish the Plan;
 - (ii) to modify and/or amend the Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Plan and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan; and
 - (iii) to grant Awards in accordance with the provisions of the Plan and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the grant of the Awards under the Scheme, provided that the aggregate number of new Shares to be issued pursuant to the Plan shall not exceed 15% of the issued ordinary share capital of the Company from time to time.

3. Proposed Diversification of the Company's Core Business

THAT the core business of the Company be and is hereby diversified to include businesses in energy and natural resources ownership, development, mining and exploration, production and management activities as set out in the Company's Circular to Shareholders dated 10 February 2010.

SPECIAL RESOLUTION

1. Proposed Change of Company's Name

THAT subject to the approval of the Registrar of Companies in Bermuda, the name of the Company be changed from "China Infrastructure Holdings Limited" to "China International Holdings Limited", and the Directors of the Company be and are hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect, implement and complete the change of name of the Company.

2. Proposed Amendments to the Bye-Laws of the Company

THAT:

- (a) Bye-Law 85 be and is hereby amended; and
- (b) new Bye-Law 145 (C) be inserted into the Bye-Laws, in the manner and to the extent as set out in the Appendix A of the Company's Circular to Shareholders dated 10 February 2010.

BY ORDER OF THE BOARD

Shan Chang

Chairman

Date: 10 February 2010

Notes:

- (1) With the exception of CDP (which may appoint more than two proxies), a member of the Company who is entitled to attend and vote at the SGM is entitled to appoint no more than two proxies to attend the meeting and vote in his stead. A proxy need not be a member of the Company.
- (2) A Depositor whose name appears in the Depository Register as maintained by CDP and who wishes to attend and vote at the SGM, or appoint a proxy to attend and vote on his behalf thereat, should complete, sign and return the attached proxy form in accordance with the instructions printed thereon. A Depositor that has appointed a proxy to attend and vote at the SGM on his behalf may attend and vote in person at the SGM if he so wishes.
- (3) All proxy forms must be lodged at the office of the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., at 3 Church Street #08-01 Samsung Hub, Singapore 049483, up to 21 February 2010 and from 22 February 2010 at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the SGM in order for the proxy to be entitled to attend and vote at the SGM.