



## CHINA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda)

(Company Registration Number 23356)

### NOTICE OF SPECIAL GENERAL MEETING

*All capitalised terms used in this Notice which are not defined herein shall have the same meanings ascribed to them in the Circular.*

**NOTICE IS HEREBY GIVEN** that a Special General Meeting ("**SGM**") of China International Holdings Limited ("**Company**") will be held at 9.30 a.m. on 12 August 2013 at Marquis Room, Level 2 Copthorne King's Hotel, 403 Havelock Road, Singapore 169632, for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

#### **Ordinary Resolution:**

#### **SHAREHOLDERS' APPROVAL FOR THE PROPOSED ACQUISITION**

That:

- (a) the Proposed Acquisition entered into between the Company and the Vendor (as set out in the circular dated 24 July 2013 issued by the Company to the Shareholders (the "**Circular**")), being a very substantial acquisition for the purposes of Chapter 10 of the Listing Manual ("**Chapter 10**") is hereby approved and confirmed; and
- (b) the directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things (including but not limited to the execution of all such agreements and documents as may be required) as they/he/she may consider necessary, desirable, expedient or in the interests of the Company to give effect to this Ordinary Resolution as they or he may deem fit.

#### **BY ORDER OF THE BOARD**

Shan Chang  
Non-Executive Chairman

24 July 2013

#### **Notes:**

Unless The Central Depository (Pte) Limited ("**CDP**") specifies otherwise in a written notice to the Company, CDP shall be deemed to have appointed as CDP's proxies to vote on behalf of CDP at the SGM each of the Depositors who are individuals and whose names are shown in CDP's records as at a time not earlier than forty-eight (48) hours prior to the time of the SGM. Therefore, Depositors who are individuals can attend and vote at the SGM without the lodgement of any Depositor Proxy Form (as defined below).

A Depositor registered and holding Shares through CDP who is an individual but is unable to attend the SGM personally and wishes to appoint a nominee to attend and vote on his/her behalf as CDP's proxy must complete, sign and return the proxy form which is despatched together with this Circular to Depositors ("**Depositor Proxy Form**") completed by CDP in accordance with the instructions printed thereon and deposit the duly completed Depositor Proxy Form at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the SGM. Similarly, a Depositor who is a corporation and who wishes to attend the SGM must submit the Depositor Proxy Form for the appointment of nominees(s) to attend and vote at the SGM on its behalf as CDP's proxy.

If a Shareholder who is not a Depositor is unable to attend the SGM and wishes to appoint a proxy to attend and vote at the SGM in his stead, then he should complete and sign the proxy form despatched to Shareholders who are not Depositors ("**Shareholder Proxy Form**") and deposit the duly completed Shareholder Proxy Form at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the SGM. Such proxy need not be a member of the Company.

To be effective, the Depositor Proxy Form or the Shareholder Proxy Form must be deposited by a Depositor or a Shareholder (as the case may be) at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, no later than 9.30 a.m. on 10 August 2013.

The completion and return of the Depositor Proxy Form or the Shareholder Proxy Form will not prevent him from attending and voting in person at the SGM if he wishes to do so, in place of his/her/its proxy.