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CNNC INTERNATIONAL LIMITED

中核國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2302)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of CNNC International Limited (the “Company”) will be held at Boardroom V, Ground Floor, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 15 July 2011 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the terms of the Agreement dated 7 May 2011 (as defined in the circular of the Company dated 15 June 2011) (the “Circular”) of which this notice forms part (a copy of the Agreement is produced to the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between the Company as vendor, Crown Regent Investments Limited as purchaser and Mr. Tsang Chiu Wai and Mr. Kong Cheuk Leun, Trevor as purchaser’s guarantors in relation to, amongst other things, the Disposal (as defined in the Circular) and the transactions contemplated under the Agreement be and are hereby approved and adopted; and the entering into of the Agreement by the Company and the execution thereof be and are hereby approved, confirmed and ratified; and
- (b) the directors be authorised to determine all matters in relation to the Agreement and all documents executed pursuant to the Agreement and/or any amendments respectively thereto and/or otherwise in relation respectively thereto.”

By Order of the Board
CNNC International Limited
中核國際有限公司*
Qiu Jiangang
Chairman

Hong Kong, 15 June 2011

Notes:

1. The instrument appointing proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer hereof if shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
2. Any member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a registered shareholder of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
3. To be valid, the instrument appointing proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 138 Queen's Road East, Wanchai, Hong Kong not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
4. Completion and return of the instrument appointing proxy will not preclude a member of the Company from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should the member so desires, and in such event, the instrument appointing proxy shall be deemed to be revoked.

As at the date of this announcement, the board of directors of the Company comprises chairman and non-executive director, namely, Mr. Qiu Jiangang, executive directors, namely, Mr. Han Ruiping and Mr. Xu Hongchao, non-executive director, namely, Mr. Chen Xinyang and independent non-executive directors, namely, Mr. Cheong Ying Chew Henry, Mr. Cui Liguo and Mr. Zhang Lei.

* *For identification purpose only*