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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of CNNC International Limited (the “**Company**”) will be held at Boardroom 6, Mezzanine Floor, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong at 3:30 p.m. on Friday, 31st May, 2013 for the purpose of considering and, if thought fit, passing with or without amendments the following resolution which will be proposed as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT:**

the performance by the Group of the transactions contemplated under the agreement and the annual caps referred to in the agreement (the “**Framework Agreement**”) dated 23rd April, 2013 entered into between the Company and CNNC (a copy of which has been produced at this Meeting and marked “A” and initialed by the chairman of this Meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and that the directors of the Company be and are hereby authorised to do all such acts and things and to take such steps (which are ancillary to the Framework Agreement and of administrative nature) as they may consider necessary, desirable or expedient to give effect to or in connection with the Framework Agreement or any of the transactions contemplated thereunder (which are ancillary to the Framework Agreement and of administrative nature)”

By order of the Board  
**CNNC International Limited**  
中核國際有限公司  
Cai Xifu  
Chairman

Hong Kong, 15th May, 2013

*Registered Office:  
P.O. Box 309GT  
Ugland House  
South Church Street  
Grand Cayman  
Cayman Islands*

*Head office and principal place of business in Hong Kong:  
Unit 2809, 28th Floor  
China Resources Building,  
26 Harbour Road  
Wanchai  
Hong Kong*

*Notes:*

1. A form of proxy to be used for the meeting is enclosed with the circular of the Company despatched to the shareholder of the Company on 15th May, 2013.
2. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
4. The instrument appointing a proxy and 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 to the head office of the Company in Hong Kong at Unit 2809, 28th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting at which the person named in the instrument proposes to vote. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
6. As at the date of this notice, the Board comprises non-executive director and chairman, namely, Mr. Cai Xifu, executive directors, namely, Mr. Zhang Hongqing and Ms. Wang Ying, non-executive director, namely, Mr. Xu Shouyi and independent non-executive directors, namely, Mr. Cheong Ying Chew Henry, Mr. Cui Liguang and Mr. Zhang Lei.