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CITIC 1616 HOLDINGS LIMITED

中信1616集團有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 01883)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of CITIC 1616 Holdings Limited (the “**Company**”) will be held at Island Ballroom, Level 5, Island Shangri-La Hotel, Two Pacific Place, Supreme Court Road, Hong Kong on Wednesday, 5 May 2010 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the entry into of the Sale and Purchase Agreement (as defined in the circular to the shareholders of the Company dated 19 April 2010 (the “**Circular**”), a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for identification purpose, and the transactions contemplated thereunder be and are hereby confirmed, approved, authorised and ratified;
- (b) the Directors of the Company be and are hereby authorised and granted a specific mandate to allot and issue 405,826,087 Consideration Shares (as defined in the Circular) to CITIC Pacific Limited (or its nominees) in settlement of part of the Consideration (as defined in the Circular) in accordance with the terms and conditions of the Sale and Purchase Agreement;
- (c) the allotment and issue of the Consideration Shares credited as fully paid at the issue price of HK\$2.30 per Consideration Share be and are hereby approved; and

- (d) any one director of the Company or any two directors of the Company, if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company to) any such documents, instruments and agreements and to do any such acts or things as may be deemed by him/them in his/their absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in the Sale and Purchase Agreement and the transactions contemplated thereunder.”

By Order of the Board
CITIC 1616 Holdings Limited
Xin Yue Jiang
Chairman

Hong Kong, 19 April 2010

Notes:

- (i) A member who is the holder of two or more shares may appoint more than one proxy to attend in the same occasion. A proxy need not be a member of the Company.
- (ii) Whether or not you intend to attend the EGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof if you so wish. In the event that you attend the EGM, your form of proxy will be deemed to have been revoked.
- (iii) To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney, must be deposited at the Company's registered office and principal place of business at 8th Floor, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (iv) In the case of joint registered holders of any shares, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint registered holders be present at the EGM, either in person or by proxy, the vote of that one of them so present, either in person or by proxy, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

The Directors of the Company as at the date of this announcement are: Executive Directors: Xin Yue Jiang (Chairman), Yuen Kee Tong and Chan Tin Wai, David; Non-Executive Directors: Kwok Man Leung and Fei Yiping; and Independent Non-Executive Directors: Yang Xianzu, Liu Li Qing and Kwong Che Keung, Gordon.