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CHINA INVESTMENTS HOLDINGS LIMITED

中國興業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 132)

NOTICE OF SECOND SPECIAL GENERAL MEETING OF 2018

NOTICE IS HEREBY GIVEN THAT the second special general meeting of 2018 of China Investments Holdings Limited (the “**Company**”) will be held at Luxembourg Room, 3rd Floor, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 25 May 2018 at 10:50 a.m. (or such time immediately following the conclusion (or adjournment) of the first special general meeting of 2018 of the Company to be held on the same day and at the same place, whichever is later) to consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:–

ORDINARY RESOLUTION

“**THAT:**

- (a) the capital contribution agreement (the “**Capital Contribution Agreement**”, a copy of which has been produced before the meeting marked “A” and initialed by the chairman of the meeting for identification purpose) dated 28 March 2018 entered into amongst 佛山市南海康美投資有限公司 (Foshan City Nanhai Canmanage Investments Holdings Limited*) (“**Nanhai Canmanage**”), a wholly-owned subsidiary of the Company, 佛山市南海區聯華資產經營管理有限公司 (Foshan City Nanhai District Lianhua Asset Operation & Management Co., Ltd*) (“**Nanhai Lianhua**”), 廣東省南海化工總廠有限公司 (Guangdong Nanhai Chemical Factory Co., Ltd.*) (“**Nanhai Chemical**”), and 廣東天諾民爆有限公司 (Guangdong Tiannuo Civil Explosives Co., Ltd.*)

* For identification purpose only

(the “**Target Company**”), in relation to the contribution of RMB130,333,102.44 and RMB5,319,718.47 to the capital of the Target Company respectively by Nanhai Canmanage and Nanhai Lianhua and all such acts and things as may be necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the transactions by the Company and any of its subsidiaries contemplated thereunder or in connection therewith (including the grant of the Sale Option, as defined below) be and are hereby approved, confirmed and ratified; and

- (b) the transactions by the Company and any of its subsidiaries (including all such acts and things as may be necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to such transactions) pursuant to any exercise of the right granted to Nanhai Canmanage to require Nanhai Chemical to acquire all its equity interests in the Target Company with a consideration equivalent to the capital contribution amount paid by Nanhai Canmanage (together with interest on such amount at a rate equivalent to the benchmark loan interest rate for an one-year loan offered by the People’s Bank of China plus 20%) (“**Sale Option**”) as contemplated under the Capital Contribution Agreement, be and are hereby approved.”

On behalf of
China Investments Holdings Limited
HE Xiangming
Chairman

Hong Kong, 9 May 2018

Head Office and Principal Place of Business:

Unit 501, Wing On Plaza,
62 Mody Road,
Tsimshatsui,
Kowloon, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the principal place of business of the Company at Unit 501, Wing On Plaza, 62 Mody Road, Tsimshatsui, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude any member from attending and voting at the meeting if the member so wishes and in such event, the proxy form shall be deemed to be revoked.
3. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, the vote of the such holder so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.

As at the date of this announcement, the Board consists of five executive Directors, namely Mr. HE Xiangming (Chairman), Mr. LIN Pingwu (Managing Director), Mr. YOU Guang Wu (Director), Mr. HUANG Zhihe (Deputy Managing Director) and Ms. WANG Xin (Deputy Managing Director) and three independent non-executive Directors, namely Mr. CHAN Kwok Wai, Mr. CHEN Da Cheng and Mr. DENG Hong Ping.