



中國基建投資有限公司
China Infrastructure Investment Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 600)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting of China Infrastructure Investment Limited (the “Company”) be held at MJC Members’ Clubhouse, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road, Hong Kong on 6 June 2008 at 3 p.m. for the following purposes:

As ordinary business:

1. To receive, consider and adopt the audited financial statements and the reports of the directors (“Directors”) and auditors of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2007.
- 2a. To re-elect Mr. Law Kar Po as an executive director of the Company.
- 2b. To re-elect Ms. Lee Siu Yuk, Eliza as an executive director of the Company.
- 2c. To re-elect Mr. Gao Feng as an executive director of the Company.
- 2d. To re-elect Mr. Lau Wai Ming as an Independent non-executive director of the Company.
- 2e. To re-elect Mr. Kwok Hong Yee, Jesse as an Independent non-executive director of the Company.
- 2f. To re-elect Mr. Li Kam Fai, Dominic as an Independent non-executive director of the Company.
3. To authorize the board of directors of the Company to fix the Directors’ remuneration.
4. To re-appoint the retiring auditors and authorize the board of Directors to fix the remuneration of the auditors of the Company.

5. To consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolution:

(A) **“THAT:**

(1) a general mandate be and is hereby unconditionally granted to the Board of Directors of the Company during the Relevant Period to issue, allot or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power, subject to the following conditions:

(a) such mandate shall not extend beyond the Relevant Period save that the Board of Directors of the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers at any time during or after the end of the Relevant Period; and

(b) the aggregate nominal amount of shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the Board of Directors of the Company pursuant to such mandate, otherwise than pursuant to (i) a Right Issue; or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of any option under any share option scheme of the Company adopted by its shareholders for the grant or issue to employees of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire shares of the Company; or (iv) any scrip dividend or other similar scheme implemented in accordance with the Memorandum and Articles of Association of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and

(2) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within the next annual general meeting of the Company is required by its Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; and

- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Board of Directors of the Company to holders of shares on its Register of Members on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangement as the Board of Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

(B) **“THAT:**

- (3) a general mandate be and is hereby unconditionally granted to the Board of Directors of the Company during the Relevant Period to exercise all powers of the Company to repurchase shares in the capital of the Company subject to the following conditions:
 - (a) the exercise of all powers pursuant to such mandate shall be subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other applicable stock exchange; and
 - (b) the aggregate nominal amount of shares in the share capital of the Company which may be purchased pursuant to such mandate shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution;
- (4) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company as required by its Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) “**THAT** the general mandate granted to the Board of Directors of the Company pursuant to the authority given in the resolution set out in item 5(A) in the notice convening this Meeting to issue, allot or otherwise deal with additional shares of the Company during the Relevant Period (as defined in that Resolution) be and is hereby extended by the addition to the aggregate nominal amount of shares in the capital of the Company which may be issued, allotted or otherwise dealt with pursuant to such general mandate of an amount representing the aggregate nominal amount of shares in the capital of the Company purchased by the Board of Directors of the Company pursuant to their exercise of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.”
6. To consider and, if thought fit, to pass the following resolutions with or without amendments as special resolution:
- “**THAT** the existing Articles of Association be and is hereby amended by deleting Article 86 (B) and substituting therefore the following new article:
- 86 (B) Where the members of the Company is a recognised clearing house (within the meaning of the securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) or its nominee(s), it may authorise such person or persons as it thinks fit to act as its representative(s) or (or proxies) at any members’ meeting provided that, if more than one person is so authorised, the authorisation or proxy form must specify the number and class of warrants in respect of which each such person is so authorised. The person so authorised will be entitled to exercise the same power on behalf of the recognised clearing house as that clearing house or its nominee(s) could exercise as if such person were an individual member of the Company.
- 86 (C) Authorised representative(s) and proxy(ies) shall be entitled to vote in respect of a resolution whether such resolution is to be passed by a show of hands or by poll.”

By order of the Board
China Infrastructure Investment Limited
Law Chun Choi
Company Secretary

Hong Kong, 5 May 2008

Notes:

- (1) A member entitled to attend and vote at the Meeting (if a Member who is the holder of two or more shares) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong registrar and transfer office, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so desire.

As at the date of this announcement, the Board comprises Mr. Law Kar Po, Mr. Hoi Man Pak, Mr. Choy Wang Kong, Mr. Gao Feng, Mr. Yong Wing Tai, William, Mr. Chang Kin Tong, Ms. Law Wing Yee, Wendy and Ms. Lee Siu Yuk, Eliza as executive Directors; Mr. Leonel Alberto Alves as non-executive Director; and Mr. Lau Wai Ming, Mr. Kwok Hong Yee, Jesse and Mr. Li Kam Fai, Dominic as independent non-executive Directors.