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**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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“Meeting”) of China Infrastructure Investment Limited (the “Company”) will be held at MJC Members’ Clubhouse, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 19 November 2012 at 2:30 p.m. for the following purposes:

**ORDINARY RESOLUTION**

**“THAT:**

- (a) the subscription by Keen Gate Developments Limited (the “Subscriber”), a wholly-owned subsidiary of the Company, of 10,935,769 shares of par value of HK\$1.00 each (“Subscription”) in Forward Investment (PRC) Company Limited (“Forward Investment”) (representing approximately 40% equity interest after the capitalisation of the entire shareholder’s loan (the “Loan Capitalisation”) due by Forward Investment to Modern Admission Group Limited (“Modern Admission”) at the completion of the Loan Capitalisation and the Subscription) at a consideration of HK\$300,000,000 pursuant to a subscription agreement dated 27 September 2012 between the Subscriber, Forward Investment, Mr. Ye De Chao (the Vice Chairman, the Chief Executive Officer, an executive Director and a substantial shareholder of the Company), Modern Admission and Mr. Lee Kai Choi Eldon (the “Subscription Agreement”, a copy of which has been produced to the meeting and marked “A” and signed by the chairman of the meeting for identification purposes) and all transactions contemplated thereunder be and are hereby approved; and
- (b) the directors of the Company be and are hereby authorised to do all things and take all such actions as they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Subscription and any of the transactions contemplated under the Subscription Agreement.”

By Order of the Board  
**China Infrastructure Investment Limited**  
**Chan Kim Sun**  
*Company Secretary*

Hong Kong, 2 November 2012

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and, subject to the provisions of the Articles of Association of the Company, to vote on his behalf. A proxy need not be a shareholder of the Company but must be present in person at the meeting to represent the shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly 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 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 thereof, it 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 facts.
3. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, to the Company's branch share registrars in Hong Kong, 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 adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the meeting or any adjournment thereof should he so wish.
4. In the case of joint holders of shares of the Company, any one of such joint holders 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 are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the branch register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. At the meeting, the chairman thereof will exercise his power under Article 69 of the Articles of Association of the Company to put the above ordinary resolution to the vote of the shareholders of the Company by way of poll.

*As at the date of this announcement, the Board comprises Mr. Zhu Hai Hua, Mr. Ye De Chao, Mr. Zhou Guo Chang, Mr. Ji Xu Dong, Mr. Xu Xiao Jun and Ms. Lee Siu Yuk, Eliza as executive Directors; and Mr. He Jin Geng, Mr. Yu Hong Gao and Mr. Yuen Hon Ming, Edwin as independent non-executive Directors.*