

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement, for which the directors (the “Directors”) of CCID Consulting Company Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, there are no other matters the omission of which would make any statement herein or this announcement misleading.



賽迪顧問股份有限公司

## **CCID CONSULTING COMPANY LIMITED\***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock code: 08235)

[www.ccidconsulting.com](http://www.ccidconsulting.com)

### **H SHARES CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that an H shares class meeting (the “H Shares Class Meeting”) of the holders of H shares of CCID Consulting Company Limited (the “Company”) will be held at 10th Floor, CCID Plaza, No. 66 Zizhuyuan Road, Haidian District, Beijing, the People’s Republic of China on 25 November 2011 (Friday) at 4:15 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

#### **SPECIAL RESOLUTION**

##### **1. PROPOSED NEW SPECIFIC MANDATE**

**“THAT:**

(a) the directors of the Company (“Directors”) be and are hereby granted a specific mandate (information relating to the proposed specific mandate is set out in an announcement of the Company dated 10 October 2011 (the “Announcement”), and further information on the proposed specific mandate is set out in a circular dated 10 October 2011 to be despatched to the shareholders of the Company (the “Circular”)) to allot, issue and deal in additional H shares in the

share capital of the Company (the “H Shares”) and to make or grant offers, agreements and options in respect thereof, subject to the following terms:

(i) such specific mandate shall not extend beyond the Relevant Period (as defined below), save that the Directors may during the Relevant Period make or grant offers or options or enter into agreements which might require the exercise of such powers after the end of the Relevant Period;

(ii) the aggregate number of H Shares to be issued and allotted (whether pursuant to an option or otherwise) by the Directors shall not be more than 200,000,000 H Shares representing not more than approximately 28.57% of the total issued share capital of the Company as at the date of the Extraordinary General Meeting;

(iii) the board of Directors be at liberty to issue and allot the new H Shares under the specific mandate at a premium or a discount to the then market price of the H Shares at the time of such issue and allotment provided that the issue price per new H Share shall not be more than HK\$0.60 and shall not be lower than the higher of either (i) HK\$0.25; or (ii) the latest audited net asset value per share of the Company;

(iv) the board of Directors will only exercise its power under such specific mandate in accordance with the PRC Company Law and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and only if the necessary approvals from the China Securities Regulatory Commission, National Social Security Fund Council and State-owned Assets Supervision and Administration Commission of the State Council and/or other relevant PRC governmental authorities have been obtained;

(v) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution up to:

(i) the expiration of the 12-month period following the passing of this resolution; or

(ii) the revocation or variation of the authority given under this resolution by a special resolution of the shareholders of the Company in a general meeting or a class meeting, whichever is the earliest; and

(b) the net proceeds from the issue of the H Shares under the specific mandate contemplated in this resolution shall only be used for the proposed use of proceeds set out in the Announcement and the Circular.”

## **ORDINARY RESOLUTION**

### **II. PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS AND TO FIX THE SALARY**

A. To approve the appointment of Mr. Luo Wen (羅文), has been proposed to be appointed as executive director of the

- Company with effect from 25 November 2011 to 25 November 2014;
- B. To approve the appointment of Mr. Li Jun (李峻), has been proposed to be appointed as executive director of the Company with effect from 25 November 2011 to 25 November 2014;
- C. To approve the appointment of Mr. Hong Jingyi (“洪京一”), has been proposed to be appointed as non executive director of the Company with effect from 25 November 2011 to 25 November 2014;
- D. To approve the appointment of Mr. Lu Shan (廬山), has been proposed to be appointed as non executive director of the Company with effect from 25 November 2011 to 25 November 2014;
- E. To approve the appointment of Mr. Wang Peng (王鵬), has been proposed to be appointed as non executive director of the Company with effect from 25 November 2011 to 25 November 2014;
- F. To approve the appointment of Mr. Guo Xinping (郭新平), has been proposed to be appointed as independent non executive director of the Company with effect from 25 November 2011 to 25 November 2014;
- G. To approve the appointment of Mr. Han Fuling (韓複齡), has been proposed to be appointed as independent non executive director of the Company with effect from 25 November 2011 to 25 November 2014;
- H. To approve the appointment of Ms. Li Xuemei (李雪梅), has been proposed to be appointed as independent non executive director of the Company with effect from 25 November 2011 to 25 November 2014;
- I. To approve the appointment of Mr. Gong Chenghe (宮承和), has been proposed to be appointed as supervisor of the Company with effect from 25 November 2011 to 25 November 2014;
- J. To approve the appointment of Mr. Zhao Zeming (趙澤明), has been proposed to be appointed as supervisor of the Company with effect from 25 November 2011 to 25 November 2014;
- K. To authorize the board of directors to, for and on behalf of the Company, enter into a service contract with the director and supervisors appointed upon such terms and conditions as the board of directors shall think fit and to fix the remuneration of the respective director and supervisors and to do all such acts and things to give effect to such matter;
- L. To approve the resignation of Mr. Pan Xingwu (潘興午) as independent non executive director of the Company”

By order of the Board  
賽迪顧問股份有限公司  
**CCID Consulting Company Limited**  
**Luo Wen**  
*Chairman*

Beijing, PRC, 10 October 2011

As at the date of this announcement, Mr. Luo Wen and Mr. Li Jun are executive Directors, Mr. Hong Jingyi , Mr. Lu Shan and Mr. Wang Peng are the non-executive Directors, Mr. Guo Xinping, Mr. Han Fuling and Mr. Pan Xingwu are the independent non-executive Directors.

This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least seven days from the date of its posting and on the website of the Company at [www.ccidconsulting.com](http://www.ccidconsulting.com).

*\* for identification purpose only*

*Notes:*

- (a) Holders of H Shares of the Company are reminded that, pursuant to Article 39 of the Articles of Association, the register of members of the Company will be closed from 26 October 2011 to 25 November 2011, both days inclusive, during which period no change to the register of members will be allowed and no transfer of shares will be registered. The Company's shareholders, whose names appear on the register of members of the Company on 25 October 2011 (after closing of trading), are entitled to attend the Class Meeting and to vote thereat.
- (b) Holders of H Shares of the Company entitled to attend and vote at the Class Meeting of the holders of H Shares is entitled to appoint a proxy to attend and vote on his behalf in accordance with the articles of association of the Company. A proxy needs not be a shareholder of the Company. A shareholder holding two or more shares may appoint more than one proxy.
- (c) Where a shareholder of the Company appoints more than one proxy, his proxies may only vote in a poll.
- (d) To be valid, the proxy forms for the use of shareholders and, if such proxy form is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Company's H share registrar in accordance with Note (g) not less than 24 hours before the time scheduled for holding the Class Meeting of the holders of H Shares or adjourned meeting.
- (e) Shareholders of the Company who intend to attend the Class Meeting of the holders of H Shares are required to complete and return to the Company the enclosed confirmation slip by 5 November 2011. Further details are set out in the confirmation slip and explanation thereto.
- (f) Completion and return of the proxy forms and confirmation slip will not affect the right of the shareholders of the Company to attend and vote at the Class Meeting of the holders of H Shares, if the shareholders of the Company so desire and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (g) Holders of H Shares shall deliver the proxy forms (and a notarially certified copy of the power of attorney or other authority if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority) to the Company's H share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (h) Shareholders of the Company and proxies attending the Class Meeting of the holders of H Shares shall be responsible for their own transportation and accommodation expenses.