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CIL Holdings Limited

華建控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 00479)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of CIL HOLDINGS LIMITED (the “Company”) will be held on at Hong Kong Gold Coast Hotel, 1 Castle Peak Road, Gold Coast, Hong Kong on Friday, 30 December 2011 at 9:00 a.m. (“Annual General Meeting”) for the following purposes:

1. To receive and consider the audited financial statements, the directors’ report and the independent auditor’s report of the Company for the year ended 30 June 2011.
2. To re-elect directors of the Company and to fix their remuneration.
3. To re-appoint the auditor of the Company and to authorise the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

4. **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each in the share capital of the Company, 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 (the “Stock Exchange”) as amended from time to time, be and is hereby generally and unconditionally approved;

* *For identification purposes only*

- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to paragraph (a) above shall not exceed 10 percent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, ‘Relevant Period’ means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by Bermuda law or any applicable laws or the Bye-laws of the Company to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

5. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or grant shares of the Company or securities convertible into such shares, options, warrants or similar rights to subscribe for any shares of the Company or such convertible securities, and to make or grant offers, agreements or options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval given in paragraph (a) above, otherwise than pursuant to the exercise of any options granted under any share option scheme adopted by the Company or any offer of any class of securities of the Company made pro rata (apart from fractional entitlements) by the Company to holders of such class of securities (excluding any holder who is resident in a place where such offer is not permitted under the law of that place) or any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part

of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 20 percent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution, plus (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution) and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, ‘Relevant Period’ means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by Bermuda law or any applicable laws or the Bye-Laws of the Company to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the members of the Company in general meeting.”

6. “**THAT** subject to the passing of resolutions No. 4 and No. 5 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional shares of the Company pursuant to ordinary resolution 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution 4 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution.”

By Order of the Board
Chiu King Hoi
Company Secretary

Hong Kong, 7 December 2011

Notes:

1. The register of members of the Company will be closed from Wednesday, 28 December 2011 to Friday, 30 December 2011 (both days inclusive) during which period no transfer of share(s) will be effected. In order to determine the entitlement to attend and vote at the Annual General Meeting, all transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 9:00 a.m. on Wednesday, 28 December 2011.
2. A shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote instead of him/her in accordance with the Bye-laws of the Company. A proxy need not be a shareholder of the Company.
3. A proxy form for use at the Annual General Meeting is enclosed herewith.
4. To be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be) and in default thereof the proxy form and such power or authority shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. As at the date of this notice, the executive directors are Mr. Ke Jun Xiang (Chairman), Ms. Lo Yuen Lai (Deputy Chairman and Acting Chief Executive Officer), Mr. Simon Ng and Miss Yu Jieting. The non-executive director is Mr. Chow Yeung Tuen, Richard, and the independent non-executive directors are Mr. Kwok Yam Sheung, Mr. Chan Man Wai, Joman and Mr. Chan Siu Kay, Andy.

At the date of this announcement, the executive Directors are Mr. Ke Jun Xiang (Chairman), Ms. Lo Yuen Lai (Deputy Chairman and Acting Chief Executive Officer), Mr. Simon Ng and Miss Yu Jieting, the non-executive Director is Mr. Chow Yeung Tuen, Richard and the independent non-executive Directors are Mr. Kwok Yam Sheung, Mr. Chan Man Wai, Joman and Mr. Chan Siu Kay.