

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.



T E M U J I N

TEMUJIN INTERNATIONAL INVESTMENTS LIMITED

泰潤國際投資有限公司*

(incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 204)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (“SGM”) of Temujin International Investments Limited (the “Company”) will be held at Units 7809–13, 78/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 3 January 2012 at 2:30 p.m. to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

1. To consider and, if thought fit, pass the following resolution, with or without amendments, as a special resolution of the Company:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the name of the Company be changed to “China Investment Development Limited” and “中國投資開發有限公司” be adopted as the Chinese secondary name of the Company in place of “泰潤國際投資有限公司” which has been used for identification purposes only, and that any Director be and is hereby authorised to do all such acts and things and execute all documents he considers necessary or expedient in connection with or to give effect to such change of name of the Company and the adoption of the secondary name.”

* *For identification purposes only*

2. To consider and, if thought fit, pass the following resolution, with or without amendments, as a special resolution of the Company:

“**THAT** the Bye-laws of the Company be and are hereby amended in the following manner:

(a) Bye-law 1

- (i) By adding the following new definition in the existing Bye-law 1 after the definition of “Board”:

““**business day**” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day;”

- (ii) By adding the following new definition in the existing Bye-law 1 after the definition of “capital”:

““**Company Website**” shall mean the website of the Company, the address or domain name of which has been notified to members;”

- (iii) By adding the following new definition in the existing Bye-law 1 after the definition “**the Chairman**”:

““**clear days**” in relation to the period of notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;”

- (iv) By amending the existing sub-paragraph (v) of Bye-law 1 (definition of “ordinary resolution”) as follows:

By deleting the word “held” in the fourth line and replacing it with the words “of which notice has been duly given”.

- (v) By amending the existing sub-paragraph (gg) of Bye-law 1 (definition of “special resolution”) as follows:

By deleting the words “held in accordance with these Bye-laws at a general meeting” in the fifth line, deleting the words “specifying the intention to propose the resolution as a special resolution” in the sixth line, and adding the words “in accordance with these Bye-laws” following the words “has been duly given” in the seventh line.

- (vi) By adding the following new definition in the existing Bye-law 1 after the definition of “special resolution”:

“**Statutes**” means the Act and every other act of the Legislature of Bermuda for the time being in force applying to or affecting the Company, its memorandum of association and/or these Bye-laws;”

- (vii) By adding the following new definition in the existing Bye-law 1 after the definition of “**subsidiary**” and “**holding company**”:

“**substantial shareholder**” means a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Exchange from time to time) of the voting power at any general meeting of the Company;”

- (viii) By deleting the existing sub-paragraph (mm) of Bye-law 1 (“writing” or “printing”) in its entirety and substituting the following new sub-paragraph:

“expressions referring to “**writing**” or “**printing**” shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member’s election comply with all applicable Statutes, rules and regulations;”

- (b) Bye-law 7

By deleting the words “, and that any holder of shares of the class present in person or by proxy may demand a poll” from the twelfth and thirteen lines of the existing Bye-law 7.

- (c) Bye-law 23

By deleting the words “, on 14 days’ notice given” from the first line of the existing Bye-law 23.

- (d) Bye-law 24

By adding the words “but so that not less than 2 hours in each business day is to be allowed for inspection” after the words “as the Board may impose” in the second line of the existing Bye-law 24, adding the words “of the public” in the third line of the existing Bye-law 24 after the word “member”, deleting the words “and any other person on payment of such fee not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules) as the Board may determine for each inspection” from the third, fourth and fifth lines of the existing Bye-law 24, adding the words “of the public” in the fifth line of the existing Bye-law 24 after the word “member”, deleting the words “HK\$0.25, or” from the sixth line, deleting the word “lesser” from the seventh line, and adding

the words, “in accordance with the Statutes” in the seventh line after the words “as the Company may prescribe”.

(e) Bye-law 26

By deleting the existing Bye-law 26 in its entirety and substituting the following:

Every share certificate shall be issued under the seal or a facsimile thereof or with the seal printed thereon (or by other mechanical means in accordance with Bye-law 179) and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. No certificate shall be issued and representing shares of more than one class.

(f) Bye-law 27

By deleting the existing Bye-law 27 in its entirety and substituting the following:

“[RESERVED]”

(g) Bye-law 53

By deleting the existing Bye-law 53 in its entirety and substituting the following:

“The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers in accordance with the requirements of the Exchange or by any means in such manner as may be accepted by the Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”

(h) Bye-law 73

By deleting the words “and use its best endeavours to cause a notice to the effect that such declaration has been made to be published in the newspapers” in the eighth and ninth lines, and deleting the words “and cause another notice to the effect that the period of suspension has ended to be published in the newspapers” in the tenth and eleventh lines of the existing Bye-law 73.

(i) Bye-law 75

By deleting the existing Bye-law 75 in its entirety and substituting the following:

“The Net Asset Value and/or the Net Asset Value per share shall be published in accordance with the Listing Rules at such times as the Board may determine.”

(j) Bye-law 81

By deleting the existing Bye-law 81 in its entirety and substituting with the following:

“The Company may from time to time by special resolution, subject to any confirmation or consent required by law, reduce its authorised or issued share capital or, save for the use of share premium as expressly permitted by the Act, any share premium account or other undistributable reserve.”

(k) Bye-law 87

By deleting the existing Bye-law 87 in its entirety and substituting with the following:

“An annual general meeting shall be called by notice in writing of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by notice in writing of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by notice in writing of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Exchange, a general meeting may be called by shorter notice if it is so agreed:

- a. in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat; and
- b. in the case of any other meeting, by a majority in number of the members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.

The notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all members other than to such members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a member and to each of the Directors and the Auditors.”

(l) Bye-law 88

By deleting the existing Bye-law 88 in its entirety and substituting with the following:

“[RESERVED]”

(m) Bye-law 97

By deleting the existing Bye-law 97 in its entirety and substituting with the following:

“A resolution put to the vote of a meeting shall be decided by way of a poll save that the Chairman may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its members; and (ii) relate to the Chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.”

(n) Bye-law 98

By deleting the words “[RESERVED]” in the existing Bye-law 98 and substituting with the following:

“Where a resolution is voted on by a show of hands, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.”

(o) Bye-law 99

By deleting the words “at which the poll was demanded” from the fifth and sixth lines of the existing Bye-law 99.

(p) Bye-law 117

By adding the following words in the thirteenth line of the existing Bye-law 117 after the word “authorisation”:

“including, where a show of hands is allowed, the right to vote individually on a show of hands”

(q) Bye-law 136(c)

By deleting paragraph (c) of Bye-law 136 in its entirety and replaced with the word “[RESERVED]”.

(r) Bye-law 158

By deleting the words “and shall send to the Registrar of Companies of Bermuda a copy of such register and shall from time to time notify to the Registrar of Companies of Bermuda any change that takes place in relation to such Directors as required by the Act” from the existing Bye-law 158.

(s) Bye-law 174

By adding a new sentence “Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.” in the fourth line of the existing Bye-law 174 after the words “one or more of the Directors or alternate Directors.”

(t) Bye-law 179

By deleting the existing Bye-law 179 in its entirety and substituting with the following:

“The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. The securities seal which shall be a facsimile of the common seal with the word “Securities” engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. The Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed to or printed on certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed as aforesaid shall, as regards

all persons dealing in good faith with the Company be deemed to have been affixed to that instrument with the authority of the Directors previously given.”

(u) Bye-law 224

By deleting the first sentence of Bye-law 224. For the avoidance of doubt, the second sentence of the existing Bye-law 224 remains unchanged.

(v) Bye-law 225

By deleting the existing Bye-Law 225 in its entirety and substituting with the following:

“Subject to Section 88 of the Act and Bye-law 225A, a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.”

(w) Bye-law 225A and 225B

By adding the following new Bye-laws 225A and 225B after the existing Bye-law 225:

“225A.To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 225 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.”

“225B.The requirement to send to a person referred to in Bye-law 225 the documents referred to in that provision or a summary financial report in accordance with Bye-law 225A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Exchange, the Company publishes copies of the documents referred to in Bye-law 225 and, if applicable, a summary financial report complying with Bye-law 225A, on the Company Website or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”

(x) Bye-law 229

By deleting the existing Bye-law 229 in its entirety and substituting the following new Bye-law 229:

“229.Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company to a member shall be in writing or by cable, telex, or facsimile transmission message or other form of electronic transmission or communication and any such notice and document may be served or delivered by the Company on or to any member either personally or by sending it through the post in a prepaid envelope addressed to such member as his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by the member to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Exchange or, to the extent permitted by the applicable laws, by placing it on the Company Website or the website of the Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share, all notices shall be given to that one of the joint holders for the time being whose name stands first in the register and notice so given shall be deemed a sufficient service or delivery to all the joint holders.”

(y) Bye-law 233

By deleting the existing Bye-law 233 in its entirety and substituting the following new Bye-law 233:

“233.Any notice or other document:

- a. if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- b. if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company Website or the website of the Exchange is deemed given by the Company to a member on the day following that on which a notice of availability is deemed served on the member;
- c. if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and
- d. may be given to a member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”

(z) Bye-law 234

By deleting the existing Bye-law 234 in its entirety and substituting the following:

“[RESERVED]”

(aa) Bye-law 237

By deleting existing Bye-law 237 in its entirety and substituting with the following new Bye-law 237:

“237. Any notice or other document delivered or sent by post to or left at the registered address of any member in pursuance of these Bye-laws shall, notwithstanding that such member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such member as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.”

(bb) Subject to and conditional upon the passing of the special resolution numbered 1 as set out above, all references to “Temujin International Investments Limited” in the existing Bye-laws be replaced with “China Investment Development Limited with its secondary name 中國投資開發有限公司”.

3. To consider and, if thought fit, pass the following resolution, with or without amendments, as a special resolution of the Company:

“**THAT** the Bye-laws of the Company in the form of the document marked “A” and produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, which consolidates all of the proposed amendments referred to in Resolution no. 2 above and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings be approved and adopted as the new Bye-laws of the Company in substitution for and to the exclusion of the existing Bye-laws of the Company with immediate effect.”

By Order of the Board
Temujin International Investments Limited
Wong Chak Keung
Executive Director

Hong Kong, 8 December 2011

Registered office:
Clarendon House,
2 Church Street,
Hamilton HM11,
Bermuda

*Head office and principal place of
business in Hong Kong:*
Units 7809–13, 78/F., The Center,
99 Queen’s Road Central,
Central, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead.
2. Where there are joint registered holders of any share, any one of such persons 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 be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong 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, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Any voting of the meeting should be taken by poll.

As at the date of this announcement, the board of directors of the Company is comprised of Mr. Liu Hui (chief executive officer), Mr. Zhang Ying Hui and Mr. Wong Chak Keung as executive directors, Mr. Chen Yibiao (chairman) as non-executive director, and Mr. Fong Wo, Felix, Mr. Tang Ping Sum and Mr. Lung Chee Ming George as independent non-executive directors.