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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “SGM”) of CIL Holdings Limited (the “Company”) will be held at 9:00 a.m. on 27 June 2011 at Hong Kong Gold Coast Hotel, 1 Castle Peak Road, Gold Coast, Hong Kong or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of any options which may be granted under the share option scheme of the Company (the “New Share Option Scheme”) (copy of which is produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification), the rules of the New Share Option Scheme be and is hereby approved and adopted and the board of directors of the Company be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give effect to the New Share Option Scheme including but without limitation:

- (a) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for shares of the Company (the “Shares”);
- (b) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;

* *For identification purposes only*

- (c) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme;
- (d) to make application at the appropriate time or times to the Stock Exchange, and any other stock exchange upon which the issued Shares may for the time being be listed, for listing of and permission to deal in any Shares which may from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme; and
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”

By Order of the Board
CIL Holdings Limited
Ke Jun Xiang
Chairman

Hong Kong, 10 June 2011

Notes:

1. A member entitled to attend and vote at the abovementioned meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto; but if more than one such joint holders be present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of member of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy and 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 company's Hong Kong branch share registrar and transferor office, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting thereof should they so wish.
4. The votes at the abovementioned meeting will be taken by poll.

As 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) and Mr. Simon Ng, 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.