

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 content of this notice.

NEW CAPITAL INTERNATIONAL INVESTMENT LIMITED

新資本國際投資有限公司*

(Incorporated in Cayman Islands with limited liability)

(Stock code: 1062)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of New Capital International Investment Limited (the “**Company**”) will be held at Lavender Room, 27th Floor, The Park Lane Hotel, 310 Gloucester Road, Hong Kong, on Friday, 5 August 2011 at 3:00 p.m. (the “**EGM**”) to consider, and if thought fit pass, the following resolutions which will be proposed with or without amendments as ordinary resolutions of the Company:–

ORDINARY RESOLUTIONS

1. “**THAT**, subject to and conditional upon the fulfillment of the conditions in the share subscription agreement (the “**Share Subscription Agreement**”) dated 22 May 2011 entered into between the Company and China Development Bank Capital Corporation Ltd (國開金融有限責任公司); (the “**Subscriber**”) in relation to the subscription of 1,920,000,000 new shares with a par value of HK\$0.01 each in the share capital of the Company at the issue price of HK\$0.40 per share in cash (the “**Subscription Shares**”), details of which are set out in the circular of the Company dated 11 July 2011 (the “**Circular**”), a copy of each of the Share Subscription Agreement and the Circular having been tabled at the Meeting and initialed by the chairman of the Meeting for the purpose of identification and respectively marked “A” and “B”:
 - (a) the Share Subscription Agreement and the transactions contemplated therein as contained in the Circular be and is hereby approved, confirmed and ratified;
 - (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, Subscription Shares, the unconditional specific mandate granted to the directors to exercise the powers of the Company to allot, issue and deal with the Subscription Shares pursuant to the Share Subscription Agreement be and is hereby approved; and
 - (c) any one director of the Company be and is hereby authorised to do all things and acts and sign all documents which he considers necessary, desirable or expedient in connection with the implementation of the Subscription (as defined in the Circular) and all the transactions contemplated in this resolution and the Circular.”

* *For identification purpose only*

2. “**THAT**, subject to and conditional on the passing of resolution no. 1 as set out in this notice of the EGM, the Whitewash Waiver (as defined below) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any of his delegates) pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Whitewash Waiver**”) in respect of the obligation of the Subscriber and parties acting in concert with it to make a mandatory general offer to the shareholders of the Company for all issued shares and other securities of the Company not already owned or agreed to be acquired by them as a result of the issue and allotment of the Subscription Shares to the Subscriber, be and is hereby approved and that the directors of the Company be and are hereby authorized to do all things and acts and sign all documents which they consider desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Whitewash Waiver.”

By Order of the Board of Directors of
New Capital International Investment Limited
Liu Xiao Guang
Chairman

Hong Kong, 11 July 2011

Registered office:

Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

Principal place of business:

Suite 3306
Two Exchange Square
Central
Hong Kong

Notes:

- (a) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A member who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company. In order to be valid, proxy forms in prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority should be returned to the Company’s Branch Share Registrar, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the EGM or adjournment thereof.

- (b) In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the EGM, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
- (c) The above resolutions will be put to vote at the above meeting by way of poll.

As at the date of this notice, the Board is comprised of Mr. Liu Xiao Guang, Mr. Lawrence H. Wood (also known as Mr. Wu Yuk Shing or Mr. Hu Xu Cheng), Mr. Liu Xue Min, Mr. Pan Wentang and Mr. Ge Zemin as Executive Directors; and Mr. To Chun Kei, Dr. Kwong Chun Wai Michael and Mr. Fung Tze Wa as Independent Non-executive Directors.