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DAMENG

CITIC DAMENG HOLDINGS LIMITED

中信大錳控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 1091)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of CITIC Dameng Holdings Limited (the “Company”) will be convened and held at Room 1, United Conference Centre Limited, 10th Floor, United Centre, 95 Queensway, Hong Kong on Tuesday, 29 November 2011, at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 11 November 2011:

ORDINARY RESOLUTION

“**THAT**, the Second Master Construction and Outsourcing Agreement and the Proposed Annual Caps in respect of the Continuing Connected Transactions with Guangxi Xishan for the three years ending 31 December 2013 and all matters incidental thereto be and are hereby approved, confirmed and ratified.”

By order of the Board
CITIC DAMENG HOLDINGS LIMITED
Qiu Yiyong
Chairman

Hong Kong, 11 November 2011

As at the date of this notice, the executive Directors are Mr. Qiu Yiyong, Mr. Li Weijian and Mr. Tian Yuchuan; the non-executive Directors are Mr. Mi Zengxin, Mr. Zeng Chen and Mr. Chen Jiqiu; and the independent non-executive Directors are Mr. Yang Zhi Jie, Mr. Mo Shijian and Mr. Tan Zhuzhong.

* *For identification purpose only*

Notes:

- (1) Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) A form of proxy for use at the Meeting is enclosed.
- (3) To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be returned to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) should you so wish.
- (4) If there are joint registered holders of a share in the Company, any one of such joint holders 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 is present at the Meeting personally or by proxy, that one of the joint holders so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (5) In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the above ordinary resolution will be taken by poll.