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## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of China CBM Group Limited (the “Company”) will be held at Empire Room 2, 1/F, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Wednesday, 29 February 2012, at 3:00 p.m., for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

#### **(1) The Disposal Agreement**

“**THAT** the Disposal Agreement entered into among the Company, Dragon Rich Resources Limited and Mr. Wu, all as defined and described in the circular of the Company dated 8 February 2012, and all other transactions contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and/or ratified; and that the directors of the Company be and are hereby authorised for and on behalf of the Company to exercise all the powers of the Company and take all other steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give, effect to the Disposal Agreement and all other transactions thereby contemplated as they may in their discretion consider to be desirable and in the interests of the Company.”

## (2) Re-election of Retiring Directors

- (a) To re-elect Dr. Chen Renbao as an independent non-executive director of the Company; and
- (b) To re-elect Mr. Ma Yueyong as an independent non-executive director of the Company.

By order of the Board  
**China CBM Group Limited**  
**Li Chun On**  
*Executive Director & Company Secretary*

Hong Kong, 8 February 2012

*As at the date of this notice, the executive directors are Mr. Dong Cunling, Mr. Li Chun On, Mr. Wu Jiahong and Mr. Yang Hua, the non-executive director is Mr. Li Chunyan and the independent non-executive directors are Dr. Chen Renbao and Mr. Ma Yueyong.*

*Notes:*

1. Any member of the Company entitled to attend and vote at the SGM 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.
2. 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 thereof, must be lodged with the branch share registrar of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM 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.
4. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be put to vote at the SGM by way of a poll.