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COSTIN NEW MATERIALS GROUP LIMITED

海東青新材料集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2228)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of COSTIN New Materials Group Limited (the “**Company**”) will be held at Lotus Room, 6/F, Marco Polo Hongkong Hotel, Harbour City, Kowloon, Hong Kong on Friday, 11 May 2012 at 11:00 a.m. for the purposes of considering and, if thought fit, approving the following resolutions:

ORDINARY RESOLUTIONS

1. “Conditional upon Mr. Yu Heping being appointed as director of the Company upon completion of the sale and purchase agreement dated 19 January 2012 entered into among Nian’s Brother Holding Limited as vendor, Mr. Chim Wai Kong as guarantor and CECIC Chongqing Industry Co., Ltd. (重慶中節能實業有限責任公司) as purchaser in relation to the sale and purchase of 225,160,000 shares of HK\$0.10 each in the capital of the Company, and subject to him having offered himself for election at this meeting after retiring from the board of directors at the annual general meeting of the Company to be held on 11 May 2012, to consider and approve the election of Mr. Yu Heping as an executive director of the Company from the conclusion of this meeting.”
2. “Conditional upon Mr. Xue Mangmang being appointed as director of the Company upon completion of the sale and purchase agreement dated 19 January 2012 entered into among Nian’s Brother Holding Limited as vendor, Mr. Chim Wai Kong as guarantor and CECIC Chongqing Industry Co., Ltd. (重慶中節能實業有限責任公司) as purchaser in relation to the sale and purchase of 225,160,000 shares of HK\$0.10 each in the capital of the Company, and subject to him having offered himself for election at this meeting after retiring from the board of directors at the annual general meeting of the Company to be held on 11 May 2012, to consider and approve the election of Mr. Xue Mangmang as an executive director of the Company from the conclusion of this meeting.”

* *For identification purpose only*

3. “Conditional upon Mr. Wang Yangzu being appointed as director of the Company upon completion of the sale and purchase agreement dated 19 January 2012 entered into among Nian’s Brother Holding Limited as vendor, Mr. Chim Wai Kong as guarantor and CECIC Chongqing Industry Co., Ltd. (重慶中節能實業有限責任公司) as purchaser in relation to the sale and purchase of 225,160,000 shares of HK\$0.10 each in the capital of the Company, and subject to him having offered himself for election at this meeting after retiring from the board of directors at the annual general meeting of the Company to be held on 11 May 2012, to consider and approve the election of Mr. Wang Yangzu as a non-executive director of the Company from the conclusion of this meeting.”
4. “Conditional upon Mr. Qu Pingji being appointed as director of the Company upon completion of the sale and purchase agreement dated 19 January 2012 entered into among Nian’s Brother Holding Limited as vendor, Mr. Chim Wai Kong as guarantor and CECIC Chongqing Industry Co., Ltd. (重慶中節能實業有限責任公司) as purchaser in relation to the sale and purchase of 225,160,000 shares of HK\$0.10 each in the capital of the Company, and subject to him having offered himself for election at this meeting after retiring from the board of directors at the annual general meeting of the Company to be held on 11 May 2012, to consider and approve the election of Mr. Qu Pingji as a non-executive director of the Company from the conclusion of this meeting.”
5. “Conditional upon Mr. Zhao Xiangdong being appointed as director of the Company upon completion of the sale and purchase agreement dated 19 January 2012 entered into among Nian’s Brother Holding Limited as vendor, Mr. Chim Wai Kong as guarantor and CECIC Chongqing Industry Co., Ltd. (重慶中節能實業有限責任公司) as purchaser in relation to the sale and purchase of 225,160,000 shares of HK\$0.10 each in the capital of the Company, and subject to him having offered himself for election at this meeting after retiring from the board of directors at the annual general meeting of the Company to be held on 11 May 2012, to consider and approve the election of Mr. Zhao Xiangdong as a non-executive director of the Company from the conclusion of this meeting.”
6. “Conditional upon Mr. Pan Tingxuan being appointed as director of the Company upon completion of the sale and purchase agreement dated 19 January 2012 entered into among Nian’s Brother Holding Limited as vendor, Mr. Chim Wai Kong as guarantor and CECIC Chongqing Industry Co., Ltd. (重慶中節能實業有限責任公司) as purchaser in relation to the sale and purchase of 225,160,000 shares of HK\$0.10 each in the capital of the Company, and subject to him having offered himself for election at this meeting after retiring from the board of directors at the annual general meeting of the Company to be held on 11 May 2012, to consider and approve the election of Mr. Pan Tingxuan as a non-executive director of the Company from the conclusion of this meeting.”

By order of the board of director of
COSTIN New Materials Group Limited
Chim Wai Shing Jackson
Executive Director

Hong Kong, 24 April 2012

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, in the event of, a poll, vote instead of him/her. A proxy needs not be a member of the Company.
- (2) In order to be valid, the form of proxy must be deposited with the Company's Hong Kong branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting.
- (3) Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (4) Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, such form of proxy shall be deemed to be revoked.

As at the date of this announcement, the Board comprises four executive Directors, Mr. Chim Wai Kong, Mr. Chim Wai Shing Jackson, Mr. Chim Fo Che and Mr. Hong Ming Qu; one non-executive Director, Ms. Wee Kok Keng; and three independent non-executive Directors, Mr. Zhu Min Ru, Mr. Feng Xue Ben and Mr. Wong Siu Hong.