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## **XINGYE COPPER INTERNATIONAL GROUP LIMITED**

**興業銅業國際集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 505)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the shareholders of Xingye Copper International Group Limited (the “**Company**”) will be held at 10:00 a.m., on Wednesday, 30 May 2012 at No. 1 Linfang Road, Bailiangqiao, Zonghan, Cixi City, Zhejiang Province, the PRC for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the entering into of the JV Agreement between Cixi Xingxin, Hu Mingda and Hu Minglie, a copy of which has been produced to the meeting and signed by the Chairman of the meeting for identification purposes, and the JV Transaction, details of which are more particularly described in the circular of the Company dated 10 May 2012, be and are hereby approved, confirmed and ratified; and
- (b) any one Director of the Company be and is hereby authorised for and on behalf of the Company to execute any such other documents, instruments and agreements and to do any such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the JV Agreement and the JV Transaction.”

By Order of the Board  
**Xingye Copper International Group Limited**  
**Hu Changyuan**  
*Chairman of the Board*

Hong Kong, 10 May 2012

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint in writing one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company. The proxies of a member who has appointed more than one proxy may only vote on a poll.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same. If that instrument is signed by an attorney of the appointor, the power of attorney authorising the attorney to sign, or other documents of authorisation, must be notarially certified.
- (3) In order to be valid, the form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
- (4) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holders present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
- (5) Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (6) The register of members of the Company will be closed, for the purpose of determining the identity of members who are entitled to attend and vote at the meeting, from 28 May 2012 to 30 May 2012, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the meeting, all properly completed and duly stamped transfer forms accompanied by the relevant share certificates should be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 25 May 2012.

*As at the date of this notice of meeting, the executive directors of the Company are Mr. Hu Changyuan, Mr. Chen Jianhua, Mr. Wang Jianli and Mr. Ma Wanjun and the independent non-executive directors of the Company are Mr. He Changming, Mr. Cui Ming, Mr. Xie Shuisheng, Mr. Chai Chaoming and Ms. Li Li.*