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## **CHINA ENERGINE INTERNATIONAL (HOLDINGS) LIMITED**

**中國航天萬源國際(集團)有限公司\***

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 1185)**

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

**NOTICE IS HEREBY GIVEN** that an EGM of China Energin International (Holdings) Limited (the “**Company**”) will be held at Conference Hall 1, G/F, Core Building 1, Phase 1, No.1 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on 24 May 2012 at 12:30 p.m. for the purposes of considering and, if thought fit, passing the ordinary resolution set out as follows:—

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the framework agreement in relation to supply of wind turbine blades (the “**Framework Agreement**”) dated 29 December 2011 entered into between Inner Mongolia CASC Energin Composite Material Co. Ltd. and Inner Mongolia CASC Energin Wind Turbine Manufacture Co. Ltd. (a copy of the Framework Agreement is tabled at the meeting and marked “**A**” and initialed by the chairman of the meeting for identification purposes) be and is hereby approved, confirmed and ratified; and
- (b) the execution of the Framework Agreement be and is hereby confirmed and ratified and any one director of the Company or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is hereby authorised to do all such things and take all other steps which, in his/her opinion, may be necessary or desirable in connection with the matters contemplated in and for giving effect to the Framework Agreement.”

By order of the board of directors of  
**China Energin International (Holdings) Limited**  
**Steve Au-Yeung**  
*Secretary*

Hong Kong, 15 February 2012

*\* For identification purpose only*

*Note:*

1. The votes to be taken at the meeting of the Company by the above notice will be taken by poll.
2. Any member of the Company entitled to attend and vote at the meeting of the Company by the above notice shall be entitled to appoint another person as his/her proxy to attend and vote instead of such member. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
4. The instrument appointing a proxy and (if required by the Board) the 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 delivered to the office of Tricolor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In the case of joint holders of any share, if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
7. As at the date of this notice, the Board comprises Mr. Han Shuwang, Mr. Wang Xiaodong, Mr. Zang Wei and Mr. Wang Lijun as Executive Directors, Mr. Li Guang and Mr. Fang Shili as Non-executive Directors and Mr. Wang Dechen, Ms. Kan Lai Kuen, Alice and Mr. Gordon Ng as Independent Non-executive Directors.