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China Natural Investment Company Limited

中國天然投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8250)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of China Natural Investment Company Limited (“**Company**”) will be held at 9:00 a.m. on Wednesday, 19 May 2010 at Chairman Room II, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the placing agreement (“**SM Placing Agreement**”) dated 20 April 2010 entered into between the Company and Fordjoy Securities and Futures Limited (“**Placing Agent**”) in connection with the allotment and issue by way of private placement through the Placing Agent, on a best effort basis, a maximum of 243,000,000 new shares (“**SM Placing Shares**”) of HK\$0.05 each in the share capital of the Company and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed in all respects;
- (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such documents or agreements or deeds on behalf of the Company as he may consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the SM Placing Agreement and all the transactions contemplated thereunder; and

- (c) the board of directors of the Company be and is hereby generally and specifically authorized to allot and issue the SM Placing Shares upon and subject to the terms and conditions of the SM Placing Agreement.”

By order of the Board
China Natural Investment Company Limited
Chow Kai Wah, Gary
Executive Director

Hong Kong, 3 May 2010

Registered office:
Ugland House
PO Box 309GT
South Church Street
Grand Cayman
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Shop 1A-C, Level 1
Hilton Plaza Commercial Centre
3-9 Shatin Centre Street
Shatin, New Territories
Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general 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) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office 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 a member of the Company from attending and voting in person at the extraordinary general meeting or any adjournment thereof should he/she so wish.
- (3) Completion and return of an instrument appointing a proxy should 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.
- (4) As required under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the resolution will be decided by way of poll.

As at the date of the announcement, the executive directors of the Company are Mr. U Man Long, Mr. Wu Kai, Mr. Li Wai Hung and Mr. Chow Kai Wah, Gary; and the independent non-executive directors of the Company are Mr. Chan Yip Man, Norman, Mr. Hui Sin Kwong and Mr. Leung Chi Kin.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this notice is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this notice misleading; and (3) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least seven (7) days from the date of publication and on the website of the Company at <http://www.chinanatural.com.hk>.