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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 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Monday, 30 July 2012 at 2:30 p.m. to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

“THAT:

- (a) the placing agreement dated 9 May 2012 (the “**Share Placing Agreement**”) entered into between the Company and Kingston Securities Limited (“**Placing Agent**”) in relation with the allotment and issue by way of placing through the Placing Agent, on a best effort basis, a maximum of 1,000,000,000 new shares (“**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) the placing agreement dated 9 May 2012 (the “**CN Placing Agreement**”) entered into between the Company and Kingston Securities Limited (“**Placing Agent**”) in relation to the convertible notes in a maximum aggregate principal amount of HK\$100,000,000 (the “**Convertible Notes**”) on a best effort basis and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (c) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares and/or the new Shares to be allotted and issued upon conversion of all or any part of the Convertible Notes in accordance with the terms and conditions attaching thereto (the “**Conversion Shares**”), the allotment and issue of the Placing Shares and the Conversion Shares, pursuant to and subject to the exercise of the conversion rights attached to the Convertible Notes in CN Placing Agreement, be and are hereby approved; and
- (d) the directors of the Company (the “**Directors**”) be and are hereby authorised to exercise all the powers of the Company and take all steps as might in his/their opinion be desirable, necessary or expedient in connection with the implementation of the transactions contemplated under the Share Placing Agreement and the CN Placing Agreement as well as in relation to the allotment and issue of the Placing Shares and the Conversion Shares, including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements.”

By Order of the Board
China Natural Investment Company Limited
Chen Liang
Chief Executive Officer

Hong Kong, 5 July 2012

Registered office:

PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal place of business

in Hong Kong:
Unit 1903, 19th Floor
West Tower, Shun Tak Centre,
168-200 Connaught Road Central
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 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 ("**GEM**") of The Stock Exchange of Hong Kong Limited ("**GEM Listing Rules**"), the resolutions will be decided by way of poll.

As at the date of this announcement, the board of Directors comprises (i) three executive Directors namely, Mr. Li Wai Hung, Mr. Chen Liang and Mr. Bai Jian; and (ii) three independent non-executive Directors namely, Mr. Leung Chi Kin, Mr. Tam B Ray, Billy and Mr. Chi Chi Hung, Kenneth.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least seven days from the date of its publication and is available for reference on the website of the Company at <http://www.chinanatural.com.hk>.