



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 EnerGINE International (Holdings) Limited (the “**Company**”) will be held at Hall 1B, G/F., No.1 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on 31 December 2008 at 12:00 noon for the purposes of considering and, if thought fit, passing the ordinary resolutions set out as follows:—

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the sino-foreign equity joint venture contract (the “**Joint Venture Contract**”) dated 1 December 2008 entered into between 航天材料及工藝研究所 (Aerospace Research Institute of Materials & Processing Technology), 北京萬源工業有限公司 (Beijing Wanyuan Industry Corporation Limited), New Image Development Limited and Emergya Wind Technologies B.V. in respect of establishment of 內蒙古航天萬源復合材料有限公司 (Inner Mongolia CASC Wanyuan Composite Material Company Limited) (a copy of the Joint Venture Contract 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 Joint Venture Contract 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 Joint Venture Contract.”

* *For identification purpose only*

2. **“THAT:**

- (a) the construction contract (the **“Construction Contract”**) dated 1 December 2008 entered into between 內蒙古航天萬源新能源開發有限公司 (Inner Mongolia CASC Wanyuan New Energy Development Company Limited) and 北京航天萬源建築工程有限責任公司 (Beijing CASC Wanyuan Construction Project Corporation Limited) (a copy of the Construction Contract is tabled at the meeting and marked **“B”** 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 Construction Contract 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 Construction Contract.”

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

Hong Kong, 13 December 2008

Note:

1. 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.
2. 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.
3. 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 Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong or by way of notice to or in any document accompanying the notice convening the meeting 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.
4. 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.

5. 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.
6. The votes to be taken at the meeting of the Company by the above notice will be taken by poll. As at the date of this notice, the Board comprises Mr. Han Shuwang, Mr. Wang Xiaodong and Mr. Li Guang as Executive Directors, Mr. Wu Jiang and Mr. Tang Guohong as Non-executive Directors and Mr. Wang Dechen, Ms. Kan Lai Kuen, Alice and Mr. Gordon Ng as Independent Non-executive Directors.