



## CHINA RISE INTERNATIONAL HOLDINGS LIMITED

### 華晉國際控股有限公司\*

(formerly known as Anex International Holdings Limited)

(Incorporated in Bermuda with limited liability)

(Stock code: 723)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of China Rise International Holdings Limited (the “Company”) will be held at 10:00 a.m. on Friday, 29 February 2008 at Boardroom 3 and 4, M/F., Renaissance Harbour View Hotel, No.1 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions of the Company with or without modifications, of which resolutions numbered 1 and 2 will be proposed as ordinary resolutions and resolution numbered 3 will be proposed as a special resolution:

#### ORDINARY RESOLUTIONS

1. **“THAT** the sale and purchase agreement dated 28 November 2007 (“Acquisition Agreement”) between Pure Hope Development Limited (“Vendor”) as the vendor, the Company as the purchaser and Mr. Yam Tak Cheung as warrantor and the Vendor’s guarantor to guarantee the due and punctual performance of the Vendor’s obligations under the Acquisition Agreement, a copy of the same having been produced at the meeting marked “A” and signed by the chairman of the meeting for identification purposes, under which the Vendor shall sell and the Company shall purchase the entire issued share capital of and the entire shareholder’s loan outstanding from Ling Kit Holding Limited at a total price of HK\$1,828,000,000, which will be settled at completion of the Acquisition to the Vendor or its nominee in the following manner:–
  - (a) as to HK\$416,000,000 by the Company issuing and allotting 800,000,000 new shares of HK\$0.10 each (“Shares”) in its ordinary share capital at the issue price of HK\$0.52 per Share;
  - (b) as to HK\$320,000,000 by the Company issuing a promissory note (“Promissory Note”) in the principal amount of HK\$320,000,000 at 100 per cent of its face value, which shall be due and payable on the fourth anniversary of its issuance with interest accruing on the outstanding principal amount of the Promissory Note at the rate of 3% per annum; and

\* For identification purpose only

- (c) as to the remaining balance of HK\$1,092,000,000 by the Company issuing a convertible note (“Convertible Note”) in the principal amount of HK\$1,092,000,000 at 100 per cent of its face value, principal amount of which shall be due and payable on the fifth anniversary of its issuance and convertible into new Shares at the price of HK\$0.52 per Share (subject to adjustment), with interest accruing on the outstanding principal amount of the Convertible Note at the rate of 1.5% per annum,

on and subject to the terms and conditions contained therein and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified and that the directors of the Company (“Directors”) be and are hereby authorised to sign, execute and deliver any agreements, deeds, instruments and any other documents in connection with or give effect to the transactions contemplated under the Acquisition Agreement, to exercise all powers of the Company to create and issue the Promissory Note and the Convertible Note and to allot, issue and deal with any new Shares in accordance with the terms and conditions of the Acquisition Agreement and the Convertible Note respectively, and, where necessary, to affix the seal of the Company on any deeds, instruments and any other documents in connection with the Acquisition Agreement in the presence of any one Director and the Company Secretary or of any two Directors (who be and are hereby authorized to sign the same) in accordance with the bye-laws of the Company and to do such acts and things as the Directors may consider necessary, desirable or expedient to carry out or give effect to the transactions contemplated under the Acquisition Agreement.”

2. “**THAT** the authorized share capital of the Company be and is hereby increased from HK\$300,000,000 divided into 3,000,000,000 ordinary shares of par value of HK\$0.10 each (“Shares”) to HK\$1,000,000,000 divided into 10,000,000,000 Shares by the creation of 7,000,000,000 Shares, such Shares ranking in all respects pari passu with the existing Shares.”

### **SPECIAL RESOLUTION**

3. “**THAT**
- (a) the name of the Company be changed to “Magnesium Resources Corporation of China Limited” with effect from the date of completion of the Acquisition Agreement (as defined in resolution numbered 1 set out in the notice convening this special general meeting of which this resolution forms part) in accordance with its terms (which date shall be notified by a Director of the Company to the Company Secretary of the Company); and

- (b) “中國鎂業資源集團有限公司” be adopted as the Chinese name of the Company for identification purposes with effect from the date when the above change of the English name of the Company becomes effective.”

By Order of the Board  
**China Rise International Holdings Limited**  
**Cheng Tun Nei**  
*Chairman*

Hong Kong, 6 February 2008

*Registered Office*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong*  
Room 1606-7, West Tower,  
Shun Tak Centre  
168-200 Connaught Road  
Central  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the special general meeting may appoint one or more than one proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the special general meeting, either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto; but if more than one or such joint holders be present at the special general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the special general meeting or any adjournment thereof.
4. Completion and return of the proxy form will not preclude you from attending the special general meeting and voting in person if you so wish. In the event that you attend the special general meeting after having lodged the proxy form, it will be deemed to have been revoked.

*As at the date hereof, the executive Directors are Mr. Cheng Tun Nei, Mr. Teoh Tean Chai, Anthony and Ms. Chung Oi Ling, Stella; the non-executive Director is Ms. Li Wa Hei and the independent non-executive Directors are Mr. Wu Chi Chiu, Mr. Lo Chi Ho, William and Mr. Chu Kin Wang, Peleus.*