

## **Notice of Annual General Meeting**

### **ChongHerr Investments Limited**

ACN: 054 161 821

Notice is hereby given that the Annual General Meeting of the members will be held at the Mayflower Room, located on Level 1, 320 Adelaide Street (Cnr Wharf & Adelaide Streets), Brisbane, Australia, on Tuesday, 05 May 2009, commencing 10:00 a.m.

The business of the Meeting will be as follows:

#### **1. Financial statements and reports**

To receive and consider:

- (a) the audited financial statements of the Company;
- (b) the Directors' Report ; and
- (c) the Independent Auditor's Report.;

of the Company for the year ended 31 December 2008.

#### **2. Re-election of Director (Resolution 1)**

To consider and, if thought fit, pass the following ordinary resolution:

That Mr Zhen Lu, who retires in accordance with the Constitution of the Company and being eligible, offers himself for re-election, be re-appointed a director of the Company. Such appointment to take effect on the close of the meeting

#### **3. Remuneration Report (Resolution 2)**

To consider and, if thought fit, to pass the following in accordance with s250R(2) of the Corporations Act:

That the Remuneration Report for the year ended 31 December 2008 be adopted.

NB: This resolution shall be determined as if it were an ordinary resolution, but under s250R(3) of the Corporations Act, the vote does not bind the Directors of Company.

#### **4. General**

To transact any business which may be lawfully brought forward.

## ***Explanatory Notes***

### **Financial Statements and Reports**

The Corporations Act 2001 requires the Directors to present before the Meeting the Financial Report, Directors' Report and the Auditor's Report for the year ended 31 December 2008.

Neither the Corporations Acts nor the Company's Constitution requires Shareholders to vote on the reports. However, Shareholders will be given reasonable opportunity to raise questions with respect to these reports and statements and the management of the Company at the meeting.

In addition shareholders may at the meeting ask questions of the auditor in relation to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company for the preparation for the financial statements, and auditor's independence in relation to the conduct of the audit. Members may submit written questions to the auditor in relation to the above items. Any written questions to the auditor must be submitted to the Company five days before the Annual General Meeting.

### **Proposed Resolution 1 – Re-election of Director**

In accordance with the Company's Constitution Mr Zhen Lu retires by rotation and being eligible, offers himself for re-election.

*Mr Zhen Lu, Non-executive Director*

Mr Lu has worked for many years in the building materials & construction industry in China. He brings to the Board over 26 years experience in civil engineering. Mr Lu was appointed to the Board in August 2002.

### **Resolution 2: Remuneration Report**

The Remuneration Report sets out the Company's remuneration arrangements for the Managing Director, executives and non-executive directors. In addition, the Corporations Act requires the Remuneration Report be adopted by the Shareholders and put to vote. The vote on this resolution is only advisory and does not bind the Company or its directors. The Shareholders will be given a reasonable opportunity to comment on and ask questions about the Remuneration Report.

The Remuneration Report is contained in the Annual Report on page 9.

### **Admission to Meeting**

For the purpose of determining entitlement to attend and vote and voting rights at the AGM, shares shall be taken to be held by the persons who are registered as shareholders as at 5pm Australian Eastern Standard time on the 30<sup>th</sup> of April 2009.

### **Proxies**

A Shareholder who is entitled to attend and vote at the meeting may appoint a person as the Shareholder's proxy to attend and vote on behalf of that Shareholder.

If a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. If you require an additional proxy form, the Company will supply it on request.

If a Shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.

A proxy need not be a Shareholder of the Company.

To be effective, the Company must receive the completed proxy form and, if the form is signed by the Shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 48 hours before the meeting.

Proxies may be lodged with the Company:

by mail to:	ChongHerr Investments Ltd GPO Box 2917 Brisbane 4001
by facsimile to fax number:	07 3221 2188
by e-mail to:	<a href="mailto:shareholders@chongherr.com.au">shareholders@chongherr.com.au</a>
by delivery:	ChongHerr Investments Ltd Level 34, Central Plaza One 345 Queen Street Brisbane 4000

Proxies given by corporate Shareholders must be executed in accordance with section 127 of the *Corporations Act 2001* (Cth) or signed by a duly authorised officer or attorney.

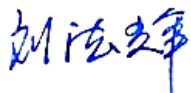
A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a Shareholder appoints the chairperson of the meeting as the Shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that Shareholder, in favour of that item on a poll.

#### **Questions and comments by shareholders at the meeting**

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders as a whole to ask questions about or make comments on the management of ChongHerr Investments at the meeting.

By Order of Board



Dehui Liu  
Chairman

Date: 3 April 2009

**CHONGHERR INVESTMENTS LIMITED**  
**ACN 054 161 821**

**PROXY FORM**

The Secretary  
ChongHerr Investments Limited  
Level 34, Central Plaza One  
345 Queen Street,  
GPO Box 2917  
Brisbane, Qld 4000  
Tel: 61-7-3221 1166

Fax: 61-7-3221 2188

I/WE \_\_\_\_\_  
(Name)

of \_\_\_\_\_  
(Address)

being a member/members (shareholders) of ChongHerr Investments Limited hereby

appoint \_\_\_\_\_  
(Name of Proxy)

or failing him/her the Chairman of the Meeting, as my/our proxy to vote for me/us on our behalf at the Annual General Meeting of the Company to be held at the Mayflower Room, located on Level 1, 320 Adelaide Streets (Cnr Wharf & Adelaide Street), Brisbane, Australia, on 05 May 2009 at 10:00 am and at any adjournment therefore in the manner indicated below.

Business (tick as appropriate)

		FOR	AGAINST	ABSTAIN*
Resolution 1	Re-election of Mr Zhen Lu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*If you mark the Abstain box for a particular resolution you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority poll.

If the chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote in respect of a resolution, please place a mark in the box.

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box and you have not directed your proxy how to vote, the Chair will not cast your vote on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

**Chairman's Voting Intentions:** The Chairman intends to vote "For" for all Resolutions outlined above on behalf of all undirected proxies. If the member (shareholder) is an individual member or joint holder please sign below:

Signature: \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009

If the member (shareholder) is a company:

Affix common seal (if required by constitution)

\_\_\_\_\_  
Director/Sole Director and Secretary

\_\_\_\_\_  
Director/Secretary

Dated this                      day of

2009

### **How to complete the Proxy Form**

#### **1. Appointment of a Proxy**

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company.

#### **2. Votes on Items of Business**

You may direct your proxy how to vote by placing a tick in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you tick more than one box on an item your vote on that item will be invalid.

#### **3. Appointment of a Second Proxy**

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint on a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) Return both forms together in the same envelope.

#### **4. Signing Instructions**

You must sign this form as follows in the spaces provided:

Individual:                                      where the holding is in one name, the holder must sign.

Joint Holding:                                      where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:                                      to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies:                                      where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

**Proxies Please note:**

- (i) A member entitled to attend and vote is entitled to appoint not more than two proxies;
- (ii) Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights;
- (iii) A proxy may, but need not, be a member (shareholder) of the Company;
- (iv) This form must be received at the Company's Registered Office at GPO Box 2917, Brisbane, Qld 4001 not less than forty-eight hours before the time of the holding of the meeting;
- (viii) Proxies may be faxed to 07 3221 2188, or e-mailed to: [shareholders@chongherr.com.au](mailto:shareholders@chongherr.com.au);
- (ix) Point at which voting rights are determined:

The directors have set as "snapshot" date to determine the eligibility of shareholders to vote at the meeting. That date is 48 hours before the commencement of the meeting.