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MACAU INVESTMENT
HOLDINGS LIMITED

MACAU INVESTMENT HOLDINGS LIMITED

澳門投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2362)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of Macau Investment Holdings Limited will be held at 2:30 p.m. on Friday, 19 November, 2010 at the Pacific Place Conference Centre, Mont Blanc Room, Level 5, One Pacific Place, Hong Kong for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “(a) **THAT**, the execution by the Company of the conditional subscription agreement dated 14 August 2010 (the “**Subscription Agreement**”) entered into with Jinchuan Group (Hongkong) Resources Holdings Limited (the “**Subscriber**”) (a copy of which has been produced at this EGM and initialed by the chairman of the EGM for identification purposes), the terms and conditions thereof and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed and that the Directors be and are hereby authorized, without prejudice to any other existing mandate granted to the Directors in general meeting, to allot and issue such number of Shares equal to the Hong Kong dollar equivalent of US\$60,000,000 divided by HK\$0.28 to the Subscriber (or its nominee(s)) pursuant to the terms of the Subscription Agreement, and generally and unconditionally to prepare and execute all documents and to do all things as they consider necessary, expedient and appropriate to effect and implement the Subscription Agreement and transactions contemplated thereunder or incidental thereto;

- (b) **THAT**, the waiver (the “**Whitewash Waiver**”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any delegate of the Executive Director) pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation on the part of the Subscriber and any parties acting in concert with it, to make a mandatory general offer to shareholders of the Company for all the issued Shares not already owned or agreed to be acquired by them upon completion of the Subscription Agreement be and is hereby approved and that the Directors be and are generally and unconditionally authorized to prepare and execute all documents and to do all such other things as they consider necessary, expedient and appropriate to give effect to any matters relating to, or incidental to, the Whitewash Waiver.”
2. “**THAT**, the execution by the Company of the conditional placing agreement dated 14 August 2010 (the “**Placing Agreement**”) and the Supplemental Placing Agreement dated 28 October 2010 made with Sun Hung Kai Investment Services Limited (the “**Placing Agent**”) (a copy of which has been produced at this EGM and initialed by the chairman of the EGM for identification purposes), the terms and conditions thereof and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed and that the Directors be and are hereby authorized, without prejudice to any other existing mandate granted to the Directors in general meeting, to allot and issue up to 417,000,000 Shares to places identified by the Placing Agent pursuant to the terms of the Placing Agreement, and generally and unconditionally to prepare and execute all documents and to do all things as they consider necessary, expedient and appropriate to effect and implement the Subscription Agreement and transactions contemplated thereunder or incidental thereto.”

For and on behalf of the Board
Macau Investment Holdings Limited
Deng Wen
Chairman

Hong Kong, 29 October 2010

Registered office:
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Notes:

1. Based on the conversion of U.S. dollar into Hong Kong dollar at the rate of USD1 to HK\$7.78, an estimate of 1,667,142,857 Shares will be allotted and issued to the Subscriber pursuant to resolution 1. As prescribed in the Subscription Agreement, the actual number of Shares to be allotted and issued pursuant to resolution 1 shall be determined based on the exchange rate from US\$ to HK\$ at 11:00 a.m. on the third business day prior to the date of completion of the Subscription Agreement as quoted by The Hongkong and Shanghai Banking Corporation Limited.
2. A member entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and, on poll, vote on his or her behalf. A proxy need not be a member of the Company.
3. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof if you so wish. In the event that you attend the EGM after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.
4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney, must be deposited at the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited at Room 1806 – 1807, 18th 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.
5. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either in person or by proxy, the vote of that one of them so present, either in person or by proxy, whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

As at the date of this notice, the Board consists of three executive Directors, namely Ms. Deng Wen, Ms. Maria Majoire Lo, and Ms. Cheung Hing Man, Charissa, non-executive Director Mr. Guo Rui, and three independent non-executive Directors, namely Mr. Zhou Jin Song, Mr. Sun Tong and Mr. Yen Yuen Ho, Tony.

* *For identification purpose only*