



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 (the “Meeting”) of China Rise International Holdings Limited (the “Company”) will be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen’s Road East, Wanchai, Hong Kong on Tuesday, 29 January 2008 at 10:00 a.m. for the purpose of considering and if thought fit, approving the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the agreement dated 8 December 2007 (the “Agreement”) entered into between the Company and Ocean Alliance (HK) Limited (the “Purchaser”) (a copy of which has been produced to this meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification) in relation to the disposal of i) the 1st Sale Shares (as defined in the circular of the Company dated 14 January 2008 (the “Circular”)) and the 2nd Sale Shares (as defined in the Circular), representing 100% equity interest in Antec Appliances Limited (“Antec Appliances”) and Anex Electrical Company Limited (“Anex Electrical”), respectively; and ii) the 1st Sale Loan (as defined in the Circular) and the 2nd Sale Loan (as defined in the Circular), representing the entire amounts owing by Antec Appliances and Anex Electrical and their subsidiaries to the Group (as defined in the Circular) on the Completion Date (as defined in the Circular), respectively to the Purchaser pursuant to the Agreement and all transactions contemplated thereunder (details of which are set out in the Circular) be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement as he/ they may consider necessary, desirable or expedient.”

2. “**THAT** the following retiring Directors be re-elected:
 - (a) Mr. Teoh Tean Chai, Anthony;
 - (b) Ms. Chung Oi Ling, Stella;
 - (c) Mr. Wu Chi Chiu; and
 - (d) Mr. Lo Chi Ho, William.

3. “**THAT** the Board of Directors be and is hereby authorized to fix the remuneration of the Directors”.

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

Hong Kong, 14 January 2008

Notes:

1. Any member of the Company entitled to attend and vote at the 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 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 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, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

4. Completion and return of the proxy form will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the proxy form, it will be deemed to have been revoked.

As at the date of this notice, the board of directors of the Company comprises four executive directors, namely Mr. Cheng Tun Nei, Dr. Siu Miu Man, Mr. Teoh Tean Chai, Anthony and Ms. Chung Oi Ling, Stella, one non-executive director, namely Ms. Li Wa Hei, and three independent non-executive directors, namely Mr. Chan Sun Kwong, Mr. Wu Chi Chiu and Mr. Lo Chi Ho, William.

* *For identification purpose only*