

China West International Holdings Limited

ACN 009 230 111

NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM

This Notice of Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your investment or other professional adviser.

For an Annual General Meeting to be held on
Thursday 30 April 2009, at 11am (EST)
at Level 1, Room 1, Hilton Hotel, 488 George Street, Sydney

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

An Annual General Meeting of the shareholders of China West International Holdings Limited will be held at:

**Level 1, Room 1, Hilton Hotel, 488 George Street Sydney
Commencing at 11am on Thursday the 30th April 2009.**

How to Vote

The business of the meeting affects your shareholding and your vote is important. Please take action by voting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 11 am (EST).

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice as soon as possible and either:

- send the proxy form by facsimile to the Company on facsimile number (02) 9268 0155 (International: + 61 2 9268 0155); or
- deliver the proxy form to the Company's registered office at Suite 1503, Level 15, 97-99 Bathurst Street, Sydney, NSW, 2000 Australia.

so that it is received not later than 5pm (EST) on 29 April 2009. Proxy forms received later than this time will be invalid.

Your proxy form is enclosed at the end of this Notice.

China West International Holdings Limited
ABN 28 106 353 253

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of shareholders of China West International Holdings Limited (**CWH** or **Company**) will be held at Level 1, Room 1, Hilton Hotel, 488 George Street, Sydney at 11 am (EST) on Thursday 30th April 2009.

AGENDA

BUSINESS

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered as ordinary and special business and terms used in this Notice have the meaning given to them in the Explanatory Statement.

ORDINARY BUSINESS

Item 1

Reports and Accounts

To receive the financial report of the Company for the year ended 30 June 2008, together with the directors' report and the auditor's report.

Item 2

Remuneration Report

To consider and if thought fit, pass the following non-binding resolution:

"That the remuneration report for the year ended 30 June 2008 be adopted."

Item 3 – Ratification of appointment of Ernest Wong as a director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

" That Mr Ernest Wong be appointed a director of the company".

Short Explanation: As Ernest Wong was appointed by the board as a director during the year, the appointment is to be ratified at the next annual general meeting.

Item 4 – Ratification of appointment of Xie Ke Qin as a director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

" That Xie Ke Qin be appointed a director of the company".

Short Explanation: As Xie Ke Qin was appointed by the board as a director during the year, the appointment is to be ratified at the next annual general meeting.

Item 5 – Ratification of appointment of Fu Man Chang as a director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“ That Fu Man Chang be appointed a director of the company”.

Short Explanation: As Fu Man Chang was appointed by the board as a director during the year, the appointment is to be ratified at the next annual general meeting.

Item 6 – Ratification of appointment of Wang Wei Guo as a director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“ That Wang Wei Guo be appointed a director of the company”.

Short Explanation: Wang Wei Guo was appointed by the board as a director during the year, the appointment is to be ratified at the next annual general meeting.

Item 7 - Re-election of Mr John McLenaghan.

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, Mr John McLenaghan who retires by rotation in accordance with the Company’s Constitution and, being eligible, be re-elected as a Director.”

Short Explanation: The Company’s Constitution provides that at the annual general meeting of the Company one third of the directors must retire from office. A retiring Director is eligible for re-election. Please refer to the Explanatory Statement for further details.

Voting Exclusion: The Company will disregard any votes cast on this resolution by Mr John McLenaghan and any of his associates.

Item 8 – Ratification of appointment of KPMG as auditors of the company.

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That KPMG be appointed auditors of the company.”

Short Explanation: The auditors KPMG were appointed auditors on 1 September 2008. This resolution confirms their appointment as auditors for the year ended 30 June 2008.

DATED THIS 1st DAY OF APRIL 2009

**BY ORDER OF THE BOARD
JOHN BELL
COMPANY SECRETARY**

NOTES:

1. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. In accordance with Regulation 7.11.37 of the Corporations Regulations, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. This date is 5pm (EST) on 29 April 2009.

EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

1. GENERAL INFORMATION

This Explanatory Statement has been prepared for Shareholders in connection with the Annual General Meeting of the Company to be held at 11am on Thursday, 30 April 2009.

2. BUSINESS OF THE MEETING

2.1 Resolution 1 - Remuneration Report

The remuneration report for the year ended 30 June 2008 appears on pages 8 to 11 of the Company's 2008 Annual Report.

The remuneration report sets out the policy for the remuneration of the Directors and key management personnel (as defined in the relevant accounting standard) of the Company and the consolidated entity.

The Corporations Act 2001 requires that a resolution be put to a vote of members that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company.

2.2 Resolutions 3,4,5 & 6 – Election of Directors

The Company's Constitution provides that the appointment of directors during the year is to be ratified the annual general meeting of the Company .

Background details for Messrs Ernst Wong, Fu Man Chang, Wang Wei Guo and Xie Ke Kin are set out in the Annual Report.

2.3 Resolutions 2 – Re-election of Director

The Company's Constitution provides that at the annual general meeting of the Company one third the directors must retire from office. A retiring Director is eligible for re-election.

Mr John McClenaghan retires by rotation in accordance with the Company's Constitution and offers himself for re-election.

Background details for Mr John McClenaghan are set out in the Annual Report.

3. ENQUIRIES

Shareholders are invited to contact the Company Secretary John Bell on (02) 9268 0555 if they have any queries in respect of the matters set out in this Memorandum.

GLOSSARY

ASIC means Australian Securities and Investments Commission.

ASX means Australian Stock Exchange Limited.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the board of directors of the Company.

Company and **CWH** means China West International Holdings Limited (ACN 009 230 111).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

EST means Eastern Standard Time.

Explanatory Statement means the explanatory statement to this Notice of Meeting.

General Meeting means the meeting convened by the Notice.

Notice means this Notice of Annual General Meeting.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

CHINA WEST INTERNATIONAL HOLDINGS LIMITED
ACN 009 230 111

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.

PROXY FORM

APPOINTMENT OF PROXY
CHINA WEST INTERNATIONAL HOLDINGS LIMITED
ACN 009 230 111

Fax: +61 2 9268 0155

ANNUAL GENERAL MEETING

I/We

being a Member of China West International Holdings Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at Level 1, Room 1, Hilton Hotel, 488 George Street, Sydney New South Wales at 11.00am (EST) on Thursday, 30 April 2009 and at any adjournment thereof.

Item Voting on Business of the General Meeting

Item	Voting on Business of the General Meeting	FOR	AGAINST	ABSTAIN
2	Resolution 1 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Resolution 2 Election of Mr Ernest Wong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Resolution 3 Election of Xie Ke Qin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Resolution 4 Election of Fu man Chang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Resolution 5 Election of Wang Wei Guo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Resolution 6 Re-election of John McClenaghan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

If you do **not** wish to direct your proxy how to vote, please place a mark in this box

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of the interest. The Chairman intends to vote in favour of all of the resolutions.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signed this day of

2009

**Individuals and joint holders
appropriate)**

Companies (affix common seal if

Signature

Director

Signature

Director/Company Secretary

Signature

Sole Director and Sole Company Secretary