
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Infrastructure Machinery Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CHINA INFRASTRUCTURE MACHINERY HOLDINGS LIMITED

中國龍工控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3339)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting ("EGM") of China Infrastructure Machinery Holdings Limited (the "Company") to be held on Friday, 18 July 2008 at 1st Floor, Lecture Room, Jucai Office Building, 26 Minyi Road, Xingqiao, Songjiang Industrial, Shanghai 201612, PRC at 10:00 a.m. or any adjournment thereof is set out on pages 6 to 7 of this circular.

There is a form of proxy for use at the EGM of the Company accompanying this circular. Whether or not you are able to attend and vote at the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for the holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

* *For identification purposes only*

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Board”	the board of Directors
“Change of Company Name”	the proposed change of name of the Company from “China Infrastructure Machinery Holdings Limited” to “Lonking Holdings Limited” and the existing Chinese name, being “中國龍工控股有限公司” (for identification purposes only), will remain unchanged
“Company”	China Infrastructure Machinery Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 1st Floor, Lecture Room, Jucai Office Building, 26 Minyi Road, Xingqiao, Songjiang Industrial, Shanghai 201612, PRC on Friday, 18 July 2008 at 10:00 a.m. or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 6 to 7 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“PRC”	the People’s Republic of China (and where the context requires, references in this circular to the PRC do not apply to Hong Kong, Macau Special Administrative Region of the PRC or Taiwan)
“Share(s)”	the ordinary share(s) with nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



CHINA INFRASTRUCTURE MACHINERY HOLDINGS LIMITED

中國龍工控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3339)

Executive Directors:

Mr. Li San Yim (*Chairman*)
Mr. Qiu Debo
Mr. Luo Jianru
Dr. Mou Yan Qun
Mr. Chen Chao
Mr. Lin Zhong Ming

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office:

No. 26 Mingyi Road
Xinqiao, Songjiang Industrial
Shanghai (201612)
PRC

Non-executive Directors:

Ms. Ngai Ngan Ying
Ms. Fang Deqin

Principle place of business in Hong Kong:

Unit 3413, China Merchants Tower, Shun Tak Centre,
168-200 Connaught Road, Central, Hong Kong

Independent Non-executive Directors:

Prof. Wang Fanghua
Dr. Qian Shizheng
Mr. Han Xuesong

Company Secretary:

Mr. Lam Yiu Pang Albert

Hong Kong, 25 June 2008

To the Shareholders

Dear Sir/Madam

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EGM**

1. INTRODUCTION

On 16 June 2008, the Board announced the proposal for the Change of Company Name. The purpose of this circular is to provide the Shareholders with the information relating to the proposed Change of Company Name and the notice of the EGM to be convened and held for the purpose of considering and, if thought fit, approving the necessary resolution to implement the proposal for the Change of Company Name.

* *For identification purposes only*

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “China Infrastructure Machinery Holdings Limited” to “Lonking Holdings Limited” and the existing Chinese name, being “中國龍工控股有限公司” which was adopted for identification purposes only, will remain unchanged.

3. REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Group needs to maintain its competitiveness in both PRC and overseas market and strengthen the brand culture to better reflect the future business development and direction of the Group. Followed by an extensive research and consultant in both PRC and overseas, the Company created a “Lonking” image which has been extremely well received and understood by both PRC and international group, such unique image is in coordination with a “Lonking” trademark. The Board believes the proposed new name of the Company and trademark will strengthen the Company’s image and unique position as one of the leading companies in the infrastructure machinery industry.

4. CONDITIONS OF THE CHANGE OF COMPANY NAME

The proposed change of name is subject to:

- (a) the passing of a special resolution by the shareholders of the Company at the extraordinary general meeting of the Company to be convened by the Company; and
- (b) the approval by the Registrar of Companies of the Cayman Islands.

Subject to satisfaction of the conditions set out above, the proposed change of the Company’s name will take effect from the date on which the Registrar of Companies in Cayman Islands enters the new name on the register in place of the existing name. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong. Further announcement will be made by the Company to inform the shareholders of the Company (the “Shareholders”) of the effective date of the change of name of the Company and the trading arrangement in respect of the stock short names of the Company.

5. EFFECTS OF THE CHANGE OF COMPANY NAME

The proposed change of name of the Company will not affect any rights of the Shareholders. All existing share certificates in issue bearing the existing name of the Company will, after the change of name, continue to be evidence of legal title to the shares of the Company and will continue to be valid for trading, settlement, delivery and registration for the same number of the shares of the Company. There will not be any arrangements for free exchange of the existing share certificates of the Company for new share certificates under the new name of the Company.

LETTER FROM THE BOARD

6. EGM

Set out on pages 6 to 7 of this circular is a notice convening the EGM to consider and, if thought fit, to approve the special resolution relating to the Change of Company Name.

There is a form of proxy for use at the EGM of the Company accompanying this circular. Whether or not you are able to attend and vote at the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for the holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

7. RIGHT TO DEMAND A POLL

Pursuant to the articles of association of the Company, at any general meeting, a resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (i) by the chairman of such meeting; or
- (ii) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (iv) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (v) if required by the rules of the Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at such meeting.

A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorized representative shall be deemed to be the same as a demand by a Shareholder.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Board considers that the Change of Company Name is in the interest of the Company and its Shareholders. Accordingly, the Board recommends that all Shareholders to vote in favour of the special resolution at the EGM to approve the Change of Company Name.

Yours faithfully,
For and on behalf of
China Infrastructure Machinery Holdings Limited
Li San Yim
Chairman

NOTICE OF EGM



CHINA INFRASTRUCTURE MACHINERY HOLDINGS LIMITED

中國龍工控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3339)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of China Infrastructure Machinery Holdings Limited (the “**Company**”) will be held at 1st Floor, Lecture Room, Jucai Office Building, 26 Minyi Road, Xingqiao, Songjiang Industrial, Shanghai 201612, PRC on 18 July 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment or modifications, the following resolution:

SPECIAL RESOLUTION

“**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “China Infrastructure Machinery Holding Limited” to “Lonking Holdings Limited” and the existing Chinese name, being “中國龍工控股有限公司” which was adopted for identification purposes only, will remain unchanged; and
- (b) the directors of the Company be and are hereby authorized to do all such acts, and execute such deeds and things as they may, in their absolute discretion, deem fit in order to effect such change of name.”

By Order of the Board

China Infrastructure Machinery Holdings Limited

Li San Yim

Chairman

Hong Kong, 25 June 2008

* *For identification purposes only*

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorized to sign the same.

NOTICE OF EGM

3. In order to be valid, the form of proxy must be lodged at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1718, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
6. As at the date of this announcement, Mr. Li San Yim, Mr. Qiu Debo, Mr. Luo Jianru, Dr. Mou Yan Qun, Mr. Chen Chao, Mr. Lin Zhong Ming are the executive directors of the Company, Ms. Ngai Ngan Ying and Ms. Fang Deqin are the non-executive directors of the Company and Professor Wang Fanghu, Dr. Qian Shizheng and Mr. Han Xuesong are the independent non-executive directors of the Company.