



越秀投資有限公司

**GUANGZHOU INVESTMENT COMPANY LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 123)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Guangzhou Investment Company Limited (“**Company**”) will be held at 26th Floor, Yue Xiu Building, 160 Lockhart Road, Wanchai, Hong Kong on Monday, 6 August 2007 at 9:45 a.m. for the purposes of considering and, if thought fit, pass the following resolutions as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. **That** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of and granting permission to deal in 26,594,762 ordinary shares of HK\$0.10 each in the share capital of the Company to be issued to Yue Xiu Enterprises (Holding) Limited (or its nominee) (the “Supreme Eagle Consideration Shares”) under the sale and purchase Agreement dated 9 July 2007 entered into among the Company, Yue Xiu Enterprises (Holdings) Limited and Success Hill Holdings Limited (the “Supreme Eagle SP Agreement”) (the details of which are set out in the circular dated 20 July 2007 despatched by the Company to its shareholders, a copy of which has been produced at the meeting marked “A”, and signed by the chairman of the meeting for identification purposes), and the transactions contemplated therein, including but not limited to:
  - (a) the acquisition of the entire issued share capital of Supreme Eagle Trading Limited and the shareholder’s loan which is due and owing by Supreme Eagle Trading Limited to Yue Xiu Enterprises (Holding) Limited; and
  - (b) the issue and allotment of the Supreme Eagle Consideration Shares,

be and are hereby approved, confirmed and ratified, and the directors of the Company be and are hereby authorized to do all such further acts and things and execute further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Supreme Eagle SP Agreement and the transactions contemplated thereunder.

2. **That** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of and granting permission to deal in 70,984,419 ordinary shares of HK\$0.10 each in the share capital of the Company to be issued to Yue Xiu International Development Limited and Yue Xiu Enterprises (Holding) Limited (or their nominees) (the “Lucken Consideration Shares”) under the sale and purchase Agreement dated 9 July 2007 entered into among the Company, Yue Xiu Enterprises (Holdings) Limited, Yue Xiu International Development Limited and Success Hill Holdings Limited

(the “Lucken SP Agreement”) (the details of which are set out in the circular dated 20 July 2007 despatched by the Company to its shareholders, a copy of which has been produced at the meeting marked “B”, and signed by the chairman of the meeting for identification purposes), and the transactions contemplated therein, including but not limited to:

- (a) the acquisition of the entire issued share capital of Lucken Limited and the loan which is due and owing by Lucken Limited to Yue Xiu Enterprises (Holdings) Limited; and
- (b) the issue and allotment of the Lucken Consideration Shares,

be and are hereby approved, confirmed and ratified, and the directors of the Company be and are hereby authorized to do all such further acts and things and execute further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Lucken SP Agreement and the transactions contemplated thereunder.

3. **That** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of and granting permission to deal in 159,420,819 ordinary shares of HK\$0.10 each in the share capital of the Company to be issued to Hi-Watt Battery Industry Co., Ltd. (or its nominee) (the “Property Consideration Shares”) under the sale and purchase Agreement dated 9 July 2007 entered into among the Company, Hi-Watt Battery Industry Co., Ltd. and Glory Mission Development Limited (the “Property Acquisition Agreement”) (the details of which are set out in the circular dated 20 July 2007 despatched by the Company to its shareholders, a copy of which has been produced at the meeting marked “C”, and signed by the chairman of the meeting for identification purposes), and the transactions contemplated therein, including but not limited to:

- (a) the acquisition of the property situation at Hi-Watt Industrial Building, 21 Tung Yuen Street, Yau Tong, Kowloon, Hong Kong, excluding ground floor and first floor of Block A; and
- (b) the issue and allotment of the Property Consideration Shares,

be and are hereby approved, confirmed and ratified, and the directors of the Company be and are hereby authorized to do all such further acts and things and execute further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Property Acquisition Agreement and the transactions contemplated thereunder.

By order of the Board  
**YU Tat Fung**  
*Company Secretary*

Hong Kong, 20 July 2007

*Registered office:*  
26th Floor, Yue Xiu Building  
160 Lockhart Road  
Wanchai  
Hong Kong

**Notes:**

- (1) The register of members of the Company will be closed on Friday, 3 August 2007 to Monday, 6 August 2007, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for voting at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Abacus Share Registrars Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, no later than 4:00 p.m. on Thursday, 2 August 2007.
- (2) 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 on his behalf. A proxy need not be a member of the Company.
- (3) 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 as if he was solely entitled thereto, but if more than one of such joint holders is 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 shall, in respect of such share, be entitled alone to vote in respect thereof.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's share registrar, Abacus Share Registrars Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting or adjourned meeting thereof.
- (5) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting. If such member attends the meeting, however, his form of proxy will be deemed to have been revoked.
- (6) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this announcement, the members of the Board of Directors comprise Mr. Ou Bingchang, Mr. Liang Yi, Mr. Li Fei, Mr. Tang Shouchun, Mr. Wang Hongtao, Mr. Li Xinmin, Mr. He Zili and Ms. Zhou Jin (Executive Directors); Mr. Yu Lup Fat Joseph, Mr. Lee Ka Lun and Mr. Lau Hon Chuen Ambrose (Independent Non-executive Directors).*