



越秀投資有限公司

GUANGZHOU INVESTMENT COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 123)

RESULTS OF EXTRAORDINARY GENERAL MEETINGS

The board of directors (the “**Board**”) of Guangzhou Investment Company Limited (“**Guangzhou Investment**” or the “**Company**”) is pleased to announce that the ordinary resolutions to approve the discloseable and connected transactions as more particularly described in the circular of the Company dated 20 July 2007 (the “**First Circular**”) were duly passed by the independent shareholders of the Company by way of poll at the extraordinary general meeting of the Company which was held at 9:00 a.m. on 6 August 2007 (the “**First EGM**”).

The Board is also pleased to announce that the ordinary resolutions to approve the connected and share transactions as more particularly described in the circular of the Company also dated 20 July 2007 (the “**Second Circular**”) were duly passed by the independent shareholders of the Company by way of poll at the extraordinary general meeting of the Company which was held at 9:45 a.m. on 6 August 2007 (the “**Second EGM**”).

The First EGM - Discloseable and connected transactions

Reference is made to the First Circular in relation to the discloseable and connected transactions relating to the provision of funding arrangements to a subsidiary for the subscription of offer shares, the transfers of offer shares as repayment and acting as underwriter of the proposed open offer by GZI Transport. Unless the context otherwise requires, terms used in this part of the announcement shall have the same meanings as defined in the First Circular.

The Board is pleased to announce that at the First EGM, the ordinary resolutions proposed to approve each of the Loan Agreement and the Underwriting Agreement and the transactions contemplated thereunder (the “**First Set of Resolutions**”) were duly passed by the independent shareholders of the Company by way of poll as more than 50% of the votes were cast in favour of each of the First Set of Resolutions. Please refer to the notice of the First EGM for the full version of the First Set of Resolutions. The vote-taking at the First EGM was scrutinised by the Company’s share registrar, Tricor Abacus Limited.

The poll results taken at the First EGM were as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		For	Against
1.	To approve the Funding Arrangements and the Repayment Arrangements set out in the Loan Agreement dated 29 June 2007 entered into, among others, the Company, GZI Transport Holdings and the Four Subsidiaries and to ratify, confirm and approve the execution, delivery and performance by the Company of the Loan Agreement and to authorise the Directors to implement the Loan Agreement.	1,157,273,129 (100%)	0 (0%)
2.	To ratify, confirm and approve the execution, delivery and performance by the Company of the Underwriting Agreement dated 29 June 2007 entered into, among others, the Company and GZI Transport and to authorise the Directors to implement the Underwriting Agreement.	1,157,273,129 (100%)	0 (0%)

As at the date of the First EGM:

- (1) the total number of Shares entitling the holders to attend and vote for or against the First Set of Resolutions at the First EGM was 3,765,338,666 Shares;
- (2) Shareholders or proxies representing 1,157,273,129 Shares (representing approximately 16.91% of the total issued share capital of the Company) attended the First EGM;
- (3) there was no Share entitling the holders to attend and vote only against the First Set of Resolutions at the First EGM; and
- (4) as disclosed in the First Circular, Yue Xiu and its associates (holding an aggregate of 3,077,935,248 Shares) abstained from voting on the First Set of Resolutions at the First EGM.

The Second EGM - Connected and share transactions

Reference is made to the Circular B in relation to (1) the sale and purchase of the entire issued share capital of Supreme Eagle and the assignment of the shareholder's loan which is due and owing by Supreme Eagle to Yue Xiu for a total consideration of HK\$69,405,084, which is payable as to HK\$16,348,534 in cash and as to the balance by way of issuance of 26,594,762 new Shares at HK\$1.995 per Share; (2) the sale and purchase of the entire issued share capital of Lucken and the assignment of the loan which is due and owing by Lucken to Yue Xiu for a total consideration of HK\$185,250,000, which is payable as to HK\$43,636,084 in cash and as to the balance by way of issuance of 70,984,419 new Shares at HK\$1.995 per Share; and (3) the sale and purchase of the Hi-Watt Property II for a total consideration of HK\$416,044,916, which is payable as to HK\$98,000,382 in cash and as to the balance by way of issuance of 159,420,819 new Shares at HK\$1.995 per Share. Unless the context otherwise requires, terms used in this part of the announcement shall have the same meanings as defined in the Second Circular.

The Board is pleased to announce that at the Second EGM, the ordinary resolutions proposed to approve each of the Agreements and the transactions contemplated thereunder (the “**Second Set of Resolutions**”) were duly passed by the independent shareholders of the Company by way of poll as more than 50% of the votes were cast in favour of each of the Second Set of Resolutions. Please refer to the notice of the Second EGM for the full version of the Second Set of Resolutions. The vote-taking at the Second EGM was scrutinised by the Company's share registrar, Tricor Abacus Limited.

The poll results taken at the Second EGM were as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		For	Against
1.	To consider and approve the ordinary resolution regarding the transactions contemplated under the Supreme Eagle SP Agreement including but not limited to the acquisition of the entire issued share capital of Supreme Eagle and the shareholder's loan which is due and owing by Supreme Eagle to Yue Xiu, and the issue and allotment of the Supreme Eagle Consideration Shares.	1,115,477,129 (100%)	0 (0%)
2.	To consider and approve the ordinary resolution regarding the transactions contemplated under the Lucken SP Agreement including but not limited to the acquisition of the entire issued share capital of Lucken and the loan which is due and owing by Lucken to Yue Xiu, and the issue and allotment of the Lucken Consideration Shares.	1,115,477,129 (100%)	0 (0%)
3.	To consider and approve the ordinary resolution regarding the transactions contemplated under the Property Acquisition Agreement including but not limited to the acquisition of the Hi-Watt Property II, and the issue and allotment of the Property Consideration Shares.	1,115,477,129 (100%)	0 (0%)

As at the date of the Second EGM:

- (1) the total number of Shares entitling the holders to attend and vote for or against the Second Set of Resolutions at the Second EGM was 3,765,338,666 Shares;
- (2) Shareholders or proxies representing 1,115,477,129 Shares (representing approximately 16.30% of the total issued share capital of the Company) attended the Second EGM;
- (3) there was no Share entitling the holders to attend and vote only against the Second Set of Resolutions at the Second EGM; and

(4) as disclosed in the Circular B, Yue Xiu and its associates (holding an aggregate of 3,077,935,248 Shares) abstained from voting on the Second Set of Resolutions at the Second EGM.

By order of the Board of Directors of
Guangzhou Investment Company Limited
Ou Bingchang
Chairman

Hong Kong, 6 August, 2007

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).