



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 (the “**EGM**”) of Guangzhou Investment Company Limited (the “**Company**”) will be held at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 10 December 2008, at 9:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

1. **“THAT:**

- (a) the Transfer Agreement (as more particularly described in the circular to the shareholders of the Company dated 24 November 2008 (the “**Circular**”), a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification, and the execution, delivery and performance by the Company of the Transfer Agreement be and are hereby approved, confirmed and ratified;
- (b) the Transfer (as more particularly described in the Circular) and all transactions contemplated under or incidental to the Transfer Agreement and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to the Transfer Agreement be and are hereby approved, confirmed and ratified; and
- (c) any one director of the Company be and is hereby authorized for and on behalf of the Company to do all such acts and things, to sign, execute and deliver all such other documents, deeds, instruments and agreements and to take such steps as he may consider necessary, desirable or expedient to give effect to or in connection with the Transfer, the Transfer Agreement or any of the transactions contemplated under the Transfer Agreement and all other matters incidental thereto.”

For and on behalf of the Board  
**Guangzhou Investment Company Limited**  
**LU Zhifeng**  
*Chairman*

Hong Kong, 24 November 2008

*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 from Monday, 8 December 2008 to Wednesday, 10 December 2008, 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, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 5 December 2008.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company. Where there are joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, provided that if more than one of such joint holders be present at the EGM personally or by proxy, the person whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. 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 thereof), must be deposited with the Company's share registrar, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for holding of the meeting or adjourned meeting thereof.
4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the EGM (or any adjournment thereof) should he/she so wishes and in such event, the form of proxy will be deemed to have been revoked.
5. The resolution set out in the notice convening the EGM will be voted by way of poll.
6. As at the date thereof, the executive directors of the Company are LU Zhifeng, ZHANG Zhaoxing, LIANG Yi, TANG Shouchun, WANG Hongtao, ZHOU Jin, LI Xinmin and HE Zili; and the independent non-executive directors of the Company are YU Lup Fat Joseph, LEE Ka Lun and LAU Hon Chuen Ambrose respectively.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.