

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shenzhen Investment Limited (“the Company”) will be held at Cypress & Maple Rooms, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Monday, 6th June, 2005 at 3:00 p.m. for the following purposes:-

1. To receive and consider the financial statements and the directors’ and auditors’ reports of the Company for the year ended 31st December, 2004.
2. To declare a final dividend for the year ended 31st December, 2004.
3. To elect Directors and to authorise the Directors to fix the Directors’ fees.
4. To re-appoint Auditors and to authorise the Directors to fix their remuneration.

As special business, to consider and, if thought fit, to pass with or without amendments the following resolutions as ordinary resolutions of the Company :-

ORDINARY RESOLUTIONS

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

茲通告深圳控股有限公司(「本公司」)謹訂於二零零五年六月六日(星期一)下午三時正假座香港九龍梳士巴利道十八號香港洲際酒店柏廳及楓廳舉行股東週年大會,以便處理下列事項:

1. 省覽本公司截至二零零四年十二月三十一日止年度之財務報表及董事會報告書與核數師報告書。
2. 宣佈派發截至二零零四年十二月三十一日止年度之末期股息。
3. 選舉董事及授權董事會釐定董事袍金。
4. 重聘核數師及授權董事會釐定其酬金。

作為特別事項,考慮及酌情通過下列決議案為本公司普通決議案(不論有否修訂):-

普通決議案

5. **「動議:**

- (a) 在本決議案(b)段之規限下,一般及無附帶條件批准本公司董事會於有關期間(按下文所界定)內行使本公司所有權力,於香港聯合交易所有限公司(「聯交所」)或本公司之證券可能上市並經由證券及期貨事務監察委員會及聯交所就此而認可之任何其他證券交易所,遵循及按照不時經修訂之所有適用之法例及/或聯交所證券上市規則或任何其他證券交易所之規定,購回本公司股本中之股份;

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(b) the aggregate nominal amount of shares to be repurchased by the Company pursuant to the approval of paragraph (a) of this resolution shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

6. “THAT:

(a) subject to paragraph (c) of this resolution and pursuant to Section 57B of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other shares which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;

(b) 本公司依據本決議案(a)段之批准購回之股份面值總額不得超過本決議案獲通過當日本公司已發行股本面值總額之百分之十，而本決議案(a)段之權力亦須受此限制；及

(c) 就本決議案而言：

「有關期間」乃指本決議案獲通過之時起至下列任何最早之日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 法例規定本公司須舉行下屆股東週年大會期限屆滿之日；及
- (iii) 本公司股東在股東大會上通過普通決議案撤銷或修改本決議案授予本公司董事之權力。

6. 「動議：

(a) 在本決議案(c)段之規限下及根據公司條例第57B條，一般及無附帶條件批准本公司董事會於有關期間（按下文所界定）內行使本公司所有權力，以配發、發行及處理本公司股本中之額外股份，並作出或授予或需配發股份之售股建議、協議及期權（包括附有權利認購或可轉換為本公司股份之認股權證、債券、債權證、票據及其他股份）；

- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other shares which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company; or (iii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares in the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (b) 本決議案(a)段之批准將授權本公司董事會於有關期間內作出或授予或需要於有關期間結束後配發股份之售股建議、協議及期權(包括附有權利認購或可轉換為本公司股份之認股權證、債券、債權證、票據及其他股份);
- (c) 本公司董事會根據本決議案(a)段之批准配發或同意有附帶條件或無附帶條件配發(不論是否根據期權而配發)之股本面值總額(根據(i)供股(按下文所界定)、或(ii)行使附有權利認購或可轉換為本公司股份之任何現有認股權證、債券、債權證、票據或其他本公司發行之證券之認購權或換股權、或(iii)根據當時採納之任何優先認股計劃或類似安排以給予或發行本公司股份或購買本公司股份之權利而授出之期權獲行使或(iv)根據本公司之組織章程細則就以股代息計劃或類似安排提供配發股份以代替就本公司股份派發之全部或部份股息除外)不得超過本決議案獲通過當日本公司已發行股本面值總額之百分之二十,而上述批准亦須受此數額限制;及

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate such other securities) (subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(d) 就本決議案而言：

「有關期間」乃指本決議案獲通過之時起至下列任何最早之日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 法例規定本公司須舉行下屆股東週年大會期限屆滿之日；及
- (iii) 本公司股東在股東大會上通過普通決議案撤銷或修改本決議案授予本公司董事之權力。」

「供股」乃指本公司董事會於其所指定時間內根據於某一指定記錄日期已名列本公司股東名冊之股份持有人（及，如適用，向本公司其他證券之合資格持有人），按彼等當時持有該等本公司股份（或，如適用，該等其他證券）之比例向彼等提出股份要約或發行期權、認股權證或其他有權認購本公司股份之證券（惟在所有情況下本公司董事可就零碎配額或就經顧及任何適用於本公司之任何地區之法律或任何認可監管機構或任何證券交易所之規定之任何限制或責任後而必須或權宜豁免權利或作出其他安排）。

7. "THAT subject to the passing of resolution nos. 5 and 6 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to resolution no. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution."
7. 「動議待召開本大會通告所載之第5及第6項決議案獲通過後，擴大本公司董事會根據召開本大會通告所載之第6項決議案行使本公司之權力配發、發行及處置本公司額外股份之一般授權，將代表本公司根據召開本大會通告所載之第5項決議案授予之權力購回之本公司股本面值總額加入該項一般授權中；惟該擴大之數額不得超過本決議案獲通過當日本公司股本面值總額之百分之十。」

By order of the Board

HU Aimin

Chairman

Hong Kong, 29th April, 2005

Registered Office:

8th Floor, New East Ocean Centre,

9 Science Museum Road,

Tsimshatsui,

Kowloon,

Hong Kong.

承董事會命

主席

胡愛民

香港，二零零五年四月二十九日

註冊辦事處：

香港

九龍

尖沙咀

科學館道9號

新東海商業中心八樓

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a 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 that power or authority must be deposited at the registered office of the Company at 8th Floor, New East Ocean Centre, 9 Science Museum Road, Tsimshatsui, Kowloon, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Wednesday, 1st June, 2005 to Monday, 6th June, 2005, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend and to determine the identity of the shareholders who are entitled to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Registrars, Standard Registrars Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 31st May, 2005.
4. With regard to items 3 and 5 to 7 of this notice, a circular giving details of the general mandates to repurchase shares and to issue shares of the Company and details of directors seeking re-election will be despatched to the shareholders together with the Annual Report 2004 of the Company on 29th April, 2005.
5. As at the date of this notice, the Board comprises 11 directors, of which Mr. HU Aimin, Mr. ZHANG Yijun, Mr. LIU Jianhua, Ms. ZHAO Mingfeng, Mr. LIANG Kaiping, Mr. XU Ruxin and Mr. ZHU Huoyang are the executive directors of the Company, Mr. LEE Yip Wah, Peter is a non-executive director of the Company and Mr. WONG Po Yan, Mr. WU Wai Chung, Michael and Mr. LI Wai Keung are the independent non-executive directors of the Company.

附註:

1. 凡有權出席大會並於會上投票之本公司股東，均有權委派一位或多位代表出席，並於投票表決時代其投票。受委代表毋須為本公司股東。
2. 代表委任表格連同授權簽署該表格之授權書或其他授權文件（如有）或經公證人簽署證明之授權書或授權文件副本，最遲須於大會或其任何續會舉行時間四十八小時前送達本公司之註冊辦事處（地址為香港九龍尖沙咀科學館道9號新東海商業中心八樓），方為有效。
3. 本公司將由二零零五年六月一日（星期三）至二零零五年六月六日（星期一）（首尾兩天包括在內）暫停辦理股份過戶登記手續，期間股份將不獲過戶。為確保收取建議之末期股息之權利及釐訂有權出席大會並於會上投票之股東身份，所有正式填妥之過戶文件連同有關股票必須於二零零五年五月三十一日（星期二）下午四時正前送達本公司之股份過戶登記處標準證券登記有限公司（地址為香港灣仔告士打道56號東亞銀行港灣中心地下），辦理過戶登記手續。
4. 就本通告第3及第5至第7項而言，本公司將於二零零五年四月二十九日向股東寄發一份通函，當中載有購回及發行股份之一般授權及尋求重選連任董事之詳情。有關通函將連同本公司之二零零四年年報一併寄發。
5. 於本通告日期，董事會由十一位董事組成，其中胡愛民先生、張宜均先生、劉建華先生、趙明豐女士、梁開平先生、徐汝心先生及朱火養先生為本公司執行董事，李業華先生為本公司非執行董事，而黃保欣先生、吳偉聰先生及李偉強先生為本公司獨立非執行董事。