

Notice of Annual General Meeting 股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shenzhen Investment Limited (“the Company”) will be held at Cypress Room, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Monday, 12 June, 2006 at 2:00 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, 2005.
2. To declare a final dividend for the year ended 31st December, 2005.
3. To elect directors and to authorise the board of directors to fix the directors’ fees.
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, to pass with or without modifications the following resolutions:-

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」)謹訂於二零零六年六月十二日(星期一)下午二時正假座香港九龍梳士巴利道十八號香港洲際酒店柏廳舉行股東週年大會,以便處理下列事項:

1. 省覽本公司截至二零零五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. 宣佈派發截至二零零五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(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;

(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
- (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
- (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) 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) 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).”

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.”

(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. 「**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。」

8. "THAT subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in shares of HK\$0.05 each in the share capital of the Company (the "Shares") to be issued pursuant to the exercise of options which may be granted under the Refreshed Limit (as defined below), the refreshment of the scheme limit of the share option scheme of the Company adopted on 5th June, 2002 (the "Share Option Scheme"), up to 10 per cent of the number of Shares in issue as at the date of passing of this resolution (the "Refreshed Limit") be and is hereby approved and that the directors be and are hereby authorized, at their absolute discretion, to grant options to subscribe for Shares thereunder and to allot and issue Shares pursuant to the exercise of subscription rights under any options and to do all such acts and execute all such documents, as they consider necessary or desirable to implement the Share Option Scheme, to effect the Refreshed Limit and to vote on any matter connected therewith."
8. 「動議待聯交所上市委員會批准根據更新限額（定義見下文）可能授出之購股權獲行使而將予發行之本公司股本中每股面值0.05港元之股份（「股份」）上市及買賣，批准更新本公司於二零零二年六月五日所採納之購股權計劃（「購股權計劃」）之計劃限額至佔本決議案獲通過當日已發行股份數目之10%（「更新限額」），並授權董事可全權酌情授出購股權以認購股份，以及根據行使任何購股權項下之認購權配發及發行股份，以及執行一切彼等認為對實施購股權計劃屬必須及合宜之行動及簽署一切該等文件，致使更新限額生效，以及就與此相關之任何事宜投票。」
9. "THAT the authorized share capital of the Company be and is hereby increased from HK\$150,000,000 to HK\$250,000,000 by the creation of an additional 2,000,000,000 shares of HK\$0.05 each in the share capital of the Company and that such new shares, upon issue, shall rank pari passu in all respects with the existing shares of the Company."
9. 「動議增設額外2,000,000,000股本公司股本中每股面值0.05港元之股份，將本公司法定股本由150,000,000港元增至250,000,000港元。該等新股份於發行後與本公司現有股份在所有方面均享有同等地位。」

SPECIAL RESOLUTION

特別決議案

10. "THAT the Articles of Association of the Company be and are hereby amended in the following manner:-

10. 「動議按以下方式修訂本公司組織章程細則:

(a) Article 71

(a) 章程細則第71條

by deleting the existing Article 71 in its entirety and substituting therefor the following new Article and its marginal note:

刪除現行章程細則第71條整條，並以下列新章程細則及旁註取代:

"71. The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, there be no such Chairman or Deputy Chairman or, if at any general meeting neither of such Chairman or Deputy Chairman is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number to act as Chairman, or if one Director only is present he shall take the chair if he is willing to act as Chairman, and if no Director is present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their number to be Chairman.";

Chairman of
general
meeting.

「71. 董事會的主席（如有）或如他缺席或拒絕主持該股東大會，副主席（如有）將主持每次股東大會或如無主席或副主席或在任何股東大會上，該主席或副主席概在指定舉行會議的時間之後十五分鐘內仍未出席，或該兩位人士皆拒絕主持該股東大會，則出席的董事須在與會的董事中推選一人擔任主席，或只有一位董事出席，如他願意擔任主席，他將主持股東大會，而如無董事出席或如全部出席的董事拒絕主持股東大會或如選出的主席須卸任主持股東大會的職務，則於其時出席的股東須在與會的股東中選出一人擔任主席。」;

股東大會
主席。

(b) Article 92

by deleting the last sentence of the Article 92 in its entirety and substituting therefor the following sentence:

“Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the existing Board), and shall then be eligible for re-election.”;

(c) Article 101

by deleting the existing Article 101 in its entirety and substituting therefor the following new Article and its marginal note:

“101. Subject to the manner of retirement by rotation of Directors as from time to time prescribed under the Listing Rules, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.”; and

Rotation and retirement of Directors.

(b) 章程細則第92條

刪除章程細則第92條最後一句整句，並以下列新句取代：

「如此獲委任的董事只可任職至本公司下一次股東大會（如屬填補臨時空缺）或直至本公司下屆股東週年大會（如屬增加現有董事會的名額），並於其時有資格重選連任。」；

(c) 章程細則第101條

刪除現行章程細則第101條整條，並以下列新章程細則及旁註取代：

「101. 按上市規則不時訂明董事輪換及董事輪流退任方式之規限下，於每年股東週年大會上，三分之一（或如董事人數並非三(3)之倍數，最接近但不少於三分之一之人數）當其時之董事須要輪流退任職務，惟每名董事（包括有指定任期的董事）應輪流退任，至少每三年一次。於每年之退任董事須為自彼等上次連任以來在任期最長者，惟倘多名人士於同日出任董事，除非彼等自行決定，否則以抽籤決定告退人選。而退任董事有資格重選連任。」；及

(d) Article 122

by deleting the Article 122 in its entirety and substituting therefor the following new Article and its marginal note:

“122. The Board may from time to time elect or otherwise appoint a Director to be Chairman or Deputy Chairman and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Deputy Chairman shall preside at meetings of the Board, but if no such Chairman or Deputy Chairman be elected or appointed, or if at any meeting the Chairman or Deputy Chairman is not present within five minutes at the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting.”.

By order of the Board

HU Aimin

Chairman

Hong Kong, 28 April, 2006

Registered Office:

8th Floor, New East Ocean Centre,
9 Science Museum Road,
Tsimshatsui,
Kowloon,
Hong Kong.

(d) 章程細則第122條

刪除現行章程細則第122條整條，並以下列新章程細則及旁註取代：

「122. 董事會可不時選出或另行委任一位董事為主席或副主席，並決定彼等每一位任職的期限。主席或在他缺席時，副主席將主持董事會會議，但如無選出或委任主席或副主席，或如在任何會議上，主席或副主席在指定舉行會議的時間後之五分鐘內仍未出席，則出席的董事可在與會的董事中選出一人擔任會議主席。」。

承董事會命

主席

胡愛民

香港，二零零六年四月二十八日

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, 7 June, 2006 to Friday, 9 June, 2006, 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 6 June, 2006.
4. With regard to items 3 and 5 to 10 of this notice, a circular giving details of the general mandates to repurchase shares and to issue shares of the Company, refreshment of the scheme mandate limit under the Share Option Scheme, increase in the authorized share capital of the Company and amendments to articles of association of the Company and details of directors seeking re-election will be despatched to the shareholders together with the Annual Report 2005 of the Company on 28 April, 2006.
5. As at the date of this notice, the Board comprises 11 directors, of which Mr. HU Aimin, Mr. ZHANG Yijun, Ms. ZHAO Mingfeng, Mr. LIANG Kaiping, Mr. XU Ruxin and Mr. ZHU Huoyang are the executive directors of the Company, Mr. HU Zuoyuan and Mr. LEE Yip Wah, Peter are the non-executive directors 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. 本公司將由二零零六年六月七日（星期三）至二零零六年六月九日（星期五）（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二零零六年六月六日（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（地址為香港皇后大道東28號金鐘匯中心26樓），辦理過戶登記手續。
4. 就本通告第3及第5至10項而言，本公司將於二零零六年四月二十八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、根據購股權計劃更新計劃授權限額、增加本公司之法定股本、修訂本公司組織章程細則及尋求重選連任董事之詳情。有關通函將連同本公司之二零零五年年報一併寄發。
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、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，胡作元先生及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。