



深圳控股有限公司 SHENZHEN INVESTMENT LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 604)

NOTICE OF SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of Shenzhen Investment Limited (深圳控股有限公司) (the “**Company**”) will be held at Garden Room C&D, 2/F., Hotel Nikko, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 9 February 2007 at 2:45 p.m. (or so soon as the extraordinary general meeting of the Company convened on the same day and place at 2:00 p.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without modification the following resolution as an ordinary resolution of the Company:—

ORDINARY RESOLUTION

“**THAT** the terms of the Split Agreement (as defined and summarized in a circular dated 5 January 2007 of the Company (the “**Circular**”), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated therein, including but not limited to the Split Arrangement and the Hangfa Establishment (as defined in the Circular), be and are hereby noted and approved, the entering into of the Split Agreement by the Company be and is hereby confirmed, approved and ratified and that the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, agreements, deeds, acts, matters and things as they may in their discretion consider necessary, desirable or appropriate for the purpose of or in connection with the implementation of the Split Agreement and the transactions contemplated therein.”

By Order of the Board
Shenzhen Investment Limited
Hu Aimin
Chairman

Hong Kong, 5 January 2007

Registered office:

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

Notes:

- (1) A Shareholder who is entitled to attend and vote at the meeting shall be entitled to appoint proxies to attend, and on a poll, vote for him. Votes may be given either personally (or, in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy in accordance with the articles of association of the Company. A proxy need not be a Shareholder of the Company but must attend this meeting in person to represent you. A Shareholder may appoint more than one proxy to attend on the same occasion.
- (2) Where there are joint registered holders of any share(s), any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share(s) as if he was solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of shareholders in respect of such share(s) shall alone be entitled to vote in respect thereof.
- (3) To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of that power or authority, must be delivered to the registered office of the Company at 8th Floor, New East Ocean Centre, 9 Science Museum Road, Tsimshatsui, Kowloon, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Second EGM or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) **Since the transactions contemplated under the Split Agreement constitute connected transactions of the Company under Chapter 14A of the Listing Rules, the resolution proposed at the meeting will be voted by independent shareholders of the Company by way of poll.**

As at the date of this notice, the board of directors of the Company comprises eight executive Directors, namely, Mr. Hu Aimin, Mr. Zhang Yijun, Mr. Zhao Gesheng, Mr. Xiao Rihai, Mr. Liang Kaiping, Mr. Liu Weijin, Mr. Zhang Huaqiao and Mr. Tam Ping Lung and three non-executive Directors namely Mr. Lee Yip Wah, Peter, Mr. Hu Zuoyuan and Dr. Wu Jiesi and three independent non-executive Directors namely Mr. Wong Po Yan, Mr. Wu Wai Chung, Michael and Mr. Li Wai Keung.

Please also refer to the published version of this announcement in The Standard.