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(Incorporated in Hong Kong with limited liability)

(Stock Code: 00604)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shenzhen Investment Limited (the “**Company**”) will be held at Garden Room, 2nd Floor, Hotel Nikko Hong Kong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 19 June 2014 at 10:00 a.m. for the following purposes:–

1. To receive and consider the audited financial statements, the report of the directors and the independent auditor ‘s report for the year ended 31 December 2013. **(Resolution 1)**
2. To declare a final dividend for the year ended 31 December 2013 in cash form with scrip option. **(Resolution 2)**
3. To consider and approve, if thought fit, the following resolutions, each as a separate resolution:
 - (a) to re-elect Mr. GAO Shengyuan as Director. **(Resolution 3)**
 - (b) to re-elect Dr. WONG Yau Kar David as Director. **(Resolution 4)**
 - (c) to re-elect Mr. LU Hua as Director. **(Resolution 5)**
 - (d) to re-elect Mr. MOU Yong as Director. **(Resolution 6)**
 - (e) to re-elect Mr. HUANG Yige as Director. **(Resolution 7)**
 - (f) to authorize the board of Directors to fix the remuneration of the Directors. **(Resolution 8)**
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration. **(Resolution 9)**

To consider and, if thought fit, to pass with or without modifications the following resolutions:–

ORDINARY RESOLUTIONS

5. To grant a general mandate to the Directors to buy back shares of the Company (“**Shares**”). **(Resolution 10)**

“**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 buy back Shares in issue 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 recognized 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;
- (b) the total number of Shares to be bought back by the Company pursuant to the approval of paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of Shares) 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. To grant a general mandate to the Directors to allot and issue new Shares. **(Resolution 11)**

“**THAT:**

- (a) subject to paragraph (c) 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 allot, issue and deal with additional Shares and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into Shares) which would or might require Shares to be allotted be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into Shares) which would or might require Shares to be allotted after the expiry of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares 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 Pro-Rata Issue (as hereinafter defined); or (ii) the exercise of rights of subscription, conversion or exchange 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 or exchangeable into Shares; 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; 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 in accordance with the articles of association of the Company, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of Shares) 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
- (iii) the passing of a resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“**Pro-Rata Issue**” means an offer of Shares or issue of options, warrants or other securities (including bonus issues or offers) giving the rights to subscribe for Shares 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 holdings of such Shares (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. To extend the general mandate granted to the Directors to allot and issue new Shares. **(Resolution 12)**

“THAT:

subject to the passing of resolution nos. 10 and 11 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 pursuant to resolution no. 11 set out in the notice convening this meeting be and is hereby extended by the addition thereto of a total number of Shares bought back by the Company under the authority granted pursuant to resolution no. 10 set out in the notice convening this meeting, provided that such extended number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of Shares).”

8. To approve the refreshment of the 10% limit in respect of the grant of options under the share option scheme of the Company. **(Resolution 13)**

“THAT:

- (a) the directors of the Company be and are hereby generally authorised during the Relevant Period (as hereinafter defined) to grant options pursuant to share option scheme adopted by the Company on 22 June 2012 (the **“Share Option Scheme”**) to subscribe for Shares up to the 10% of the total number of Shares in issue as at the date of passing this resolution (subject to adjustment in the case of subdivision and consolidation of Shares) (the **“Refreshed Limit”**) and to exercise all the powers of the Company to allot, issue and deal with the Shares upon the exercise of such options provided that:
- (i) the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted upon the exercise of options which may be granted under the authority of this resolution shall not exceed the Refreshed Limit;
 - (ii) options granted under the Share Option Scheme prior to the date of this resolution (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme) shall not be counted for the purpose of calculating the Refreshed Limit); and
 - (iii) the number of Shares which may be issued upon exercise of options which may be granted under the Refreshed Limit and all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share options schemes of the Company shall not exceed 30% of the total number of Shares in issue from time to time;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers or agreements that would or might require Shares to be allotted and/or options to be granted in accordance with the Share Option Scheme after the expiry of the Relevant Period (as hereinafter defined);

(c) for the purpose 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;
- (iii) the passing of a resolution by shareholders of the Company in general meeting revoking or varying the authority given by this resolution; and
- (iv) the termination or expiry of the Share Option Scheme.”

By order of the Board
Shenzhen Investment Limited
LU Hua
Chairman

Hong Kong, 28 April 2014

Registered Office:

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

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend, speak and vote in his stead. 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 member of the Company.
2. The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorized.
3. 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 were 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 members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
4. 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 delivered to the office of the Company's share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the meeting (or any adjournment thereof, as the case may be).
5. Delivery of an instrument appointing a proxy shall not preclude a member of the Company 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.

6. To ascertain the shareholders' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 16 June 2014 to Thursday, 19 June 2014, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the office of the Company's share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 13 June 2014.
7. Subject to approval of the shareholders at the meeting, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company on Thursday, 26 June 2014. To ascertain the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 25 June 2014 to Thursday, 26 June 2014, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 24 June 2014.
8. Pursuant to rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), any vote of the shareholders at the meeting shall be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matters to be voted on a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
9. With regard to items 3 and 5 to 8 of this notice, a circular giving details of the re-election of retiring directors, general mandates to buy back shares and to issue shares and the refreshment of the Share Option Scheme Limit will be despatched to the shareholders together with the Annual Report 2013 of the Company on 28 April 2014.

As at the date of this announcement, the Board comprises 9 directors, of which Mr. LU Hua, Mr. GAO Shengyuan, Mr. MOU Yong and Mr. LIU Chong are the executive directors of the Company, Dr. WU Jiesi and Mr. HUANG Yige are the non-executive directors of the Company and Mr. LI Wai Keung, Mr. WU Wai Chung, Michael and Dr. WONG Yau Kar David are the independent non-executive directors of the Company.