



香港中旅國際投資有限公司

CHINA TRAVEL INTERNATIONAL INVESTMENT HONG KONG LIMITED

(Incorporated in Hong Kong under the Companies Ordinance)

(Stock Code: 0308)

NOTICE OF SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of China Travel International Investment Hong Kong Limited (the “**Company**”) will be held at Cafe du Parc, 2/F., Metropark Hotel, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on 13 May 2004 at 2:32 p.m. (or as soon thereafter as the first extraordinary general meeting to seek shareholders’ approval on certain continuing connected transaction convened for the same date and place, shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution:–

Ordinary Resolution

THAT subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting a listing of, and permission to deal in, the Warrants (as hereinafter defined) and any shares in the capital of the Company falling to be issued upon any exercise of the subscription rights attaching to the warrants, the Directors be and are hereby authorised:

- (a) to create warrants (“**Warrants**”) in registered form to subscribe, at the initial subscription price of HK\$1.508 per share, subject to adjustment, for shares in the share capital of the Company subject to the terms and conditions set out in the warrant instrument (a copy of a draft of which has been produced to this Meeting and signed for the purpose of identification by the Chairman hereof) and such Warrants could be exercised during the period from 2 June 2004 to 31 May 2006 (both days inclusive) and to issue the same by way of bonus to and among the persons who were registered as shareholders of the Company on 13 May 2004 (the “**Record Date**”) in the proportion of one warrant for every five shares then held carrying the right to subscribe HK\$1.508 for a share in the capital of the Company provided that:–
 - (i) in the case of persons whose registered addresses as shown in the register of members of the Company on the Record Date are in any places other than Hong Kong, the relevant Warrants shall not be issued to such persons but shall be aggregated and sold and the net proceeds of sale, after deduction of expenses, shall be distributed to such persons *pro rata* to their respective shareholdings unless such amount falling to be distributed to any such person is less than HK\$100 in which case such amount will be retained for the benefit of the Company;
 - (ii) no fractional entitlements to warrants shall be issued as aforesaid, but the fractional entitlements shall be aggregated and sold for the benefit of the Company;
- (b) to allot and issue shares in the capital of the Company arising from the exercise of subscription rights under the Warrants or any of them; and
- (c) to do all such acts and things as the Directors of the Company consider necessary or expedient to give effect to the foregoing arrangements.

By Order of the Board
WOO WAI SEE, ALICE
Company Secretary

Hong Kong, 16 April 2004

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint more than one proxy to attend and, vote instead of him. A proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed herewith.
- (2) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or poll concerned if he so wishes. In the event of a member who has lodged a form of proxy attending the meeting, his form of proxy will be deemed to have been revoked.
- (3) In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's registered office at 12th Floor, CTS House, 78-83 Connaught Road Central, Hong Kong, by no later than 48 hours before the time appointed for holding of the meeting.
- (4) In the case of joint holders of a share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such shares 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 such holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (5) The register of members of the Company will be closed, for the purpose of determining entitlements to the proposed bonus issue of warrants and the identity of members who are entitled to attend and vote at the meeting, from 10 May 2004 (Monday) to 13 May 2004 (Thursday), both days inclusive, during which period no transfers of shares will be effected. In order to qualify for the proposed bonus issue of warrants, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Registrar, Tengis Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:30 p.m. on 7 May 2004 (Friday).
- (6) As at the date of this announcement, the board of directors of the Company comprises the Executive Directors, namely, Mr. Che Shujian, Mr. Zhang Xuewu, Mr. Shen Zhuying, Mr. Zheng Heshui, Mr. Lo Sui On, Mr. Chen Shoujie, Mr. Zheng Hongqing, Mr. Zhang Fengchun, Mr. Ng Chi Man, Michael and Mr. Liu Li, as well as the Independent Non-Executive Directors, namely, Dr. Yeh Meou Tsen, Geoffrey, Mr. Yeh V Nee (Alternate Director to Dr. Yeh Meou Tsen, Geoffrey), Dr. Fong Yun Wah and Mr. Wong Man Kong, Peter.

*Please also refer to the published version of this announcement in
The Standard and Hong Kong Economic Times.*