

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should obtain independent professional advice or consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Travel International Investment Hong Kong Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**CHINA TRAVEL INTERNATIONAL INVESTMENT HONG KONG LIMITED**

**香港中旅國際投資有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 308)

**RE-ELECTION OF RETIRING DIRECTORS  
AND  
GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening an annual general meeting of the Company to be held at Cafe du Parc, 2nd Floor, Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on Tuesday, 26 May 2009 at 2:30 p.m. is set out on pages 10 to 13 of this circular. Whether or not you are able to attend the meeting, please complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon to the Company's share registrar, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and, in any event, by no later than 48 hours before the time appointed for the holding of the meeting (or adjourned meeting or of the poll, as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

24 April 2009

---

## CONTENTS

---

	<i>Page</i>
<b>Letter from the Board</b> .....	1
<b>Appendix I – Particulars of Retiring Directors</b> .....	4
<b>Appendix II – Explanatory Statement</b> .....	7
<b>Notice of Annual General Meeting</b> .....	10

---

## LETTER FROM THE BOARD

---



### CHINA TRAVEL INTERNATIONAL INVESTMENT HONG KONG LIMITED

香港中旅國際投資有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 308)

*DIRECTORS:*

*Executive Directors:*

Mr. Zhang Xuewu (*Chairman*)  
Mr. Zheng Heshui (*Vice-Chairman*)  
Mr. Lo Sui On (*Vice-Chairman*)  
Ms. Jiang Yan  
Mr. Mao Jianjun  
Mr. Fang Xiaorong  
Mr. Zhang Fengchun  
Mr. Xu Muhan

*Independent Non-Executive Directors:*

Dr. Fong Yun Wah  
Mr. Wong Man Kong, Peter  
Mr. Sze, Robert Tsai To  
Mr. Chan Wing Kee

*REGISTERED OFFICE:*

12th Floor, CTS House  
78-83 Connaught Road Central  
Hong Kong

24 April 2009

*To Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS  
AND  
GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. RE-ELECTION OF RETIRING DIRECTORS**

At the Annual General Meeting of China Travel International Investment Hong Kong Limited (the “Company”) to be held on Tuesday, 26 May 2009 (the “Annual General Meeting”). Mr. Zheng Heshui, Ms. Jiang Yan, Mr. Mao Jianjun and Dr. Fong Yun Wah will retire as directors of the Company (“Directors”) by rotation and, being eligible, offer themselves for re-election in accordance with Article 101 of the Company’s Articles of Association (the “Articles”).

---

## LETTER FROM THE BOARD

---

Particulars of Messrs. Zheng Heshui, Jiang Yan, Mao Jianjun and Dr. Fong Yun Wah are set out in Appendix I to this circular.

### 2. GENERAL MANDATE TO REPURCHASE SHARES

In addition, approval is being sought from the shareholders of the Company (the “Shareholders”) to repurchase ordinary share(s) of HK\$0.10 each in the share capital of the Company (the “Shares”). At the Annual General Meeting, an ordinary resolution will be proposed to approve the granting of a general mandate to the Directors to exercise the powers of the Company to repurchase (the “Repurchase Mandate”) Shares representing up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution.

This letter together with the explanatory statement, which is set out in Appendix II to this circular and is required under Rule 10.06(1)(b) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate, constitutes the memorandum of the terms of the proposed repurchases required under Section 49BA(3)(b) of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong).

### 3. GENERAL MANDATE TO ISSUE SHARES

In addition, approval is being sought from the Shareholders at the Annual General Meeting to grant a general mandate to the Directors to exercise the powers of the Company to allot and issue new Shares in the capital of the Company amounting to up to 20% of the aggregate nominal amount of the share capital of the Company in issue, by way of an ordinary resolution to be proposed at the Annual General Meeting. The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to such general mandate.

In the event that it becomes desirable for the Company to issue any new Shares, the Directors are given flexibility and discretion to allot and issue new Shares amounting to up to 20% of the issued share capital of the Company as at the date of the passing of the relevant resolution and, if also authorised by the Shareholders at the Annual General Meeting, by adding to such mandate the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

As at 21 April 2009 (the “Latest Practicable Date”), being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular, the issued share capital of the Company was HK\$569,535,552.50 divided into 5,695,355,525 Shares. Subject to the passing of the resolution granting the proposed general mandate and on the basis that no further Shares will be issued or repurchased before the Annual General Meeting, the Company will be allowed under the general mandate to allot, issue and deal with a maximum of 1,139,071,105 Shares (representing 20% of the said total number of issued Shares).

---

## LETTER FROM THE BOARD

---

### 4. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 10 to 13 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 48 hours before the time appointed for the holding of the Annual General Meeting (or adjourned meeting or of the poll, as the case may be). Completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting (or adjourned meeting or of the poll, as the case may be) if you so wish.

### 5. RIGHT TO DEMAND A POLL

Under Article 73 of the Articles, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the Chairman;
- (b) at least three members present in person or by proxy for the time being entitled to vote at the meeting;
- (c) any member(s) present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) any member(s) present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A poll will be demanded by the Chairman of the Annual General Meeting to transact the ordinary business and to pass the ordinary resolutions in the notice of the Annual General Meeting.

### 6. RECOMMENDATION

The Directors believe that the proposals for re-election of retiring Directors, the Repurchase Mandate and the general mandate to issue Shares are in the interest of the Company. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

By Order of the Board

**CHINA TRAVEL INTERNATIONAL INVESTMENT HONG KONG LIMITED**

**Zhang Xuewu**

*Chairman*

*Particulars of the retiring Directors subject to re-election at the Annual General Meeting are set out below:*

**MR. ZHENG HESHUI** *Vice Chairman & Executive Director*

Aged 58, joined the Group in 1993 and was appointed as an Executive Director of the Company on 4 September 1998, is also a director of China Travel Service (Holdings) Hong Kong Limited (“CTS (Holdings)”), a controlling shareholder of the Company, and directors of a number of subsidiaries of CTS (Holdings) and the Company. Mr. Zheng has over 20 years’ experience in economic development. He graduated from Xiamen University in China.

There is no service contract between the Company and Mr. Zheng. He is not appointed for a specific term but shall be subject to retirement and re-election at the annual general meeting in accordance with the Articles. The director’s fees payable to the Directors in aggregate for their service in each year is approved by the Shareholders at the annual general meeting. Pursuant to the authorization granted by the Shareholders, the Board will then determine the director’s fee payable to each Director with reference to his performance and the prevailing market conditions. During the year ended 31 December 2008, Mr. Zheng received a director’s fee of HK\$240,000.

Save as disclosed above, Mr. Zheng does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Zheng did not have any interest in shares of the Company within the meaning of Part XV of the SFO. Mr. Zheng has not held any directorship in the last three years in other public companies the securities of which are listed on the securities market in Hong Kong and overseas.

Save as disclosed above, Mr. Zheng has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2) (h) to (v) of the Listing Rules.

**MS. JIANG YAN** *Executive Director*

Aged 51, was appointed as an Executive Director of the Company on 17 July 2006. She has been appointed as a Director of CTS (Holdings) since October 2001. She is a deputy general manager of CTS (Holdings). Prior to joining CTS (Holdings), Ms. Jiang worked in State Oceanic Administration and All-China Women’s Federation of the PRC. She was also the Senior Assistant of the Director General of Personnel Office and Division Chief of The Liaison Office of the Central People’s Government in HKSAR. Ms. Jiang obtained a Master’s degree in Business Administration from University of South Australia.

There is no service contract between the Company and Ms. Jiang. She is not appointed for a specific term but shall be subject to retirement and re-election at the annual general meeting in accordance with the Articles. The director’s fees payable to the Directors in aggregate for their service in each year is approved by the Shareholders at the annual general meeting. Pursuant to the authorization granted by the Shareholders, the Board will then determine the director’s fee payable to each Director with reference to her performance and the prevailing market conditions. During the year ended 31 December 2008, Ms. Jiang received a director’s fee of HK\$240,000.

Save as disclosed above, Ms. Jiang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Jiang did not have any interest in shares of the Company within the meaning of Part XV of the SFO. Ms. Jiang has not held any directorship in the last three years in other public companies the securities of which are listed on the securities market in Hong Kong and overseas.

Save as disclosed above, Ms. Jiang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2) (h) to (v) of the Listing Rules.

**MR. MAO JIANJUN** *Executive Director*

Aged 59, was appointed as an Executive Director of the Company on 17 July 2006. Mr. Mao has been appointed as a Director of CTS (Holdings) since July 2000. He is also a deputy general manager of CTS (Holdings) and director of a number of subsidiaries of the Company. Prior to joining CTS (Holdings), Mr. Mao was the Chief of General Office of Ministry of Construction P.R. China, the Assistant of Mayor of Xiamen Municipal Government and the Deputy General Manager of China Construction International Corporation. Mr. Mao graduated from Tongji University with a Master's Degree in Business Management.

There is no service contract between the Company and Mr. Mao. He is not appointed for a specific term but shall be subject to retirement and re-election at the annual general meeting in accordance with the Articles. The director's fees payable to the Directors in aggregate for their service in each year is approved by the Shareholders at the annual general meeting. Pursuant to the authorization granted by the Shareholders, the Board will then determine the director's fee payable to each Director with reference to his performance and the prevailing market conditions. During the year ended 31 December 2008, Mr. Mao received a director's fee of HK\$240,000.

Save as disclosed above, Mr. Mao does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Mao did not have any interest in shares of the Company within the meaning of Part XV of the SFO. Mr. Mao has not held any directorship in the last three years in other public companies the securities of which are listed on the securities market in Hong Kong and overseas.

Save as disclosed above, Mr. Mao has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2) (h) to (v) of the Listing Rules.

**DR. FONG YUN WAH S.B.S., J.P Independent Non-Executive Director**

Aged 84, appointed as an Independent Non-Executive Director of the Company on 10 December 1998. Dr. Fong is the Chairman of The Hip Shing Hong Group, Kam Wah Investment Co., Ltd., Fong Shu Fook Tong Foundation and Fong's Family Foundation. Dr. Fong is also the independent non-executor director of Melbourne Enterprises Limited whose securities are listed on The Stock Exchange of Hong Kong Limited, director of the Real Estate Developers Association of Hong Kong and the council member of United College at the Chinese University of Hong Kong. He has been appointed as honorary professor and honorary adviser of a number of Universities in the PRC and has also served as the chairman and council member of many charitable organizations in Hong Kong. He was a member of the Selection Committee for the First Government of the HKSAR and was awarded the Silver Bauhinia Star in 2000 by the Government of the HKSAR.

There is no service contract between the Company and Dr. Fong. He is not appointed for a specific term but shall be subject to retirement and re-election at the annual general meeting in accordance with the Articles. The director's fees payable to the Directors in aggregate for their service in each year is approved by the Shareholders at the annual general meeting. Pursuant to the authorization granted by the Shareholders, the Board will then determine the director's fee payable to each Director with reference to his performance and the prevailing market conditions. During the year ended 31 December 2008, Dr. Fong received a director's fee of HK\$260,000.

Dr. Fong does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. Fong is interested in 50,000 ordinary shares, representing approximately 0.000878% in the share capital of the Company within the meaning of Part XV of the SFO. As disclosed above, Dr. Fong has not held any directorship in the last three years in other public companies the securities of which are listed on the securities market in Hong Kong and overseas.

Save as disclosed above, Dr. Fong has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2) (h) to (v) of the Listing Rules.



*The following is the Explanatory Statement required to be sent to the Shareholders under the Listing Rules in connection with the general mandate for repurchase of Shares and, together with the letter from the board contained in this circular, also constitutes the memorandum of the terms of the repurchase required under section 49BA(3)(b) of the Companies Ordinance.*

## **GENERAL MANDATE FOR REPURCHASE OF SHARES**

### **(a) Share Capital**

As at the Latest Practicable Date, the issued share capital of the Company was HK\$569,535,552.50 divided into 5,695,355,525 Shares. Subject to the passing of the resolution granting the proposed Repurchase Mandate and on the basis that no further Shares will be issued or repurchased before the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 569,535,552 Shares (representing 10% of the said total number of issued Shares) during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles or by the laws of Hong Kong; or (iii) the date upon which such authority is revoked or varied by a resolution of the shareholders of the Company in general meeting.

### **(b) Reasons for Repurchases**

The Directors believe that it is in the best interests of the Company and its shareholders to have a general authority from the Shareholders to enable the Directors to repurchase securities in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Company's securities and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

### **(c) Funding of Repurchases**

Repurchases of Shares must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association of the Company and the laws of Hong Kong, being profits available for distribution or the proceeds of a fresh issue of shares made for the purpose of the repurchases, and it is envisaged that the funds required for any repurchase would be derived from such sources.

There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements as at 31 December 2008) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**(d) Disclosure of Interests**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules), has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Company is authorised to make repurchases of Shares.

**(e) Undertaking of the Directors**

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of Hong Kong and the Articles.

**(f) Market Prices of Shares**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Shares</b> <b>Lowest</b> <i>HK\$</i>
<b>2008</b>		
April	3.75	3.02
May	3.66	2.98
June	3.21	2.06
July	2.45	2.05
August	2.25	1.62
September	1.88	1.38
October	1.84	0.82
November	1.25	0.88
December	1.74	0.95
<b>2009</b>		
January	1.66	1.13
February	1.27	1.10
March	1.49	1.01
April ( <i>up to the Lasts Practicable Date</i> )	1.64	1.36

**(g) General**

Upon the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company will increase. Such increase will be treated as an acquisition for the purposes of the Hong Kong Codes on Takeovers and Mergers and Share Repurchases (the "Takeovers Code"). As a result, a Shareholder or a group of Shareholders, acting in concert could, depending on the level of increase of shareholding interest obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, CTS (Holdings) beneficially owned, directly and indirectly, approximately 52.56% of the issued share capital of the Company. If the Repurchase Mandate is exercised in full, the beneficial interests of CTS (Holdings) in the Company may be increased to approximately 58.4% of the issued share capital of the Company. The Directors consider that such repurchases made under the Repurchase Mandate will not give rise to an obligation for CTS (Holdings) to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. Moreover, the Directors have no present intention to exercise the power of the Company to repurchase Shares to such an extent as would result in the number of Shares in public hands falling below 25%.

During the previous six months preceding the date of this circular, neither the Company nor any of its subsidiaries repurchased any of its securities (whether on the Stock Exchange or otherwise).

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### CHINA TRAVEL INTERNATIONAL INVESTMENT HONG KONG LIMITED

### 香港中旅國際投資有限公司

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 308)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of China Travel International Investment Hong Kong Limited (the “Company”) will be held at Cafe du Parc, 2nd Floor, Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on Tuesday, 26 May 2009 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Directors and of the Auditors for the year ended 31 December 2008.
2. To declare a final dividend.
3. To re-elect retiring directors and authorize the board of directors to fix the fees of the directors.
4. To re-appoint Ernst & Young as 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 amendments, the following resolutions as ordinary resolutions:

5. **“THAT:**
  - (A) subject to paragraph (B) of this Resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company (“Shares”) be and is hereby generally and unconditionally approved;
  - (B) the aggregate nominal amount of the Shares which may be repurchased on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange under the Hong Kong Code on Share Repurchases (the “Repurchase Code”) pursuant to the approval in paragraph (A) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (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 the articles of association of the Company or by the laws of Hong Kong to be held; or
  - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

6. **“THAT:**

- (A) subject to paragraph (C) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements, options, and warrants which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, and warrants which might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option, warrant or otherwise) by the Directors pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or right to acquire Shares, (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of 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 in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.
- (D) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

  - (i) the conclusion of the next annual general meeting of the Company;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by the laws of Hong Kong to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors 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 outside Hong Kong).”

7. “**THAT** subject to the passing of Ordinary Resolutions nos. 5 and 6 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to the Ordinary 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 Shares repurchased by the Company under the authority granted pursuant to the Ordinary Resolution no. 5 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 5.”

By Order of the Board  
**Zhang Xuewu**  
*Chairman*

Hong Kong, 24 April 2009

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

- (1) A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxy(ies) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting will be enclosed with the 2008 Annual Report to be despatched to the Shareholders. 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 instrument appointing a 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 share registrar, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting (or adjourned meeting or of the poll, as the case may be).
- (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 from Thursday, 21 May 2009 to Tuesday, 26 May 2009 (both days inclusive), for the purposes of determining entitlements to the proposed final dividends as well as the identify of shareholders who are entitled to attend and vote at the meeting. In order to qualify for the proposed dividends and be entitled to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 20 May 2009.
- (6) In relation to agenda item 3 in this notice regarding election of retiring directors of the Company, Mr. Zheng Heshui, Ms. Jiang Yan, Mr. Mao Jianjun and Dr. Fong Yun Wah will retire at the meeting and, being eligible, offer themselves for re-election in accordance with the articles of association of the Company. The biographical details and interests in the shares of the Company of the said directors to be re-elected at the meeting are set out in the circular of the Company dated 24 April 2009 despatched together with the 2008 Annual Report (the "Circular").
- (7) In relation to agenda items 5, 6 and 7 of this notice, the directors of the Company propose to seek shareholders' approval of the general mandates to repurchase shares and to issue shares, as described in the Circular.
- (8) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the Board of directors of the Company comprises eight executive directors, namely Mr. Zhang Xuewu, Mr. Zheng Heshui, Mr. Lo Sui On, Ms. Jiang Yan, Mr. Mao Jianjun, Mr. Fang Xiaorong, Mr. Zhang Fengchun and Mr. Xu Muhan and four independent non-executive directors, namely Dr. Fong Yun Wah, Mr. Wong Man Kong, Peter, Mr. Sze, Robert Tsai To and Mr. Chan Wing Kee.*