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越秀投資有限公司
GUANGZHOU INVESTMENT COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)
(Stock code: 123)

ANNOUNCEMENT

This announcement is made pursuant to Rule 13.18 of the Listing Rules.

This announcement is made pursuant to the disclosure requirements under Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”).

The board of directors of Guangzhou Investment Company Limited (“Company”) makes the following disclosure pursuant to Rule 13.18 of the Listing Rules.

By a loan agreement dated 18 December 2006 (“Loan Agreement”) and entered into between the Company and a group of banks in Hong Kong (“Lenders”), a syndicated loan facility of up to HK\$2,500,000,000 (“Facility”) is made available by the Lenders to the Company for a term of 45 months from 18 December 2006 or 36 months from date of first drawing, whichever date is earlier, and subject to and in accordance with the terms and conditions therein contained. The Company has undertaken with the Lenders to procure (A) Yue Xiu Enterprises (Holdings) Limited (“Yue Xiu”), the controlling shareholder of the Company who beneficially owns an aggregate of about 45% of the issued share capital of the Company, to maintaining, throughout the continuance of the Facility and so long as any sum remains owing, (i) its status as the single largest beneficial shareholder of the Company, (ii) (whether directly or indirectly) a shareholding interest of not less than 35% in the issued voting share capital of the Company and (iii) an effective management control over the Company; and (B) Yue Xiu (with the Company) to maintaining, throughout the continuance of the Facility and so long as any sum remains owing, (i) their status as the single largest beneficial shareholder of GZI Transport Limited (“GZI”), a subsidiary of the Company, and (ii) (whether combined directly or indirectly) a shareholding interest of not less than 35% in the issued voting share capital of GZI (“Undertaking”). Breach of the Undertaking will constitute an event of default under the Loan Agreement. Upon the occurrence of such event of default, all amounts outstanding and owing under the Facility will become immediately repayable by the Company, failing which, such event of default may also trigger cross default under other loan facilities which are available to the Company and/or its subsidiaries.

By order of the Board
Ou Bingchang
Chairman

Hong Kong, 18 December 2006

As at the date of this announcement, the Board of the Company comprises:

Executive Directors: OU Bingchang (Chairman), LIANG Yi, LI Fei, TANG Shouchun, WANG Hongtao, LI Xinmin and HE Zili

Independent Non-executive Directors: YU Lup Fat Joseph, LEE Ka Lun and LAU Hon Chuen Ambrose