



**越秀投資有限公司**  
**GUANGZHOU INVESTMENT COMPANY LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 123)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Guangzhou Investment Company Limited (“**Company**”) will be held at 26th Floor, Yue Xiu Building, 160 Lockhart Road, Wanchai, Hong Kong on Monday, 6 August 2007 at 9:00 a.m. for the purposes of considering and, if thought fit, pass the following resolutions as ordinary resolutions:

**ORDINARY RESOLUTIONS**

**Resolution No. 1**

“**THAT** the Funding Arrangements and the Repayment Arrangements as contemplated under the loan agreement dated 29 June 2007 (the “**Loan Agreement**”) entered into, among others, the Company, GZI Transport (Holdings) Limited (“**GZI Transport (Holdings)**”) and the Four Subsidiaries, a copy of which has been produced to the Meeting and marked “**A**” and signed by the Chairman of the Meeting for the purposes of identification be and are hereby approved and the execution, delivery and performance by the Company of the Loan Agreement be and are hereby ratified, confirmed and approved **AND THAT** the directors of the Company (the “**Directors**”) be and are hereby authorized to do on behalf of the Company whatever they may consider necessary, desirable or expedient for the purposes of, or in connection with, the performance and implementation of the Loan Agreement and generally to do all acts and deeds and execute all agreements and documents required or contemplated under the Loan Agreement or otherwise to make such amendments thereto as the Directors may consider necessary, desirable or expedient.”

**Resolution No. 2**

“**THAT** the underwriting agreement dated 29 June 2007 (the “**Underwriting Agreement**”) entered into, among others, the Company and GZI Transport Limited (“**GZI Transport**”) in relation to the appointment of the Company to act as the underwriter of the Open Offer by GZI Transport, a copy of which has been produced to the Meeting and marked “**B**” and signed by the Chairman of the Meeting for the purposes of identification be and is hereby approved and the execution, delivery and performance by the Company of the Underwriting Agreement be and are hereby ratified, confirmed and approved **AND THAT** the Directors of the Company be and are hereby authorized to do on behalf of the Company whatever they may consider necessary, desirable or expedient for the purposes of, or in connection with, the performance and implementation of the Underwriting Agreement and generally to do all acts and deeds and execute all agreements and documents required or contemplated under the Underwriting Agreement or otherwise to make such amendments thereto as the Directors may consider necessary, desirable or expedient.”

“**Excluded Shareholders**” means the overseas shareholders of GZI Transport whom the directors of GZI Transport consider, after making relevant enquiry, in the absence of a registration statement or other special formalities, the offer of the Offer Shares to them would or might, in the opinion of the directors of GZI Transport, be unlawful or impracticable.

“**Four Subsidiaries**” means four wholly-owned subsidiaries of GZI Transport (Holdings), namely Housemaster Holdings Limited, Power Head Limited, Delta Force Holdings Limited and Lawson Enterprises Limited.

“**Funding Arrangements**” means the provision of funding by the Company to GZI Transport (Holdings) for the subscription of the Offer Shares allotted and issued to the Four Subsidiaries as contemplated under the Loan Agreement.

“**Open Offer by GZI Transport**” means the proposed offer of the Offer Shares by GZI Transport on the basis of one Offer Share for every two existing shares of HK\$0.10 each of GZI Transport held by the shareholders of GZI Transport, other than the Excluded Shareholders, as at the close of business on 6 August 2007 (or such other date as GZI Transport and the Company may agree in writing) at HK\$3.93 per Offer Share, as more particularly described in the prospectus, the application form and the excess application form to be issued by GZI Transport.

“**Offer Shares**” means 557,720,765 new shares of HK\$0.10 each in the share capital of GZI Transport.

“**Repayment Arrangements**” means the repayment of the funding provided by the Company to GZI Transport (Holdings) in relation to the Funding Arrangements by transferring the Offer Shares allotted and issued to the Four Subsidiaries to the Company and/or its nominees free of charge at completion of the Open Offer by GZI Transport as contemplated under the Loan Agreement.

By order of the Board  
**Yu Tat Fung**  
*Company Secretary*

Hong Kong, 20 July 2007

*Registered office:*  
26th Floor, Yue Xiu Building  
160 Lockhart Road  
Wanchai  
Hong Kong

*Notes:*

- (1) The register of members of the Company will be closed on Friday, 3 August 2007 to Monday, 6 August 2007, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for voting at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Abacus Share Registrars Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong no later than 4:00 p.m. on Thursday, 2 August 2007.

- (2) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- (3) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is 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 shall, in respect of such share, be entitled alone to vote in respect thereof.
- (4) To be valid, the 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 such power or authority, must be deposited with the Company's share registrar, Abacus Share Registrars Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting or adjourned meeting thereof.
- (5) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting. If such member attends the meeting, however, his form of proxy will be deemed to have been revoked.
- (6) 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 announcement, the members of the Board of Directors comprise Mr. Ou Bingchang, Mr. Liang Yi, Mr. Li Fei, Mr. Tang Shouchun, Mr. Wang Hongtao, Mr. Li Xinmin, Mr. He Zili and Ms. Zhou Jin (Executive Directors); Mr. Yu Lup Fat Joseph, Mr. Lee Ka Lun and Mr. Lau Hon Chuen Ambrose (Independent Non-executive Directors).*