

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Guangzhou Investment Company Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED GENERAL MANDATES TO ISSUE
NEW SHARES AND REPURCHASE SHARES**

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

**REFRESHMENT OF THE 10 PER CENT LIMIT
UNDER THE SHARE OPTION SCHEME**

**PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 26th Floor, Yue Xiu Building, 160-174 Lockhart Road, Wanchai, Hong Kong on Wednesday, 2nd June, 2004 at 3:00 p.m. is set out in this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting (or any adjourned meeting thereof).

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GUANGZHOU INVESTMENT COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 123)

Executive Directors:

Ou Bingchang (*Chairman*)

Chen Guangsong

Li Fei

Liang Ningguang

Xiao Boyan

Liang Yi

Wong Chi Keung

Yan Yuk Fung

Registered office:

24th Floor, Yue Xiu Building

160-174 Lockhart Road

Wanchai

Hong Kong

Independent non-executive Directors:

Yu Lup Fat, Joseph

Lee Ka Lun

30th April, 2004

To the shareholder(s)

Dear Shareholder(s),

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AND**

NOTICE OF ANNUAL GENERAL MEETING

GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of Guangzhou Investment Company Limited (the “Company”) held on 18th June, 2003 (the “2003 AGM”), a general mandate was given to the directors of the Company (the “Directors”) to allot, issue and otherwise deal with shares of HK\$0.10 each in the capital of the Company (“Share(s)"). Such mandate will lapse at the conclusion of the forthcoming

LETTER FROM THE BOARD

annual general meeting to be held on 2nd June, 2004 at 3:00 p.m. at 26th Floor, Yue Xiu Building, 160-174 Lockhart Road, Wanchai, Hong Kong (the “2004 AGM”). In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any Shares, approval is being sought from the shareholders of the Company (the “Shareholders”) at the 2004 AGM to grant a general mandate unconditionally to the Directors to allot or issue new Shares equal in aggregate up to 20 per cent of the issued share capital of the Company at the date of passing the proposed ordinary resolution (the “General Mandate”). The obtaining of the General Mandate is in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The proposed resolution (the “General Mandate Resolution”) is set out as Ordinary Resolution 5B in the Notice of the 2004 AGM dated 30th April, 2004 (the “2004 AGM Notice”), which is set out in Appendix II to this circular.

Concerning the General Mandate Resolution, the Directors wish to state that they have no immediate plans to issue any new Shares. Approval is being sought from the Shareholders as a general mandate for the purposes of Section 57B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (the “Companies Ordinance”) and the Listing Rules.

GENERAL MANDATE TO REPURCHASE OF SHARES

The Listing Rules permit companies with a primary listing on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to repurchase their own securities on the Stock Exchange, subject to certain restrictions. At the 2003 AGM, a general mandate was given to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the 2004 AGM. Therefore, an ordinary resolution (as set out in Resolution 5A (the “Repurchase Mandate Resolution”) in the 2004 AGM Notice, which is set out in Appendix II to this circular) will be proposed to grant to the Directors an unconditional general mandate to, inter alia, repurchase up to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the Repurchase Mandate Resolution (the “Repurchase Mandate”). The Company is required, by the provisions of the Listing Rules regulating such securities repurchases and by Section 49BA(3) of the Companies Ordinance, to send to its Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the Repurchase Mandate. Such information is set out in Appendix I to this circular.

Concerning the Repurchase Mandate Resolution, the Directors wish to state that they have no immediate plans to repurchase any existing Shares.

REFRESHMENT OF THE 10 PER CENT LIMIT UNDER THE SHARE OPTION SCHEME

The Company may grant options under the existing share option scheme of the Company adopted by the Company on 26th June, 2002 (the “Share Option Scheme”) to subscribe for up to 10 per cent of the issued share capital of the Company as at 26th June, 2002 (being the date of Shareholders’ approval of such scheme). On such date, the Company had 4,010,363,667 issued Shares and so the Company may grant options to subscribe for up to 401,036,366 Shares. The Company had no other share option scheme other than the Share Option Scheme as at 28th April, 2004, being the latest practicable date prior to the printing of this circular for inclusion of certain information herein (the “Latest Practicable Date”). The Company had granted options under the Share Option Scheme and its

LETTER FROM THE BOARD

two previous share option schemes adopted by the shareholders on 21st November, 1992 and 23rd June, 1998, respectively, and terminated on 26th June, 2002 (the “Old Share Option Schemes”) up to the existing limit under such schemes. Particulars of the options granted are set out below:

Old Share Option Schemes		Share Option Scheme	
Options	Number	Options	Number
Outstanding	16,834,000	Outstanding	325,238,000
Exercised	170,562,000	Exercised	47,036,000
Lapsed	143,848,000	Lapsed	228,000

The outstanding options under the Share Option Scheme and Old Share Option Schemes entitle option holders to subscribe for a total of 342,072,000 Shares, representing about 5.4 per cent of the issued share capital of the Company as at the Latest Practicable Date.

To enable the Company to grant further options to eligible participants under the Share Option Scheme, it is proposed that, subject to the approval of the Shareholders at the 2004 AGM and such other requirements prescribed by the Listing Rules, the limit on the grant of options under the Share Option Scheme be refreshed to 10 per cent of the number of Shares in issue as at the date of approval of such refreshed limit (the “Refreshed Limit”). The proposed resolution is set out as Ordinary Resolution 5D in the 2004 AGM Notice.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be granted under the Share Option Scheme and any other share option scheme(s) of the Company at any time will not exceed 30 per cent of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30 per cent limit being exceeded.

On the basis of 6,299,943,914 Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or repurchased by the Company on or before the date of the 2004 AGM, the maximum number of Shares which may fall to be issued upon exercise of all options that may be granted by the Company under the Refreshed Limit would be 629,994,391 Shares.

Granting of options under the Refreshed Limit is conditional upon the passing of an ordinary resolution (as set out in Resolution 5D in the 2004 AGM Notice, which is set out in Appendix II to this circular) and the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, any new Shares, representing a maximum of 10 per cent of the Shares in issue as at the date of the 2004 AGM, which may be issued upon exercise of options granted under the Refreshed Limit.

Application has been made to the Stock Exchange for granting approval of the listing of, and permission to deal in, the new Shares, representing a maximum of 10 per cent of the Shares in issue as at the date of the 2004 AGM, which may be issued upon exercise of options granted under the Refreshed Limit.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY (THE “ARTICLES OF ASSOCIATION”)

According to the amendments of the Companies Ordinance (introduced pursuant to the Companies (Amendment) Ordinance 2003) which came into effect in February 2004 and the amendments of the Listing Rules which came into effect in February 2002 and March 2004, respectively, the Company is permitted, inter alia, to offer to the Shareholders the choice to receive corporate communications (including, but not limited to, the Company’s annual report, the summary financial report (“Summary Financial Report”) which is derived from and which summarises the Company’s annual report, the Company’s interim report, notices of general meetings and circulars) through electronic means and in either English or Chinese only or in both languages.

In order to achieve such flexibility described above, the Directors consider that it is in the interest of the Company and the Shareholders to introduce certain amendments to the Articles of Association so as to enable it, subject to the extent as permitted by the Listing Rules and any applicable laws, rules and regulations:

- (a) to send or otherwise make available the Company’s corporate communications (within the meaning ascribed thereto under the Listing Rules) using electronic means, with the Shareholders’ prior consent; and
- (b) to send the Company’s corporate communications to Shareholders in either the English language or the Chinese language or in both languages.

In view of certain amendments made to the Listing Rules relating to corporate governance issues which has become effective on 31st March, 2004 (subject to certain transitional arrangements), the Directors propose, for the purpose of complying with the relevant amendments, to the Shareholders for approval of certain amendments to the Articles of Association including, inter alia, to conform with the amended provisions of Appendix 3 to the Listing Rules, including (inter alia) the following:

- (i) the minimum length of time, during which notice to the Company by Shareholders of the intention to propose a person for election as a Director and during which notice to the Company by such person of his willingness to be elected may be given, will be at least 7 days. For the purpose of calculating the period for lodgement of such notice, it shall commence no earlier than the day after the despatch of the notice of meeting appointed for such election and shall end no later than 7 days prior to the date of such meeting. It is, however, noteworthy that the Company is not prevented from receiving such a notice earlier than the day after the despatch of the notice of meeting appointed for such election;
- (ii) subject to such exceptions specified in the Articles of Association, a Director shall not vote on any board resolution approving any contract or arrangement or proposal in which he or any of his associates (as defined in the Listing Rules) has a material interest nor shall he be counted in the quorum present at the meeting;

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- (iii) where any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.

In addition, amendments of the Companies Ordinance (introduced pursuant to the Companies (Amendment) Ordinance 2003) have prompted a number of proposed amendments to the Articles of Association. For example, a company may now remove a director by an ordinary resolution instead of a special resolution and share certificates are required to be issued within 10 days after lodgement of a transfer.

The proposed amendments to the Articles of Association are set out in the special resolution as set out in the 2004 AGM Notice, which is set out in Appendix II to this circular.

PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 91 of the Articles of Association, the Directors retiring by rotation at the 2004 AGM are Messrs. Chen Guangsong, Li Fei and Liang Ningguang. Details of the above Directors, which are required to be disclosed by the Listing Rules, are set out in Appendix IV to this circular.

ANNUAL GENERAL MEETING

The 2004 AGM Notice is set out in Appendix II to this circular.

As described in the paragraph headed “Proposed Amendments to the Articles of Association of the Company” above, a special resolution to amend the Articles of Association is proposed at the 2004 AGM. In the event that the special resolution is passed at the 2004 AGM and that the Company, at the Shareholders’ preference, publishes its annual report and/or Summary Financial Report on its computer network (including, but not limited to, its website) as an alternative to despatch of printed copies thereof to the relevant Shareholders and sends corporate communications to the relevant Shareholders by electronic means and in either English or Chinese only or in both languages, it will help in reducing the consumption of the world’s resources and save printing and mailing costs of the Company.

Whether or not you are able to attend the 2004 AGM, you are requested to complete and return the enclosed form of proxy for the 2004 AGM in accordance with the instructions printed thereon to the Company’s share registrar, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2004 AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the 2004 AGM or any adjournment thereof should you so wish.

Your right to demand a poll on the resolutions proposed at the 2004 AGM is set out in Appendix III to this circular.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the General Mandate, the Repurchase Mandate, the Refreshed Limit, the proposed re-election of Directors and the proposed amendments to the Articles of Association at the 2004 AGM are all in the interests of the Company and the Shareholders. Accordingly, the Directors recommend you to vote in favour of the ordinary resolutions and the special resolution to be proposed at the 2004 AGM.

Yours faithfully,
For and on behalf of the board of directors of
Guangzhou Investment Company Limited
Ou Bingchang
Chairman

This explanatory statement also constitutes the memorandum as required under section 49BA(3) of the Companies Ordinance.

SHARE CAPITAL

Whilst the Directors do not presently intend to repurchase any Shares, they believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company.

It is proposed that up to 10 per cent of the aggregate Shares in issue at the date of the passing of the resolution to approve the general mandate. As at 28th April, 2004, the latest practicable date for determining such figures (the "Latest Practicable Date"), 6,299,943,914 Shares were in issue. On the basis that no further Shares are issued prior to the date of the 2004 AGM, the Directors would be authorised to repurchase up to approximately 629,994,391 Shares during the period up to the next annual general meeting of the Company in 2005 or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the shareholders of the Company in general meeting of the Company, whichever occurs first.

REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

FUNDING OF REPURCHASES

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will be made out of funds of the Company legally permitted to be utilised in this connection in accordance with its memorandum and articles of association and the laws of Hong Kong, including profits otherwise available for distribution. Under the Companies Ordinance, a company's profits available for distribution are its accumulated, realised profits, so far as not previously utilised by distribution or capitalisation, less its accumulated, realised losses, so far as not previously written off in a reduction or reorganisation of capital duly made.

EFFECT OF ANY REPURCHASES

There might be a material adverse impact on the working capital, or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31st December, 2003) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such 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.

DISCLOSURE OF INTERESTS

None of the Directors, and to the best of their knowledge, having made all reasonable enquiries, none of their associates, have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, if the Repurchase Mandate is granted.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the last six months (whether on the Stock Exchange or otherwise).

TAKEOVER CODE CONSEQUENCES

If as a result of a repurchase of Shares a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers ("Takeover Code"). As a result, a shareholder, or group of shareholders acting in concert, depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code. As at the Latest Practicable Date, Yue Xiu Enterprises (Holdings) Limited owned approximately 51 per cent of the existing issued share capital of the Company. It is considered that, in such circumstances, an obligation to make a mandatory offer even if the Repurchase Mandate is exercised in full is unlikely to arise.

MARKET PRICES

The highest and lowest traded prices for the Shares on the Stock Exchange during each of the previous twelve months before the printing of this document were as follows:

	Traded Market Price for Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2003		
April	0.500	0.390
May	0.560	0.405
June	0.630	0.520
July	0.630	0.550
August	0.670	0.560
September	0.730	0.630
October	0.850	0.700
November	0.940	0.790
December	0.930	0.830
2004		
January	1.020	0.850
February	0.960	0.850
March	0.950	0.770

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Guangzhou Investment Company Limited (the “Company”) (the “2004 AGM”) will be held at 26th Floor, Yue Xiu Building, 160-174 Lockhart Road, Wanchai, Hong Kong on Wednesday, 2nd June, 2004 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited accounts and the reports of the directors and auditors for the year ended 31st December, 2003.
2. To declare a final dividend.
3. To elect directors and to authorise the board to fix directors’ remuneration.
4. To re-appoint auditors and to authorise the board to fix their remuneration.
5. As special business to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONSA. **“THAT**

- (a) subject to sub-paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be purchased by the Company pursuant to the approval in sub-paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (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 any applicable laws of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

B. “THAT

- (a) subject to sub-paragraph (c) below and pursuant to Section 57B of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital 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 sub-paragraph (a), otherwise than pursuant to (i) a Rights Issue, (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible participants under such scheme and arrangement of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (d) 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 any applicable laws of Hong Kong to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject 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 outside Hong Kong).”

C. **“THAT**

conditional upon the passing of Resolutions under sub-paragraphs A and B above, the aggregate nominal amount of the number of shares in the capital of the Company which shall have been repurchased by the Company pursuant to and in accordance with sub-paragraph A above shall be added to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with the exercise of the general mandate approved in sub-paragraph B above.”

D. **“THAT**

subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, any shares of the Company which may fall to be issued pursuant to the exercise of any options under the existing share option scheme of the Company adopted on 26th June, 2002 (the “Share Option Scheme”), the directors of the Company be and they are hereby authorised to grant further options under the Share Option Scheme provided that the total number of shares which may be issued upon exercise of options to be granted under the Share Option Scheme on or after the date of this Resolution shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution.”

6. As special business to consider and, if thought fit, to pass the following resolution as a Special Resolution:

SPECIAL RESOLUTION

“THAT the Articles of Association of the Company be and are hereby amended by:

- (a) adding the following definition immediately after the definition of “these Articles” in Article 1(1):

“associate” in relation to any Director shall have the same meaning as defined under Rule 1.01 of the Listing Rules;

- (b) deleting the definition of “Disclosure of Interests Ordinance” in Article 1(1) in its entirety;

- (c) adding the following definition immediately after the definition of “clear days” in Article 1(1):

“Director(s)” the director(s) of the Company for the time being;

- (d) adding the following definitions immediately after the definition of “dollars” or “\$” in Article 1(1):

“electronic communication” a communication sent by electronic transmission in any form through any medium;

“Entitled Person” an “entitled person” as defined under section 2(1) of the Ordinance;

- (e) adding the following definition immediately after the definition of “holder” in Article 1(1):

“the Listing Rules” the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and any amendments thereto from time to time;

- (f) adding the following definition immediately after the definition of “Published in the Newspapers” in Article 1(1):

“relevant financial documents” the “relevant financial documents” as defined under section 2(1) of the Ordinance;

- (g) adding the following definitions immediately after the definition of “secretary” in Article 1(1):

“Securities and Futures Ordinance” subject to paragraph (3) of this Article, the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

“special notice” in relation to a resolution shall have the meaning ascribed thereto in section 116C of the Ordinance;

- (h) deleting the punctuation “.” at the end of the definition of “the Stock Exchange” in Article 1(1) and substituting therefor the punctuation “;”;

- (i) adding the following definition immediately after the definition of “the Stock Exchange” in Article 1(1):

“summary financial report” the “summary financial report” as defined under section 2(1) of the Ordinance.

- (j) deleting Article 1(2) in its entirety and substituting therefor the following new Article 1(2):

Save as aforesaid and unless the context otherwise requires, words or expressions contained in these Articles shall have the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

- (k) deleting in the 1st line of Article 1(6)(a) the word “include” immediately after the words “references to writing” and substituting therefor the words “shall, unless the contrary intention appears, be construed as including”;
- (l) deleting in the 2nd to 3rd lines (inclusive) of Article 1(6)(a) the words “legible and non-transitory form” immediately after the words “reproducing words in a” in the 2nd line and substituting therefor the word “visible and legible form. Wherever any provision of these Articles (except a provision for the appointment of a proxy) requires that a communication as between the Company, its directors or members be effected in writing, the requirement may be satisfied by the communication being given in the form of an electronic record unless the person to whom the communication is given has signified refusal to communications being given to him in that form”;
- (m) deleting Article 3 in its entirety and substituting therefor the following new Article 3:
3. The authorised share capital of the Company shall be divided into ordinary shares of HK\$0.10 each.
- (n) inserting in the 1st line of Article 11(b) the words “receive, within the relevant time limit as prescribed in the Ordinance or as the Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide),” immediately after the words “without payment to”;
- (o) inserting at the end of Article 27 the words “Where such an instrument of transfer is executed by HKSCC Nominees Limited (and its successor), either as transferor or transferee, in respect of shares (or such other securities as may be issued from time to time by the Company and admitted for listing on the Stock Exchange), it may be so executed by machine-imprinted signature, provided that the Board shall have previously been provided with a list of specimen signatures of the authorised signatories of HKSCC Nominees Limited and the Board shall be reasonably satisfied that such machine-imprinted signature corresponds to one of those specimen signatures.”
- (p) deleting in the 9th line of Article 49 the word “Companies” immediately after the words “provisions of the”;
- (q) inserting in the 2nd line of Article 58 the words “or a poll is required under the Listing Rules” immediately after the words “duly demanded”;
- (r) inserting in the 1st line of Article 59 the words “is required under the Listing Rules or” immediately after the words “Unless a poll”;
- (s) inserting in the 3rd line of Article 61 the words “or was required under the Listing Rules (as the case may be)” immediately after the words “was demanded”;

- (t) inserting in the 2nd line of Article 64 the words “or is required under the Listing Rules” immediately after the words “is demanded”;
- (u) adding the following new Article immediately after Article 64:

64A. Subject to the provisions of the Ordinance and the Listing Rules, all general meetings may be held by means of video conference or by other lawful electronic means and in such manner as may be agreed by the Company in general meeting. All the provisions in these Articles as to general meetings shall, mutatis mutandis, be applicable.
- (v) inserting in the 1st line of Article 65 the words “and to Article 65A” immediately after the words “attached to any shares”;
- (w) adding the following new Article immediately after Article 65:

65A. Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.
- (x) deleting in the 1st line of Article 67 the first word “A” and substituting therefor the words “Subject to Article 65A, a”;
- (y) inserting in the 2nd line of Article 74 the words “, subject to Article 65A,” immediately after the words “demanding a poll and”;
- (z) deleting Article 85 in its entirety;
- (aa) inserting in the 1st line of Article 86 the words “and affairs” immediately after the words “The business”;
- (ab) deleting in the 2nd line of Article 87(5)(a) the word “Companies” immediately before the word “Ordinance”;
- (ac) deleting in the 4th line of Article 87(5)(a) the word “Companies” immediately before the word “Ordinance”;
- (ad) deleting in the 3rd line of Article 87(5)(b) the word “Companies” immediately before the word “Ordinance”;
- (ae) inserting in the 2nd line of Article 91 the words “, or such other manner of rotation as may be required by the Listing Rules or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time” immediately after the words “nearest to one-third”;

- (af) deleting in the 1st to 2nd lines (inclusive) of Article 94(b) the words “not less than seven nor more than thirty-five days before the date appointed for holding the meeting,” immediately before the words “notice executed” in the 2nd line and inserting at the end of Article 94(b) the words “The period for lodgment of the said notice shall be at least 7 days. For the purpose of calculating such notice period, it shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election of Director(s) and shall end no later than 7 days prior to the date of such meeting. Subject to and to such extent permitted by and in accordance with the Ordinance, the Listing Rules and any applicable laws, rules and regulations, nothing in this Article 94(b) shall be deemed to prevent the Company from accepting the said notice earlier than the day after the despatch of the notice of the meeting appointed for such election of Director(s).”;
- (ag) deleting in the 1st line of Article 99 the word “special” immediately before the word “resolution” and substituting therefor the word “ordinary” and inserting at the end of Article 99 the words “Special notice is required of a resolution to remove a Director or to appoint another person in place of a Director so removed at the meeting at which he is removed in accordance with the Ordinance.”;
- (ah) inserting in the 2nd line of Article 103(1) the words “or any of his associates” immediately after the words “material interest of his”;
- (ai) inserting in the 1st line of Article 103(2)(a) the words “or his associate (as the case may be)” immediately after the words “that a Director”;
- (aj) inserting in the 4th line of Article 103(2)(a) the words “or his associate (as the case may be)” immediately after the words “that the Director”;
- (ak) adding the following new Article immediately after Article 105(1):
- (1A) The Board or any committee of the Board may participate in a meeting of the Board of such committee by means of a conference telephone, video conference or any such lawful electronic means and in such manner as may be agreed by the Directors. All the provisions in these Articles as to Board meetings or meetings of any committee of the Board shall, *mutatis mutandis*, be applicable.
- (al) deleting in the 1st to 3rd lines (inclusive) of Article 105(2) the words “The Board or any committee of the Board may participate in a meeting of the Board of such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.”;
- (am) deleting in the 6th line of Article 105(2) the words “, facsimile transmission, telex or telegram” immediately after the words “by telephone” and substituting therefor the words “or in the form of an electronic record (unless in the latter case, the Director to whom the notice is given has signified refusal to notice being given to him in that form).”;

- (an) deleting Article 111(1) in its entirety and substituting therefor the following new Article 111(1):

Save as otherwise provided by these Articles, a Director shall not vote (nor be counted in the quorum) at a meeting of the Directors on any resolution concerning a matter in which he or any of his associates has, directly or indirectly, a material interest, unless his or any of his associates' interest arises only because the case falls within one or more of the following sub-paragraphs:-

- (a) the resolution relates to the giving to him or any of his associates of a security or indemnity in respect of money lent, or an obligation incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has assumed responsibility in whole or in part whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his or his associates' interest arises by virtue of his or his associates being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase;
- (d) the resolution relates to a proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries, including but without being limited to the adoption, modification or operation of any employees' share scheme, or any share incentive or share option scheme under which the Director or any of his associate(s) may benefit, or of a pension fund, or retirement, death or disability benefits scheme which relates both to directors, his associates and employees of the Company or any of its subsidiaries and does not accord to any Director or his associate(s) as such any privilege or advantage not generally accorded to the employees to whom the fund or scheme relates;
- (e) the resolution relates to a transaction or an arrangement with any other company in which he or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that he and his associates are not, in aggregate, the holders of or beneficially interested in five per cent or more of the issued shares of any class of that company (or of any other company through which his interest or interest of his associate is derived) and not entitled to exercise five per cent or more of the voting rights available to members of the relevant company (and for the purpose of calculating the said percentage there shall be disregarded any shares held by the Director or his associates as bare or custodian trustee and in which the Director and his associates have no beneficial interest, and any shares comprised in any unit trust scheme in which the Director and his associates are interested only as a unit holder); and

- (f) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his or their interest in shares or debentures or other securities of the Company.
- (ao) inserting in the 2nd line of Article 111(2) the words “or his appointor’s associates” immediately after the words “his appointor”;
- (ap) adding the following as a new paragraph immediately after Article 111(3):

For the purposes of this Article 111(1), “subsidiary” shall have the same meaning as defined in Rule 1.01 of the Listing Rules.

- (aq) deleting in the 1st to 5th lines (inclusive) of Article 130 the words “A printed copy of the Directors’ and auditors’ reports accompanied by printed copies of the balance sheet and every document required by the Ordinance to be annexed to the balance sheet and profit and loss account or income and expenditure account shall, not less than twenty-one clear days before the annual general meeting before which they are to be laid, delivered or sent by post to every member and holder of debentures of the Company, and to the auditors” and substituting therefor the words “Subject to section 129G of the Ordinance and to Article 130A, a copy of the relevant financial documents or (subject to compliance with the relevant provisions of the Ordinance and Listing Rules) the summary financial report shall be sent to every Entitled Person not less than twenty-one days before the date of general meeting before which the relevant financial documents shall be laid”;
- (ar) adding the following new article immediately after Article 130:

130A. Where any Entitled Person (“Consenting Person”) has, in accordance with the Ordinance, the Listing Rules and any applicable laws, rules and regulations, consented or is deemed to have consented to treat the publication of the relevant financial documents and/or the summary financial report (as the case may be) on the Company’s computer network (including, but not limited to, its website) to which such person may have access as discharging the Company’s obligation under the Ordinance to send a copy of the relevant financial documents and/or the summary financial report (as the case may be) to such person, then the publication by the Company on its computer network (including, but not limited to, its website) of the relevant financial documents and/or the summary financial report (as the case may be) for such period as required by the Ordinance, the Listing Rules or any applicable laws, rules and regulations shall, in relation to such Consenting Person, be deemed to discharge the Company’s obligations under Article 130.

- (as) deleting in the 1st line of Article 131 the first word “Any” and substituting therefor the words “Subject to Article 132, any”;

- (at) deleting the 1st sentence of Article 132 the words “The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address or by leaving it at that address.” and substituting therefor the following:

Any notice or document to be given or issued by or on behalf of the Company under these Articles, including any “corporate communication” within the meaning ascribed thereto in the Listing Rules, shall be in writing (which may or may not be in a transitory form and may be recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible and legible form (including an electronic communication and publication on a computer network (including, but not limited to, a website)) whether having physical substance or not) and may be served or delivered by the Company by any of the following means subject to and to such extent permitted by and in accordance with the Ordinance, the Listing Rules and any applicable laws, rules and regulations:

- (i) personally;
 - (ii) by sending it by post to him at his registered address as appearing in the register or at the address, within or outside Hong Kong, supplied by him to the Company for the sending of notices or documents to him;
 - (iii) by delivering or leaving it at such address as aforesaid;
 - (iv) by advertisement published in the newspapers;
 - (v) by transmitting it as an electronic communication to him at his electronic address as he may provide; or
 - (vi) by publishing it on the Company’s computer network (including, but not limited to, its website), giving access to such network to him and giving to him a notice of publication of such notice or document.
- (au) deleting in the 4th line of Article 134(2) the words “18 of the Disclosure of Interests” immediately after the word “section” and substituting therefor the words “329 of the Securities and Futures”;
- (av) inserting in the 3rd line of Article 135 the words “by post” immediately after the words “shall send”;
- (aw) deleting in the 4th line of Article 135 the words “members by post” immediately after the words “notice to” and substituting therefor the words “those members to whom the Company is required to send a notice for convening a general meeting by post (including, but not limited to, those members who have signified their refusal to communications with the Company being sent to them in the form of an electronic record)”

(ax) deleting Article 137 in its entirety and substituting therefor the following new Article 137:

Subject to Article 132, any notice or document (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) given or issued by or on behalf of the Company:

- (i) if sent by post, shall be deemed to be effected by properly addressing, prepaying and posting an envelope or a wrapper containing the notice and to have been effected on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong or such other place from which such notice or document (as the case may be) was posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid, addressed and put into such post office and a certificate in writing signed by the secretary or other person appointed by the Directors that the envelope or wrapper containing the notice was so addressed and put into such post office shall be conclusive evidence thereof;
- (ii) if sent by delivering or leaving it at the registered address or address supplied for the sending of notices or documents to him otherwise than by post, shall be deemed to have been served or delivered on the day it was so delivered or left;
- (iii) if by advertisement, shall be deemed to have been served on the day on which the advertisement appears;
- (iv) if sent as an electronic communication, shall be deemed to have been served at the time when the notice or document is transmitted electronically provided that no notification that the electronic communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender’s control shall not invalidate the effectiveness of the notice or document being served; and
- (v) if published on the Company’s computer network (including, but not limited to, its website), shall be deemed to have been served on the day on which the notice or document is published on the Company’s computer network (including, but not limited to, the Company’s website) to which he may have access and the notice of such publication is given to such person.

(ay) adding the following new article immediately after Article 138:

- 138A. (1) The signature to any notice or document by the Company may be written, printed or made electronically.
- (2) Subject to any applicable laws, rules and regulations, any notice or document (including but not limited to the documents referred to in Article 130 and any “corporate communication” within the meaning ascribed thereto in the Listing Rules) may be given in the English language only, in the Chinese language only or in both the English language and the Chinese language.

(az) deleting Article 141 in its entirety and substituting therefor the following new Article 141:

- (1) Subject to the provisions of and so far as may be permitted by the Ordinance, the Company may indemnify any officer of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution and discharge of his duties or in relation thereto including any liability incurred by him:
 - (i) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted; or
 - (ii) in connection with any application under section 358 of the Ordinance in which relief is granted to him by the court.
- (2) The Company may purchase and maintain for any officer or auditor of the Company:
 - (i) insurance against any liability to the Company, a related company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or a related company; and
 - (ii) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or a related company.

In this Article, “related company” in relation to the Company means any company that is the Company’s subsidiary or holding company or a subsidiary of the Company’s holding company.”

By order of the Board
Wong Chi Keung
Company Secretary

Hong Kong, 30th April, 2004

Notes:

1. The register of members of the Company will be closed from Tuesday, 25th May, 2004 to Wednesday, 2nd June, 2004, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 24th May, 2004.
2. A 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. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority, must be deposited with the Company's share registrar, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting or adjourned meeting thereof.
4. At the 2003 annual general meeting of the Company, Ordinary Resolutions were passed giving general mandates to Directors to repurchase Shares on the Stock Exchange and to allot, issue and otherwise deal with additional Shares in the capital of the Company respectively. Under the provisions of the Companies Ordinance and the Listing Rules these general mandates lapse at the conclusion of the 2004 AGM, unless renewed at that meeting. The Ordinary Resolutions sought in items 5A and 5B of the above notice renew these mandates.
5. With reference to the Ordinary Resolutions sought in items 5A and 5B of the above notice, the Directors wish to state that they have no immediate plans to repurchase any existing Shares or to issue any new Shares. Approval is being sought from members of the Company as a general mandate pursuant to the Companies Ordinance and the Listing Rules.
6. The Articles of Association proposed to be adopted by the Company and which will, if the same is adopted, be delivered to (and registered by) the Registrar of Companies of Hong Kong be in the English language. Accordingly, the Special Resolution as set out in the above notice will, if passed, be passed in the English language. The translation into the Chinese language of the above notice (including the Special Resolution which contains the proposed changes to the Articles of Association) is for reference only. In case of any inconsistency, the English version shall prevail.

Article 58 of the Articles of Association sets out the procedure by which Shareholders may demand a poll:

At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of a show of hands) a poll is duly demanded. A poll may be demanded by:

- (i) the chairman of the meeting; or
- (ii) not less than 5 members having the right to vote at the meeting; or
- (iii) a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) a member or members holding Shares conferring a right to vote on the resolution 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.

Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

1. **Mr Chen Guangsong**, aged 61, was appointed executive director of the Company in 2001. He is also a vice chairman of Yue Xiu Enterprises (Holdings) Limited (“Yue Xiu”), a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”), and a director of GZI Transport Limited (“GZT”). Mr Chen obtained his bachelor’s degree from the South China University of Technology in China. He had been the general manager of Guangzhou Gourmet & Food Factory, chairman and general manager of Guangzhou Light Industrial Group. Prior to joining the Group in 2001, Mr Chen was the director of Guangzhou Municipal Economic Commission from 1998 to April 2001 and had over 33 years of experience in corporate management. Mr Chen has a personal interest of 8,000,000 underlying shares of the Company within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr Chen. Mr Chen’s emoluments as a director of the Company were HK\$2,179,030 for the year ended 31st December, 2003 which were determined by reference to the Group’s performance and profitability.
2. **Mr Li Fei**, aged 51, was appointed executive director of the Company in 2002. He is also a director of Yue Xiu. Mr. Li graduated from the South China Normal University in China majoring in Chinese studies. Mr Li joined the Group in 2000. He is responsible for the strategic planning, business development and operations of the property group of the Company. Mr Li has a personal interest of 7,000,000 underlying shares of the Company within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr Li. Mr Li’s emoluments as a director of the Company were HK\$808,400 for the year ended 31st December, 2003 which were determined by reference to the Group’s performance and profitability.
3. **Mr Liang Ningguang**, aged 50, was appointed executive director and Deputy General Manager of the Company in 1992. He is also a director and the deputy chairman of GZT. Mr Liang graduated from the Central Television University in China majoring in finance and obtained a master’s degree in business administration from the Murdoch University in Australia. He is also a member of the Chinese Institute of Certified Public Accountants and a senior accountant. Mr Liang is a responsible officer (dealing director and an investment adviser) licensed under the SFO. He was previously a deputy director of the Guangzhou Municipal Taxation Bureau and had over 20 years of experience in finance and management prior to joining Yue Xiu in 1989. Mr Liang is a director of certain substantial shareholders of the Company within the meaning of Part XV of the SFO. Mr Liang has a personal interest of 400,000 shares and 7,000,000 underlying shares of the Company within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr Liang. Mr Liang’s emoluments as a director of the Company were HK\$1,277,837 for the year ended 31st December, 2003 which were determined by reference to the Group’s performance and profitability.



越秀投資有限公司
GUANGZHOU INVESTMENT COMPANY LIMITED
(incorporated in Hong Kong with limited liability)

Proxy Form for Annual General Meeting

I/We ¹ _____
of _____
being the registered holder(s) of ² _____ shares of \$0.10 each in the capital
of GUANGZHOU INVESTMENT COMPANY LIMITED (the “Company”) hereby appoint³ the Chairman of the
meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (the “Meeting”) of the Company
to be held on 2nd June 2004 at 3:00 p.m. and at any adjournment thereof on the undermentioned resolutions as indicated.

		FOR ⁴	AGAINST ⁴
1.	To adopt the audited accounts for the year ended 31st December 2003 and the reports of the directors and auditors thereon		
2.	To declare a final dividend		
3.	(i) To re-elect Mr Chen Guangsong as director		
	(ii) To re-elect Mr Li Fei as director		
	(iii) To re-elect Mr Liang Ningguang as director		
	(iv) To authorise the board to fix directors' remuneration		
4.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board to fix their remuneration		
5.	A. To give a general mandate to the directors to repurchase shares of the Company (Ordinary Resolution No. 5A of the notice of the Meeting)		
	B. To give a general mandate to the directors to issue and deal with additional shares in the Company (Ordinary Resolution No. 5B of the notice of the Meeting)		
	C. To include the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under Resolution 5B (Ordinary Resolution No. 5C of the notice of the Meeting)		
	D. To refresh the 10 per cent limit under the share option scheme (Ordinary Resolution No. 5D of the notice of the Meeting)		
6.	To amend the Articles of Association of the Company (Special Resolution No. 6 of the notice of the Meeting)		

Dated this _____ day of _____ 2004 Signature(s) _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of the Company to which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the meeting” herein inserted and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR” the relevant resolution. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST” the relevant resolution. Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said Meeting other than those referred to in the notice convening the Meeting.
5. To be valid, this 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 authority, must be deposited with the Company's Share Registrar, Abacus Share Registrars Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or adjourned meeting thereof.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.