



越秀投資有限公司

GUANGZHOU INVESTMENT COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 123)

2nd Proxy Form for Extraordinary General Meeting

I/We¹ _____
of _____
being the registered holder(s) of² _____
shares of HK\$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 extraordinary general meeting (the "Meeting") of the
Company to be held at Harcourt Room, Lower Lobby, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong on Thursday,
26 November 2009 at 10 a.m. (or at any adjournment thereof) on the undermentioned resolution as indicated.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
<p>"THAT:</p> <p>(a) the entering into of the Underwriting Agreement dated 20 October 2009 between the Company and Yue Xiu in relation to the Share Offer (a copy of which is tabled at the meeting marked "A" and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;</p> <p>(b) subject to and conditional upon the fulfilment of the Share Offer Conditions, the proposed offer for sale by the Company of the Offer Shares, which represent all of the GZT Shares held by it immediately following completion of the Inter-Company Distribution and Transfer and the GZT Share Distribution, to the Qualifying Shareholders on pro rata basis for HK\$3.00 per GZT Share be and are hereby approved; and</p> <p>(c) the Directors be and are hereby authorised to exercise all such powers and to do all such further acts and things and to execute all documents or deeds as they consider necessary, desirable or expedient to implement and/or give effect to the terms to give effect to the Share Offer."</p>		

Signature(s)⁵: _____

Date: _____ 2009

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s) to which the proxy relates. 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, delete the words "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS 2nd PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** 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 Meeting other than those referred to in the notice convening the Meeting.
5. This 2nd proxy form must be signed by you or your attorney duly authorized 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 authorized.
6. 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.
7. To be valid, this 2nd proxy form, 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, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for holding of the Meeting or adjourned meeting thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.