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GUANGDONG INVESTMENT LIMITED
(粵海投資有限公司)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 270)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Guangdong Investment Limited (the “Company”) will be held at Concord Room I, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 30 December 2011 at 10:00 a.m. for the following purposes:

To consider and, if thought fit, to pass the following as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Acquisition (terms as defined in the Circular having the same meanings when used in this resolution) by a subsidiary of the Company, Guangdong Teem (or its subsidiary), of 40% equity interest in each of the Target Companies in accordance with the terms of the Agreement dated 28 November 2011 entered into between Guangdong Holdings and Guangdong Teem, the arrangements contemplated under the Agreement and the entry into or signing of any agreement or document by or on behalf of Guangdong Teem for the purpose of effecting the transfer of such equity interest in the Target Companies from Guangdong Holdings to Guangdong Teem pursuant to the Acquisition;
- (b) in connection with the Acquisition, the provision of shareholder’s loans by Guangdong Teem (or its subsidiary) to the Target Companies for the purposes of repayment of outstanding loans plus interests to the Bank of Communications in accordance with the terms of the Agreement and the making of arrangements by Guangdong Teem or its subsidiary (whether by itself or together with Guangdong Holdings) to handle the repayment of outstanding loans and interests due to the Bank of Communications and to handle, resolve or settle any third party claims or litigation instituted against, and other liabilities of, or in connection with, the Target Companies (including such claims and liabilities as stated in the auction notice in respect of the public auction of the equity interest in the Target Companies directed by the People’s Court), to the extent that the liability of Guangdong Teem (or its subsidiary) in relation to such claims and liabilities of, or connection with, the Target Companies, together with the consideration payable under the Agreement by Guangdong Teem (or its subsidiary) and the shareholder’s loans to be provided by

Guangdong Teem (or its subsidiary) to the Target Companies for the purposes of repayment of outstanding loans plus interests to the Bank of Communications will not exceed an aggregate amount of RMB2,460 million;

- (c) the entry into of a joint venture contract by Guangdong Teem (or its subsidiary) with Guangdong Holdings and the agreement by Guangdong Teem (or its subsidiary) in relation to amendments to the articles of association of the Target Companies in relation to the changes in the shareholding of the Target Companies and for the purposes of the on-going cooperation and management of the Target Companies; and
- (d) the making of the Further Assistance by Guangdong Teem (or its subsidiary) to any or all of the Target Companies as and when necessary,

be and are hereby approved.”

- 2. “**THAT** Ms. Zhao Chunxiao be re-elected as a Director.”

By Order of the Board
HO LAM Lai Ping, Theresa
Company Secretary

Hong Kong, 12 December 2011

Registered office:

28/F. and 29/F.

Guangdong Investment Tower

148 Connaught Road Central

Hong Kong

Notes:

- (i) To be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority) must be delivered to the Company’s share registrar, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting or any adjourned meeting if he so wishes. If a shareholder who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.
- (ii) In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the Company’s register of shareholders in respect of the joint holding.

As at the date of this announcement, the Board comprises three Executive Directors, Mr. HUANG Xiaofeng, Mr. ZHANG Hui and Mr. TSANG Hon Nam; seven Non-Executive Directors, Dr. CHENG Mo Chi, Moses, Mr. WU Jianguo, Ms. XU Wenfang, Mr. LI Wenyue, Mr. LI Wai Keung, Mr. SUN Yingming and Ms. ZHAO Chunxiao; and three Independent Non-Executive Directors, Dr. CHAN Cho Chak, John, Dr. the Honourable LI Kwok Po, David and Mr. FUNG, Daniel R.