

# Notice of Annual General Meeting

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NOTICE IS HEREBY GIVEN that the 2001 Annual General Meeting of CATIC Shenzhen Holdings Limited (the “Company”) will be held at the conference hall of the Company at Level 25, Hangdu Building, Shennan Road Central, CATIC Zone, Futian District, Shenzhen, Guangdong Province, the People’s Republic of China, at 10:00 a.m. on Monday, 17th June, 2002 for the purposes of transacting the following businesses:

To consider and, if thought fit, pass the following as an ordinary resolution:

- 1) To consider and approve the audited financial statements and the report of the auditors for the financial year ended 31st December, 2001;
- 2) To consider and approve the report of the directors of the Company for the year 2001;
- 3) To consider and approve the report of the supervisory committee of the Company for the year 2001;
- 4) To consider and approve the profit appropriation proposal of the Company for the year 2001;
- 5) To re-elect and change the directors of the Company from shareholder’s representative and determine their remunerations;
- 6) To consider the re-appointment of PricewaterhouseCoopers as the Company’s auditors and to authorise the board of directors to fix their remuneration;
- 7) To transact any other ordinary business of the Company.

By Order of the Board

**You Lei**

*Company Secretary*

16th April, 2002

*Notes:*

**1. Eligibility for the Annual General Meeting**

Holders of H shares of the Company who intend to attend the Annual General Meeting (the “AGM”) of the Company must deliver all instruments of transfer, accompanied by the relevant share certificates, to the share registrars for the H shares of the Company, Hong Kong Registrars Limited, whose address is at 2/F., Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong, on or before 4:00 p.m. on 17th May, 2002.

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## 2. Registration procedures for the AGM

- a. A shareholder or his proxy should produce proof of identity when attending the AGM;
- b. Holders of the H shares or domestic shares of the Company who intend to attend the AGM should return the confirmation slip for the AGM to the Company on or before 27th May, 2002;
- c. Shareholders of the Company may send the above confirmation slip to the Company in person, by post or by facsimile.

## 3. Proxy

- a. A shareholder of the Company eligible to attend the AGM is entitled to appoint one or more proxies to attend and vote on behalf of him/her. A proxy need not be a shareholder of the Company;
- b. A proxy should be appointed by a written instrument signed by the appointor or its attorney. If the form of proxy is signed by the attorney of the appointor, the power of the attorney or other authorisation document(s) of such attorney should be notarised;
- c. To be valid, the power of attorney or other authorisation document(s) which have been notarized together with the completed form of proxy, must be delivered to the Hong Kong Registrars Limited, whose address is at 2/F., Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong, not less than 24 hours before the time designated for the holdings of the AGM;
- d. A shareholder of the Company who has appointed more than one proxy shall only vote on a poll.

## 4. Closure of Register of Members of the Company

In accordance with Article 48 of the Articles of Association of the Company, the register of holders of H shares of the Company will be closed from 18th May 2002 to 17th June, 2002 (both days inclusive), during which no transfer of H shares of the Company will be effected.

### *Legal address of the Company:*

Level 25, Hangdu Building, Shennan Road Central, CATIC Zone, Futian District, Shenzhen, Guangdong Province, The People's Republic of China  
Tel: 0755-3790 208 Fax: 0755-3790 228  
Postal code: 518031