

Notice of 2001 Annual General Meeting

Notice is hereby given that the 2001 Annual General Meeting of Guangzhou Shipyard International Company Limited (the "Company") will be held at the Conference Room of the Company at 40 South Fangcun Main Road, Guangzhou, P.R.C at 2:00P.M. on 14th June (Friday), 2002, for the following purposes:

(I) In ordinary resolution

1. To consider and approve the report of the Board of Directors for the year of 2001.
2. To consider and approve the report of the Supervisory Committee for the year of 2001.
3. To consider and approve the Audited Financial Statements for the year of 2001.
4. To consider and approve the report of auditors.
5. To consider and approve the profit distribution for the year of 2001.
6. To consider and approve the Rules of Procedure of the Annual General Meeting.
7. To consider and approve the Rules of Procedure of the Board of Directors.
8. To consider and approve the Rules of Procedure of the supervisory committee.
9. To elect the members of the new-term Board of Directors and Supervisory Committee members of the Company;
10. To consider and approve the aggregate remuneration of the new-term Board of Directors for the first years to be RMB 576,000 and HK\$120,000 and the aggregate remuneration of the new-term Supervisory Committee for the first year to be RMB 368,000 and authorize the Board of Directors and Supervisor Committee to determine the remuneration of each director and supervisor respectively.
11. To consider and approve the re-appointment of Yangcheng Certified Public Accountants Co., Ltd. as the Company's PRC auditors for the year of 2002, and authorize the Board of Directors to determine its remuneration.
12. To consider and approve the re-appointment of PricewaterhouseCoopers, as the Company's international auditors for the year of 2002, and authorize the Board of Directors to determine its remuneration.
13. To consider and approve the purchasement of liability insurance for Directors and officers.

(II) In special resolution

To consider and approve the proposed amendments to be the Articles of association of the company, and to authorize the Board of Directors to make further amendments according to the requirement (if any) of the relevant authority with responsibility for authorization.

Guangzhou Shipyard International Company Limited

Guangzhou, 22nd April 2002

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Notes:

1. Pursuant to the "Company Law of the People's Republic of China," no registration of transfers will be made to the register of members within 30 days prior to the holding of the 2001 Annual General Meeting (from 15th May 2002 to 13th June 2002). Accordingly, holders of domestic shares (A shares) and overseas listed foreign shares (H shares) whose names appear on the register of members of the Company on 22nd May 2002 will be entitled to attend the Annual General Meeting.
2. Shareholders who intend to attend the 2001 Annual General Meeting are requested to send a written reply, whether in person, by post, by cable or by fax to the registered office of the Company at least 20 days before the meeting. Completion and return of such written reply will not preclude the shareholders who are entitled to attend the meeting as stated in Note 1 above from attending the meeting.
3. Each shareholder is entitled to attend and vote at the meeting and has the right to appoint one or more proxies to attend and vote on behalf of himself. A proxy needs not be a shareholder of the Company. In order to ensure validity proxy of the proxy form, the letter of authorization and other authorization documents (if any), must be delivered to the registered office of the Company not less than 24 hours before the time scheduled for the holding of the Meeting. Shareholders of the H shares must deliver the authorization proxy and other authorization documents (if any) to Company's H-share Registrars: HKSCC Registrars Limited, at 2/F Vicwood Plaza, 199 Des Voeux Road, Central, Hong Kong. The shareholders who completed in and delivered the proxy form can attend the Annual General Meeting and voting in person.
4. The shareholders and proxies must show their identification card when attending the 2001 Annual General Meeting.
5. The members of the new-term Board of Directors and Supervisory Committee of the Company will be elected during the 2001 Annual General Meeting, and the candidates of these members should be nominated by the present Board of Directors and Supervisory Committee of the Company according to the relevant articles of association of the Company. The biographies of the candidates are set out in the Announcement of Resolutions passed at Meeting of the Board of the Directors and the Supervisory Committee respectively. Any shareholder who hold 5% or more of the Company's issued shares (by 22nd May, 2002) has a right to nominate candidates for the directors and supervisors, which shall be notified to the Company prior to 7 June, 2002, and the candidates shall also send to the Company a notice of his willingness to attend for election by the same date.
6. Pursuant to the Governance Rules For Listed Companies, Guideline of Establishing Independent Non-Executive Directors System of The Listed Company and Regulative Opinions for General Meeting of Listed Company promulgated by CSRC, the Board of Directors recommended that the proposed amendments to the articles of association of the Company and Rules of Procedure should be discussed, modified and approved during the 2001 Annual General Meeting.
7. The 2001 Annual General Meeting of the Company will last for half a day. The shareholders and proxies attending the meeting shall be responsible for their own traveling and accommodation expenses.
8. The registered office of the Company is at General Managerial Office, Guangzhou Shipyard International Company Limited, 40 South Fangcun Main Road, Guangzhou, PRC.

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