

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2002 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 Saturday, 31st May, 2003 for the purposes of transacting the following businesses:

To consider and, if thought fit, pass the following motion 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, 2002;
- 2) To consider and approve the report of the directors of the Company for the year 2002;
- 3) To consider and approve the report of the supervisory committee of the Company for the year 2002;
- 4) To consider the re-appointment of PricewaterhouseCoopers as the Company’s auditors and to authorise the board of directors to fix their remuneration;
- 5) To elect the new members of the board of directors and the supervisory committee of the Company and fix their remuneration, and to authorize the board of directors to decide the terms of service contracts with relevant directors and supervisors.
- 6) To transact any other ordinary business of the Company.

By Order of the Board

You Lei

Company Secretary

15th April, 2003

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 Rooms 1901-5, 19th Floor, Hopewell Center, 183 Queen’s Road East, Wanchai, Hong Kong on or before 4:00 p.m. on Wednesday, 30th April, 2003.

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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 10th May, 2003;
- 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 appointer or its attorney. If the form of proxy is signed by the attorney of the appointer, 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 legal address of the Company 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 1st May, 2003 to 31st May, 2003 (both days inclusive), during which no transfer of H shares of the Company will be effected.

5. The 3rd board of directors and the supervisory committee

As the term for the 2nd board of directors and the supervisory committee is due to expire on 31st May, 2003, new directors, shareholders' representative supervisors of the supervisory committee and independent supervisors will be elected in this Annual General Meeting, and their service contracts will be determined.

Pursuant to the Company's Articles of Association, the shareholders holding more than 5% (inclusive of 5%) of the Company's shares who are eligible to attend the meeting and to vote therein, are entitled to nominate the candidates for the directors and supervisors, by giving a written notice to the Company 7 days prior to the date of the meeting. The nominated director and supervisor candidates should also give a written notice of willing to accept the nomination to the Company 7 days (but not exceeding 42 days) prior to the date of the meeting.

The Company's holding shareholder, CATIC Shenzhen Company ("Shenzhen CATIC") has, pursuant to the Company's Articles of Association, given a written notice to the Company and intended to nominate the following candidates:

To nominate Mr. Wu Guang Quan, Mr. Wang Xin Kuo, Mr. Xu Ye Chun, Mr. Sui Yong, Mr. Yan Hai Zhong, Mr. Xu Dong Sheng, Mr. You Lei and Mr. Liu Rui Lin as the candidates for executive directors;

To nominate Mr. Poon Chiu Kwok and Mr. Eugene Liu as the candidates for independent non-executive directors;

To nominate Mr. Wang Bin Bin and Mr. Ji Gui Rong as the candidates for non-executive directors;

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Among the nominated candidates for the directors, Mr. Wu Guang Quan, Mr. Wang Xin Kuo, Mr. Xu Ye Chun, Mr. Xu Dong Sheng, Mr. You Lei, Mr. Liu Rui Lin, Mr. Poon Chiu Kwok and Mr. Eugene Liu are new nominees, whose profiles are set out as follows:

Mr. Wu Guang Quan, aged 41, an M.B.A. of Tongji University, senior accountant. Mr. Wu joined Shenzhen CATIC in 1982. Mr. Wu has extensive experience in finance, administration and management. Mr. Wu worked as the general accountant in Shenzhen CATIC, and the general manager of an important subsidiary of Shenzhen CATIC and is currently President of Shenzhen CATIC.

Mr. Wang Xin Kuo, aged 55, senior accountant, postgraduate of Northwest Polytechnical University. Mr. Wang joined Shenzhen CATIC in 1985 and has over 30 years experience in administration and management. Mr. Wang worked as the general manager in CATIC Guangzhou Company. Mr. Wang is currently Vice President of Shenzhen CATIC.

Mr. Xu Ye Chun, aged 56, senior economist (first grade), post graduate. Mr. Xu joined Shenzhen CATIC in 1980. Mr. Xu has extensive experience in human resources and administration and management. Mr. Xu is currently Vice President of Shenzhen CATIC.

Mr. Xu Dong Sheng, aged 37, an M.B.A. of Tongji University, senior engineer. Mr. Xu joined Shenzhen CATIC in 1992. Mr. Xu has extensive experience in administration and management and is currently general manager of Fiyta.

Mr. You Lei, aged 34, an M.B.A. of Tongji University, senior engineer, joined Shenzhen CATIC in 1991, the Manager of the Strategy & Management Department of Shenzhen CATIC. Mr. You has extensive experience in investment management and is currently the company secretary of the Company.

Mr. Liu Rui Lin, aged 35, master of engineering of Huazhong University of Science and Technology, senior engineer. Mr. Liu joined the Group in 1992. Mr. Liu has extensive experience in technology and administration and management and is currently general manager of Tian Ma.

Mr. Poon Chiu Kwok, aged 41, Master of International Accountancy and Bachelor (honors) of Business Studies. Mr. Poon is a director of an investment bank and has about 17 years experience in supervision, business and investment bank. Mr. Poon was responsible for many major transactions related to share capital financing. Mr. Poon is also the member of Hong Kong Securities Institute, UK Institute of Chartered Secretaries and Hong Kong Institute of Company Secretaries.

Mr. Eugene Liu, aged 39. He graduated with a master degree in Business Administration of the University of Oregon, the United States of America and obtained a bachelor degree in Commerce from the University of Manitoba, Canada. Mr. Liu is a member of American Institute of Certified Public Accountants and Hong Kong Society of Accountants. He is qualified to practice as a Certified Value Consultant under the bylaws of The International Association of Consultants, Valuers and Analysts. Prior to joining the partnership of RSM Nelson Wheeler in 2000, Mr. Liu was a partner with PricewaterhouseCoopers. He has more than ten years of experience in assisting companies to list their shares in both the main board and growth enterprise market in the Stock Exchange of Hong Kong Limited.

The Company has nominated Mr. Shao Ke Xiong as the candidate for the shareholders representative supervisor, and Mr. Chen Gang and Mr. Diao Wei Cheng as the candidates for independent supervisor.

Legal address of the Company:

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Postal code: 518031