

Notice of the 2004 Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2004 Annual General Meeting (the “AGM”) of CATIC Shenzhen Holdings Limited (the “Company”) will be held at the conference room of the Company at Level 25, Hangdu Building, CATIC Zone, Shennan Road Central, Futian District, Shenzhen, Guangdong Province, the People’s Republic of China, on 13th June 2005 (Monday) at 10:00 a.m. for the following purposes:

To consider and approve the following resolutions:

1. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31st December 2004;
2. To consider and approve the report of the directors of the Company for the year ended 31st December 2004;
3. To consider and approve the report of the supervisory committee of the Company for the year ended 31st December 2004;
4. To consider and approve the profit appropriation plan for the year 2004 (including declaration of final dividend);
5. To consider the re-appointment of PricewaterhouseCoopers as the Company’s auditors and to authorise the board of directors of the Company to fix their remuneration;
6. To consider and, if thought fit, pass the following special resolution to authorise the board of directors of the Company to allot, issue and deal with overseas listed foreign shares (“H Shares”) subject to the following conditions:
 - (a) subject to paragraphs (c) and (d) below and subject to all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (the “PRC”), The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or of any other governmental or regulatory body, the board of directors of the Company (the “Board”) be and they are hereby authorised to exercise, whether by a single exercise or otherwise, all the powers of the Company to allot, issue and deal with H Shares during the Relevant Period (as defined in paragraph (e) below);
 - (b) the authority granted under paragraph (a) above shall authorise the Board to make an offer or agreement or grant an option during the Relevant Period which would or might require H Shares to be allotted and issued either during or after the end of the Relevant Period;
 - (c) the aggregate nominal value of H Shares allotted or agreed to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the authority granted under paragraphs (a) and (b) above shall not exceed 20 per cent. of the aggregate nominal value of H Shares in issue of the Company at the date of passing of this resolution;
 - (d) the authority granted under paragraph (a) above shall be conditional upon the approvals of the China Securities Regulatory Commission and/or (if appropriate) any other regulatory authorities as required by the laws, rules and regulations of the PRC being obtained by the Company;

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- (e) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution;
 - (ii) the expiration of a period of twelve months following the passing of this special resolution; or
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting;
 - (f) subject to approval of all relevant governmental authorities in the PRC for the issue and allotment of and dealing in such H Shares being granted, the Board be and it is hereby authorised to:
 - (i) make such corresponding amendments to the Articles of Association of the Company as it thinks fit so as to change the registered capital of the Company and to reflect the new capital structure of the Company upon the exercise of the authority to allot, issue and deal in H Shares as conferred under paragraph (a) above; and
 - (ii) file the amended Articles of Association of the Company with the relevant governmental authorities of the PRC.
7. To consider and, if thought fit, pass the following special resolution to authorise the Board to repurchase H Shares of the Company:

“THAT:

- (a) subject to paragraphs (b) and (c) below, the Relevant Period (as defined in paragraph (d) below) during which the Board may exercise all the powers of the Company to repurchase H Shares in issue of the Company on the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body be and is hereby approved;
- (b) the aggregate nominal value of H Shares authorised to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 percent of the aggregate nominal value of H Shares in issue of the Company as at the date of the passing of this resolution;
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at (aa) the extraordinary general meeting for holders of H Shares of the Company to be held on 13th June 2005 (or on such adjourned date as may be applicable); and (bb) the extraordinary general meeting for holders of domestic shares of the Company to be held on 13th June 2005 (or on such adjourned date as may be applicable);

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- (ii) the approval of the China Securities Regulatory Commission, the State Administration of Foreign Exchange of the PRC, the Ministry of Commerce of the PRC and any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
 - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 32 of the Articles of Association of the Company;
 - (d) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution;
 - (ii) the expiration of a period of twelve months following the passing of this special resolution; or
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting; and
 - (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the board of directors be hereby authorised to:
 - (i) make such amendments to the Articles of Association of the Company as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares of the Company as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles of Association of the Company with the relevant governmental authorities of the PRC.”
8. To transact any other business.

By the Order of the Board
Huang Yong Feng / Zeng Jun
Joint Company Secretary

Shenzhen, PRC
26th April 2005