

Notice of the 2006 Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2006 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 3rd August 2007 (Friday) at 11:00 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 2006;
2. To consider and approve the report of the directors of the Company for the year ended 31st December 2006;
3. To consider and approve the report of the supervisory committee of the Company for the year ended 31st December 2006;
4. To consider and approve the profit appropriation plan for the year 2006;
5. To ratify and confirm the appointment of PricewaterhouseCoopers as the Company’s auditors for 2006 and to consider the re-appointment of PricewaterhouseCoopers as the Company’s auditors for 2007 and to authorize the board of directors of the Company to fix their remuneration;
6. To consider and, if thought fit, pass the following special resolution to authorize 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 authorized 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 authorize 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, the State Administration of Foreign Exchange of the PRC 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; and
 - (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 transact any other business.

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

Shenzhen, PRC
 18th June 2007

Notes:

1. Eligibility for attending the AGM

Shareholders of the Company whose names appear on the registers of shareholders of the Company at the close of business on 4th July 2007 shall have the right to attend the AGM after complying with the necessary registration procedures. Holders of H Shares of the Company who intend to attend the AGM must deliver all instruments of transfer, accompanied by the relevant share certificates, to the H Share Registrar of the Company, Hong Kong Registrars Limited, whose address is at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 4:00 p.m. on 4th July 2007.

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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) Shareholders intending to attend the AGM should return the reply slip to the Company on or before 14th July 2007.
- (c) Shareholders of the Company may send the above reply slip to the Company's legal address 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 his behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company;
- (b) A proxy shall be appointed by written instrument signed by the appointer or his attorney. If the form of proxy is signed by the attorney of the appointer, the power of the attorney or other authorization document(s) of such attorney should be notarized;
- (c) To be valid, the holders of domestic shares, the power of attorney or other authorization 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 holding of the AGM or not less than 24 hours before the time appointed for taking the poll. In order to be valid, for holders of H Shares, the above documents must be delivered to Hong Kong Registrars Limited (46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) within the same period;
- (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

The register of H Shares holders of the Company will be closed from 5th July 2007 to 3rd August 2007 (both days inclusive), during which period no transfer of H Shares of the Company will be effected.

- 5. The duration of the AGM is expected not to last for more than half a day. Attendants who attend the AGM shall arrange for travel, food and accommodation at their own cost.

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

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Postal code: 518031