



香港中旅國際投資有限公司

CHINA TRAVEL INTERNATIONAL INVESTMENT HONG KONG LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00308)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of China Travel International Investment Hong Kong Limited (the “Company”) will be held at Cafe du Parc, 2/F, Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on Friday, 7 December 2007 at 4:30 p.m., for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as an ordinary resolutions:–

- (a) the entering into of the conditional Acquisition Agreement (as defined and described in the circular to the shareholders of the Company dated 21 November 2007 (the “Circular”)), a copy of which has been produced to the meeting marked “A” and initialled by the Chairman of the meeting for the purpose of identification, between, (i) the Company, (ii) Allied Well Holdings Ltd. and United Capital Management Limited as the purchasers (the “Purchasers”), and (iii) China Travel Service (Holdings) Hong Kong Limited, China Travel Building Contractors Hong Kong Limited and China Travel Investments Hong Kong Limited as the vendors (the “Vendors”), pursuant to which the Vendors conditionally agreed to sell and the Purchasers conditionally agreed to acquire the entire issued share capital or registered capital of CTS H.K. Metropark Hotels Management Company Limited, Beijing CTS (Hong Kong) Grand Metropark Hotel Company Limited, Ruskin Overseas Limited and Wisepak Enterprises Limited (the “Hotel Group”) and the respective shareholder’s loan owed by respective members of the Hotel Group to the Vendors, which as at 31 August 2007, amounted to approximately HK\$1,086,038,000, at a consideration of HK\$1,107,260,000, subject to any adjustment, upon the terms and subject to the conditions (including but not limited to the conditional Disposal Agreement (as defined and described in the Circular) becoming unconditional) therein contained, be and is hereby approved, confirmed and ratified and the transactions contemplated under the Acquisition Agreement be and are hereby approved;
- (b) the entering into of the conditional Disposal Agreement, a copy of which has been produced to the meeting marked “B” and initialled by the Chairman of the meeting for the purpose of identification, between, (i) the Company, China Travel Service (Hong Kong) Limited, Add-Well Investments Limited and Noteman Investments Limited as the vendors (the “Disposal Vendors”), (ii) CTS Logistics Corporation as the purchaser (the “Disposal Purchaser”) and (iii) China Travel Service (Holdings) Hong Kong Limited, pursuant to which the Disposal Vendors conditionally agreed to sell and the Disposal Purchaser conditionally agreed to acquire (a) the entire issued ordinary share capital of Common Well Limited; (b) the net amount of shareholder’s loan owed by Common Well Limited to the Company and/or its associates; and (c) the entire issued ordinary share capital of China Travel Services (Cargo) Hong Kong Limited at a consideration of HK\$853,640,000 which will be settled entirely by cash upon the terms and subject to the conditions (including but not limited to the conditional Acquisition Agreement becoming unconditional) therein contained, be and is hereby approved, confirmed and ratified and the transactions contemplated under the Disposal Agreement be and are hereby approved;

- (c) any one Director of the Company be and is hereby authorised for and on behalf of the Company to do all acts and things and to approve, execute and deliver all notices, documents, instruments or agreements as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the Acquisition Agreement and the Disposal Agreement and to agree to such variations, amendments or waivers thereof as are, in the opinion of such Director, in the interests of the Company. If the use of common seal is required under the Acquisition Agreement and the Disposal Agreement, any two Directors of the Company is authorised to sign and use the common seal.

By Order of the Board
Wei Qing
Executive Director

Hong Kong, 21 November 2007

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint more than one proxy to attend and, vote instead of him. A proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed herewith.
- (2) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or poll concerned if he so wishes. In the event of a member who has lodged a form of proxy attending the meeting, his form of proxy will be deemed to have been revoked.
- (3) In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 48 hours before the time of the meeting or any adjournment thereof or in the case of a poll, not less than 24 hours before the time appointed for taking of the poll.
- (4) In the case of joint holders of a share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto but if more than one of such joint holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (5) The votes to be taken at the meeting will be taken by poll.

The Directors as at the date of this announcement:

Executive Directors:

Mr. Zhang Xuewu, Mr. Xiong Weiping, Mr. Zheng Heshui, Mr. Lo Sui On, Ms. Jiang Yan, Mr. Mao Jianjun, Mr. Zhang Fengchun and Mr. Wei Qing

Independent Non-Executive Directors:

Dr. Fong Yun Wah, Mr. Wong Man Kong, Peter, Mr. Sze, Robert Tsai To and Mr. Chan Wing Kee