



越 秀 投 資 有 限 公 司

GUANGZHOU INVESTMENT COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 123)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Guangzhou Investment Company Limited (the “Company”) will be convened and held at 11:30 a.m. on Monday, 3 March 2008 at 26th Floor, Yue Xiu Building, 160 Lockhart Road, Wanchai, Hong Kong to consider and, if thought fit, approve the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** a conditional CTMP facilities and fixtures lease agreement (the “**CTMP Facilities Lease Agreement**”) entered into between Guangzhou Paper Co., Ltd. (廣州造紙股份有限公司) (“**GZ Paper**”), an indirect subsidiary of the Company and Guangzhou Paper Holdings Limited (廣州造紙集團有限公司) (“**GZ Paper Holdings**”) on 24 January 2008 (a copy of which has been tabled at this meeting marked “A” and signed by the chairman of the meeting for identification purpose), pursuant to which GZ Paper Holdings agreed to lease certain facilities and fixtures relating to Chemico-Thermomechanical Pulping to GZ Paper and all the transactions contemplated under the CTMP Facilities Lease Agreement be and are hereby approved, ratified and confirmed and the directors of GZ Paper be and are hereby authorized to do all such acts and things and execute all such documents as they may in their absolute discretion consider necessary or desirable to give effect to the CTMP Facilities Lease Agreement and the transactions contemplated thereby or incidental thereto.”
2. “**THAT** a conditional wastewater treatment facilities and fixtures lease agreement (the “**Wastewater Treatment Facilities Lease Agreement**”) entered into between GZ Paper and GZ Paper Holdings on 24 January 2008 (a copy of which has been tabled at this meeting marked “B” and signed by the chairman of the meeting for identification purpose), pursuant to which GZ Paper Holdings agreed to lease certain facilities and fixtures relating to wastewater treatment to GZ Paper and all the transactions contemplated under the Wastewater Treatment Facilities Lease Agreement be and are hereby approved, ratified and confirmed and the directors of GZ Paper be and are hereby authorized to do all such acts and things and execute all such documents as they may in their absolute discretion consider necessary or desirable to give effect to the Wastewater Treatment Facilities Lease Agreement and the transactions contemplated thereby or incidental thereto.”
3. “**THAT** a supplemental lease contract (the “**Supplemental Lease Contract**”) entered into between GZ Paper and GZ Paper Holdings on 24 January 2008 in relation to certain amendments to the lease contract dated 17 October 2002 (the “**Original Lease Contract**”, together with the Supplemental Lease Contract, the “**Lease Contract**”) (a copy of which has been tabled at this

meeting marked “C” and signed by the chairman of the meeting for identification purpose) entered into between GZ Paper Holdings and GZ Paper pursuant to which GZ Paper Holdings leases certain land, workshops and ancillary buildings located at No.40, Guangzhi Road, Haizhu District, Guangzhou, the People’s Republic of China to GZ Paper for a term of 20 years and all the transactions contemplated under the Supplemental Lease Contract be and are hereby approved, ratified and confirmed and the directors of GZ Paper be and are hereby authorized to do all such acts and things and execute all such documents as they may in their absolute discretion consider necessary or desirable to give effect to the Lease Contract and the transactions contemplated thereby or incidental thereto.”

4. “**THAT** the maximum aggregate annual cap of RMB626.32 million (approximately HK\$673.46 million) for the lease of certain facilities and fixtures under the CTMP Facilities Lease Agreement and the Wastewater Treatment Facilities Lease Agreement, the lease of certain land, workshops and ancillary buildings under the Lease Contract and the supply of certain utilities under the utilities supply contract dated 17 October 2002, as more particularly described in the circular dated 14 February 2008 despatched to the shareholders of the Company, for each of the three financial years ending on 31 December 2008, 2009 and 2010 be and is hereby approved.”

By Order of the Board
Guangzhou Investment Company Limited
Ou Bingchang
Chairman

Hong Kong, 14 February 2008

Registered office:

26th Floor, Yue Xiu Building
160 Lockhart Road
Wanchai
Hong Kong

Notes:

1. The register of members of the Company will be closed on Friday, 29 February 2008 to Monday, 3 March 2008, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for voting at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong, no later than 4:00 p.m. on Thursday, 28 February 2008.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.

3. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
4. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's share registrar, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting or adjourned meeting thereof.
5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting. If such member attends the meeting, however, his form of proxy will be deemed to have been revoked.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the members of the Board comprise Mr. Ou Bingchang, Mr. Liang Yi, Mr. Tang Shouchun, Mr. Wang Hongtao, Mr. Li Xinmin, Mr. He Zili and Ms. Zhou Jin (Executive Directors); Mr. Yu Lup Fat Joseph, Mr. Lee Ka Lun and Mr. Lau Hon Chuen Ambrose (Independent Non-executive Directors).