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GUANGDONG INVESTMENT LIMITED
(粵海投資有限公司)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 270)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Guangdong Investment Limited (the “Company”) will be held at Concord Room I, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 10 December 2009 at 10:00 a.m. for the following purposes:

To consider and, if thought fit, to pass the following as ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

(1) the acquisition (“**Acquisition**”) by the Company of:

- (a) the entire issued share capital of Golden River Chain Limited (“**Target Co**”) from Chun Wai Consultants Limited (“**Chun Wai**”), and
- (b) one or more shareholder’s loan(s) representing the aggregate of:
 - (i) HK\$515,711,000.00, being the amount due from Target Co to Chun Wai as at the date of the agreement (the “**S&P Agreement**”) dated 20 October 2009 between Chun Wai, the Company and GDH Limited in relation to the Acquisition; and
 - (ii) an amount equal to the aggregate of any and all Further Payment(s) (as defined in the circular (“**Circular**”) of the Company dated 9 November 2009 to which this notice forms part) in the aggregate amount of not more than RMB125,000,000.00

in accordance with the terms and conditions of the S&P Agreement; and

(2) the making of the Further Additional Capital Contribution (as defined in the Circular)

be and are hereby approved."

By order of the Board

HO LAM Lai Ping, Theresa

Company Secretary

Hong Kong, 9 November 2009

Registered office:

28/F. and 29/F.

Guangdong Investment Tower

148 Connaught Road Central

Hong Kong

Notes:

- (i) To be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority) must be delivered to the Company's share registrar, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting or any adjourned meeting if he so wishes. If a shareholder who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.
- (ii) In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the Company's register of shareholders in respect of the joint holding.

As at the date of this announcement, the board of Directors of the Company comprises three Executive Directors, Mr. LI Wenyue, Mr. ZHANG Hui and Mr. TSANG Hon Nam; seven Non-Executive Directors, Dr. CHENG Mo Chi, Moses, Mr. HUANG Xiaofeng, Mr. ZHAI Zhiming, Ms. XU Wenfang, Mr. LI Wai Keung, Mr. SUN Yingming and Ms. WANG Xiaofeng; and three Independent Non-Executive Directors, Mr. CHAN Cho Chak, John, Dr. The Honourable LI Kwok Po, David and Mr. FUNG, Daniel R.