

---

## IMPORTANT

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Shenzhen Investment Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



# 深圳控股有限公司 SHENZHEN INVESTMENT LIMITED

*(incorporated in Hong Kong with limited liability)*

## PROPOSAL FOR SUBDIVISION OF SHARES

---

A letter from the Board is set out on pages 4 to 8 of this circular.

A notice convening an extraordinary general meeting of Shenzhen Investment Limited to be held at 10:00 a.m. on Tuesday, 30 July 2002 at 8th Floor, New East Ocean Centre, 9 Science Museum Road, Tsimshatsui, Hong Kong is set out on pages 9 and 10 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the registered office of Shenzhen Investment Limited at 8th Floor, New East Ocean Centre, 9 Science Museum Road, Tsimshatsui, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

13 July 2002

---

## CONTENTS

---

	<i>Page</i>
<b>Expected Timetable</b> .....	1
<b>Definitions</b> .....	2
<b>Letter from the Board</b>	
1. Introduction .....	4
2. Share Subdivision .....	4
3. Conditions .....	5
4. Listing and Dealings .....	5
5. Trading Arrangements for the Subdivided Shares .....	6
6. Extraordinary General Meeting .....	7
7. Responsibility Statement .....	8
8. General .....	8
9. Recommendation .....	8
<b>Notice of Extraordinary General Meeting</b> .....	9

---

## EXPECTED TIMETABLE

---

2002

Latest time for lodging form of proxy in respect of Extraordinary General Meeting .....	10:00 a.m. on Sunday, 28 July
Extraordinary General Meeting .....	10:00 a.m. on Tuesday, 30 July
Effective date of Share Subdivision .....	Wednesday, 31 July
Dealing in Subdivided Shares commences .....	9:30 a.m. on Wednesday, 31 July
Existing counter for trading in existing Shares in board lots of 2,000 Shares temporarily closes .....	9:30 a.m. on Wednesday, 31 July
Temporary counter for trading in Subdivided Shares in board lots of 4,000 Subdivided Shares (in the form of existing Share certificates) opens .....	9:30 a.m. on Wednesday, 31 July
First day of free-exchange of certificates for existing Shares for new certificates for the Subdivided Shares .....	Wednesday, 31 July
Existing counter for trading in Subdivided Shares in board lots of 2,000 Subdivided Shares (in the form of new certificates for the Subdivided Shares) re-opens .....	9:30 a.m. on Wednesday, 14 August
Parallel trading in Subdivided Shares (in the form of new certificates for Subdivided Shares and certificates for existing Shares) commences .....	9:30 a.m. on Wednesday, 14 August
Temporary counter for trading in Subdivided Shares in board lots of 4,000 Subdivided Shares (in the form of certificates for existing Shares) closes . . . .	4:00 p.m. on Wednesday, 4 September
Parallel trading in Subdivided Shares (in the form of new certificates for Subdivided Shares and certificates for existing Shares) ends .....	4:00 p.m. on Wednesday, 4 September
Last day for free exchange of certificates for existing Shares for new certificates for Subdivided Shares .....	Monday, 9 September

---

## DEFINITIONS

---

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Shenzhen Investment Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on Tuesday, 30 July 2002, the notice of which is set out on pages 9 and 10 of this circular
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 July 2002, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Registrar”	the Company’s share registrar, Standard Registrars Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the existing capital of the Company
“Shareholder(s)”	registered holder(s) of Shares

---

## DEFINITIONS

---

“Share Subdivision”	the proposed subdivision of each of the issued and unissued Shares into two Subdivided Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	share(s) of HK\$0.05 each in the capital of the Company proposed to be created by the Share Subdivision
“HK\$” and “cents”	Hong Kong dollars and cents respectively

---

## LETTER FROM THE BOARD

---



# 深圳控股有限公司 SHENZHEN INVESTMENT LIMITED

(incorporated in Hong Kong with limited liability)

*Executive Directors:–*

Mr. SONG Zhiwang, *Chairman*  
Mr. LIU Zixian, *Managing Director*  
Mr. SUN Juyi, *Deputy Managing Director*  
Mr. ZHANG Luzheng  
Mr. ZHU Qiyi  
Mr. YANG Yefang  
Mr. XU Ruxin  
Mr. ZHU Huoyang

*Registered office:–*

8th Floor  
New East Ocean Centre  
9 Science Museum Road  
Tsimshatsui  
Kowloon  
Hong Kong

*Independent non-executive Directors:–*

Mr. WONG Po Yan  
Mr. LEE Yip Wah, Peter

13 July 2002

*To the Shareholders,*

Dear Sir or Madam,

### PROPOSAL FOR SUBDIVISION OF SHARES

#### 1. INTRODUCTION

The Board announced on 3 July 2002 a proposal for Share Subdivision. The purpose of this circular is to provide further details regarding the proposal for the Share Subdivision and the recommendation of the Board.

#### 2. SHARE SUBDIVISION

The Board proposes that each of the existing issued and unissued Shares be subdivided into two shares of HK\$0.05 each. The Board believes this will improve the liquidity in the trading of the shares of the Company and widen its investor base. The Board is of the view that the Share Subdivision is in the interests of the Company and the Shareholders.

---

## LETTER FROM THE BOARD

---

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$150,000,000 divided into 1,500,000,000 Shares, of which 1,207,146,983 Shares were in issue. Immediately upon completion of the Share Subdivision and on the basis that 1,207,146,983 Shares are in issue, 2,414,293,966 Subdivided Shares will be created pursuant to the Share Subdivision. The issued and paid up share capital of the Company will remain unchanged. The authorised share capital of the Company will be HK\$150,000,000 divided into 3,000,000,000 Subdivided Shares. The Subdivided Shares will rank pari passu in all respects with each other and the rights attaching to the Subdivided Shares will not be affected by the Share Subdivision. Following the Share Subdivision, the board lot size of trading in the shares of the Company will remain as 2,000 being in board lots of 2,000 Subdivided Shares.

### **3. CONDITIONS**

The Share Subdivision is conditional upon: (a) the passing of an ordinary resolution by the Shareholders at the Extraordinary General Meeting; and (b) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Subdivided Shares.

### **4. LISTING AND DEALINGS**

An application will be made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in such Subdivided Shares.

The Shares are listed and dealt in on the Stock Exchange. No part of the Company's securities are listed or dealt in on any other stock exchange, nor is listing or permission to deal in on any other stock exchange being or proposed to be sought. Dealings in the Subdivided Shares will be subject to Hong Kong stamp duty.

Subject to the granting of listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

---

## LETTER FROM THE BOARD

---

### 5. TRADING ARRANGEMENTS FOR THE SUBDIVIDED SHARES

#### (a) Dealings

Subject to the Share Subdivision becoming unconditional, the arrangements proposed for dealings in the Subdivided Shares are expected to be as follows:

- (i) From 9:30 a.m. on 31 July 2002, the present counter for trading in the Shares in board lots of 2,000 Shares will be closed temporarily and a temporary counter for trading in the Subdivided Shares in board lots of 4,000 Subdivided Shares will be set up. Accordingly, one Share will be deemed to represent two Subdivided Shares. Certificates for existing Shares may only be traded at the temporary counter.
- (ii) With effect from 9:30 a.m. on 14 August 2002, the present counter for trading in the Shares will be reopened for trading in Subdivided Shares in board lots of 2,000 Subdivided Shares (in the form of new certificates for the Subdivided Shares).
- (iii) During the period from 14 August 2002 to 4 September 2002 (both days inclusive), there will be parallel trading at the two counters mentioned in paragraphs (i) and (ii) above.
- (iv) With effect from 9:30 a.m. on 5 September 2002, trading will only be in the Subdivided Shares in board lots of 2,000 Subdivided Shares and the temporary counter for trading in the Subdivided Shares in board lots of 4,000 Subdivided Shares will be removed. Dealings in the Subdivided Shares represented by certificates for existing Shares will cease after the close of trading on 4 September 2002.

Certificates for existing Shares will only be valid for delivery and settlement in respect of dealings for the period up to 4 September 2002 and thereafter will not be accepted for dealing purposes. However, the certificates for existing Shares will continue to be good evidence of legal title to the Subdivided Shares on the basis of one Share for two Subdivided Shares and may be exchanged for new certificates for Subdivided Shares at any time. Such Shareholders shall be entitled to tender their certificates for existing Shares in exchange for new certificates for the Subdivided Shares in board lots of 2,000 Subdivided Shares so that their shareholding may be accurately represented by the new certificates for the Subdivided Shares.

---

## LETTER FROM THE BOARD

---

**(b) Free exchange of certificates**

New certificates for Subdivided Shares will be issued in blue in order to distinguish them from certificates for existing Shares which are light green in colour.

Shareholders are urged to exchange their certificates for existing Shares for new certificates for Subdivided Shares as soon as possible on or after 31 July 2002. This may be done free of charge by delivering the certificates for existing Shares to the Registrar, Standard Registrars Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong before 4:00 p.m. on 9 September 2002. Thereafter, certificates for existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) for each new certificate for Subdivided Shares. Shareholders will be entitled to aggregate his/her Shares registered in his/her name in order to obtain new certificates for Subdivided Shares in board lot(s) of 2,000 Subdivided Shares.

If Shareholders are able to lodge their certificates for existing Shares between 9:00 a.m. to 4:00 p.m. on 31 July 2002, it is expected that new Subdivided Share certificates for the Subdivided Shares will be available for collection after the close of trading on 13 August 2002. It is expected that new certificates for Subdivided Shares will be available for collection on or after the 10th business day from the date of submission of the certificates for existing Shares to the Registrar at the above address for exchange. Unless instructed otherwise, new certificates for Subdivided Shares will be issued in board lots of 2,000 Subdivided Shares.

### **6. EXTRAORDINARY GENERAL MEETING**

The notice of the Extraordinary General Meeting is set out on pages 9 and 10 of this circular. At the Extraordinary General Meeting, an ordinary resolution will be proposed to approve the Share Subdivision.

A form of proxy for use at the Extraordinary General Meeting to be held at 10:00 a.m. on Tuesday, 30 July 2002 at 8th Floor, New East Ocean Centre, 9 Science Museum Road, Tsimshatsui, Hong Kong is enclosed. Whether or not you are able to attend the meeting, you are requested to complete and return the form of proxy to the registered office of Shenzhen Investment Limited at 8th Floor, New East Ocean Centre, 9 Science Museum Road, Tsimshatsui, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting should you so wish.

---

## LETTER FROM THE BOARD

---

### 7. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

### 8. GENERAL

The English text of this circular and form of proxy shall prevail over the Chinese text.

### 9. RECOMMENDATION

The Directors are of the opinion that the Share Subdivision is in the interests of the Company and the Shareholders and recommend that Shareholders vote in favour of the ordinary resolution to be proposed at the Extraordinary General Meeting.

Yours faithfully,  
By order of the Board  
**Shenzhen Investment Limited**  
**Song Zhiwang**  
*Chairman*

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---



# 深圳控股有限公司 SHENZHEN INVESTMENT LIMITED

*(incorporated in Hong Kong with limited liability)*

**NOTICE** is hereby given that an extraordinary general meeting of Shenzhen Investment Limited (the “Company”) will be held at at 10:00 a.m. on 30 July 2002 at 8th Floor, New East Ocean Centre, 9 Science Museum Road, Tsimshatsui, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

### **ORDINARY RESOLUTION**

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares to be issued pursuant to the Subdivision (as hereinafter defined), each of the issued and unissued shares of HK\$0.10 each of the Company be and is hereby subdivided into two shares of HK\$0.05 each (“Subdivided Shares”) with effect from 31 July 2002 (the “Subdivision”) and the directors of the Company be authorised to issue new share certificates in respect of the Subdivided Shares to holders of the existing shares of the Company pursuant to the Subdivision.”

By Order of the Board  
**Shenzhen Investment Limited**  
**Song Zhiwang**  
*Chairman*

Hong Kong, 13 July 2002

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

*Registered office:–*

8th Floor  
New East Ocean Centre  
9 Science Museum Road  
Tsimshatsui  
Kowloon  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holder of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and on a poll, vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of Shenzhen Investment Limited at 8th Floor, New East Ocean Centre, 9 Science Museum Road, Tsimshatsui, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.