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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 licensed securities dealer or registered institution 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 with the accompanying form of proxy to the purchaser or to the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected, for transmission to the purchaser or the transferee.

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深圳控股有限公司
SHENZHEN INVESTMENT LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00604)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS
PROPOSED GENERAL MANDATE TO BUY BACK SHARES
PROPOSED GENERAL MANDATE TO ISSUE SHARES
PROPOSED MANDATE TO GRANT OPTIONS
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Shenzhen Investment Limited to be held at Picasso Room, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 31 May 2024 at 10:30 a.m. is set out on pages 13 to 18 of this circular. Whether you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon to the office of the Company's share registrar, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

29 April 2024

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held on Friday, 31 May 2024 at 10:30 a.m. or, where the context so requires, any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate to the Directors to exercise the powers of the Company to buy back Shares up to 10% of the total number of Shares in issue at the date of passing of the resolution approving the Buy-back Mandate
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Shenzhen Investment Limited
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Issue Mandate”	a general mandate to the Directors to issue, allot and deal with Shares up to 20% of the total number of Shares in issue at the date of the passing of the resolution approving the Issue Mandate
“Last Annual General Meeting”	the annual general meeting of the Company held on 29 May 2023
“Latest Practicable Date”	18 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting, a copy of which is set out on pages 13 to 18 of this circular
“PRC”	the People’s Republic of China

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option Scheme”	the share option scheme adopted by the Shareholders on 31 May 2022
“Shareholder(s)”	holder(s) of Shares
“Shares”	shares of the Company
“Shum Yip Group”	深業集團有限公司 (Shum Yip Group Limited*), the holding company of Shum Yip Holdings
“Shum Yip Holdings”	Shum Yip Holdings Company Limited, a substantial shareholder of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

* *The English translation is for identification purpose only*

LETTER FROM THE BOARD



(Incorporated in Hong Kong with limited liability)
(Stock Code: 00604)

Executive Directors:

Dr. LU Hua (*Chairman*)
Mr. WANG Yuwen
Ms. CAI Xun
Mr. XU Enli
Ms. SHI Xiaomei

Registered Office:

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

Independent Non-Executive Directors:

Mr. LI Wai Keung
Dr. WONG Yau Kar, David
Prof. GONG Peng

29 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
PROPOSED GENERAL MANDATE TO BUY BACK SHARES
PROPOSED GENERAL MANDATE TO ISSUE SHARES
PROPOSED MANDATE TO GRANT OPTIONS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in connection with the proposals at the Annual General Meeting to consider (i) the re-election of retiring Directors; (ii) the grant of the Buy-back Mandate; (iii) the grant of Issue Mandate and the extension of the Issue Mandate; and (iv) the grant of mandate to grant options, and to give you the Notice of Annual General Meeting.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises 8 Directors, namely, Dr. LU Hua, Mr. WANG Yuwen, Ms. CAI Xun, Mr. XU Enli, Ms. SHI Xiaomei, Mr. LI Wai Keung, Dr. WONG Yau Kar, David and Prof. GONG Peng.

LETTER FROM THE BOARD

In accordance with Article 100 of the Articles of Association, Ms. CAI Xun, Mr. LI Wai Keung and Dr. WONG Yau Kar, David will retire by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election.

Mr. LI Wai Keung and Dr. WONG Yau Kar, David, being Independent Non-executive Directors of the Company, had confirmed their independence and that there has been no subsequent change of circumstances which may affect their independency.

In considering and recommending the above retiring Directors to the Board for re-election at the Annual General Meeting, the Nomination Committee has taken into account the criteria including but not limited to skills, experience, time commitment as set out in the Director Nomination Policy with due regard to board diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) as set out in the Board Diversity Policy. The Nomination Committee believes that the skill mix and experience of the retiring Directors would contribute to the diversity of the Board. Each retiring Director had abstained from voting on his/her own re-election proposal when it was being discussed.

Mr. LI Wai Keung and Dr. WONG Yau Kar, David have served as Independent Non-executive Directors since 2004 and 2013 respectively. Mr. LI has extensive experience in finance and accounting and other listed board roles. Dr. WONG has extensive experience and expertise in manufacturing, direct investment and international trade, public service and other listed board roles. During their tenure as Independent Non-executive Directors, Mr. LI and Dr. WONG have continued to provide independent and objective judgment and advice to the Board. The Nomination Committee has evaluated Mr. LI and Dr. WONG's overall contribution and service to the Company with reference to the Director Nomination Policy and the Board Diversity Policy of the Company. The Nomination Committee having assessed the independency of Mr. LI Wai Keung and Dr. WONG Yau Kar, David with reference to the criteria set out in Rule 3.13 of the Listing Rules and taken into account that Mr. LI and Dr. WONG have not been involved in the daily operation and management of the Group during their tenure, is satisfied that the long serving of Mr. LI and Dr. WONG would not affect their exercise of independent judgment. The Nomination Committee considers that Mr. LI and Dr. WONG continue to be independent and able to fulfil their role as required. The Nomination Committee therefore recommends Mr. LI and Dr. WONG to be re-elected as Independent Non-executive Directors of the Company.

The Board, having considered the recommendation of the Nomination Committee, is of the view that each of Ms. CAI Xun, Mr. LI Wai Keung and Dr. WONG Yau Kar, David will continue to contribute to the Board with their diversity of skills set and perspectives. The Board also believes that the invaluable knowledge and experience of these retiring Directors continue to generate significant contribution to the Company and the Shareholders as a whole.

Details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATE TO BUY BACK SHARES

An ordinary resolution was passed at the Last Annual General Meeting whereby a general mandate was granted to the Directors to buy back Shares up to 10% of the total number of Shares in issue at the date of the relevant resolution. Such general mandate will lapse at the conclusion of the Annual General Meeting. Therefore, an ordinary resolution will be proposed at the Annual General Meeting to grant the Buy-back Mandate, details of which are set out in ordinary resolution No. 8 in the Notice of Annual General Meeting.

In accordance with the Listing Rules, an explanatory statement to provide the Shareholders with all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the Buy-back Mandate is set out in Appendix II to this circular.

PROPOSED GENERAL MANDATE TO ISSUE SHARES

Ordinary resolutions were passed at the Last Annual General Meeting whereby (i) a general mandate was given to the Directors to allot, issue and deal with Shares up to 20% of the total number of Shares in issue at the date of the relevant resolution and (ii) such a general mandate was extended by adding thereto of the number of Shares being bought back by the Company pursuant to the general mandate to buy back Shares granted to the Directors. Such general mandates will lapse at the conclusion of the Annual General Meeting. Therefore, ordinary resolutions will be proposed at the Annual General Meeting to (i) grant to the Directors the Issue Mandate and (ii) extend the Issue Mandate by adding to the number of Shares being bought back under the Buy-back Mandate in order to allow flexibility and discretion to the Directors to issue any Shares, details of which are set out in ordinary resolution Nos. 9 and 10 in the Notice of Annual General Meeting.

PROPOSED MANDATE TO GRANT OPTIONS

Under Section 141 of the Companies Ordinance, directors of a company shall not, without shareholders' prior approval in general meeting or such approval expires at the conclusion of the next annual general meeting after the approval was given, allot new shares or grant rights to subscribe for, or to convert any securities into shares in the company. An ordinary resolution was passed at the Last Annual General Meeting whereby an unconditional mandate was granted to the Directors to grant options under the Share Option Scheme. Such mandate will lapse at the conclusion of the Annual General Meeting. Therefore, the Directors propose to seek the approval of the Shareholders at the Annual General Meeting to grant to the Directors an unconditional mandate to grant options under the Share Option Scheme, details of which are set out in ordinary resolution No. 11 in the Notice of Annual General Meeting.

ANNUAL GENERAL MEETING

At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other things, the re-election of retiring Directors, the Buy-back Mandate and the Issue Mandate and the extension of the Issue Mandate and the mandate to grant options. The Notice of Annual General Meeting is set out on pages 13 to 18 of this circular.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to procedural or administrative matters to be voted on a show of hands. The Chairman of the Annual General Meeting will, therefore, exercise his power under Article 72 of the Articles of Association to put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A proxy form for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the proxy form in accordance with the instructions printed thereon to the office of the Company's share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

RECOMMENDATION

The Directors consider that the re-election of the retiring Directors, the granting of the Buy-back Mandate and the Issue Mandate and the extension of the Issue Mandate and the mandate to grant options are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

By order of the Board
Shenzhen Investment Limited
LU Hua
Chairman

The details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

- 1. Ms. CAI Xun**, aged 49, an Executive Director since 27 August 2020. Ms. CAI graduated from Central South University of Technology (now known as Central South University) in investment economics with a bachelor's degree in economics. Ms. CAI is currently a director of Shum Yip Group Limited and Shum Yip Holdings Company Limited. She is also a director of various members of the Group. Ms. CAI was the chief of the Cadre Division 1 of the Organization Department of Shenzhen Municipal Party Committee before joining the Group. Ms. CAI worked in the Organization Department of Shenzhen Municipal Party Committee during the period from 2002 to 2019 and served as the chief of the Research and Publicity Division and the chief of the Cadre Supervision Division etc.. Ms. CAI is currently a non-executive director of Road King Infrastructure Limited (1098.HK) and Ping An Insurance (Group) Company of China, Ltd. (2318.HK). Ms. CAI has extensive experience in human resources management and administrative management.

Save as disclosed above, Ms. CAI did not hold any directorships in any other listed public companies in the last three years or any position within the Group.

Save as disclosed above, Ms. CAI does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. CAI did not have any interests in Shares or underlying shares within the meaning of Part XV of the SFO.

The Company has entered into an appointment letter with Ms. CAI for a term of 3 years commencing on 27 August 2023, subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. CAI is entitled to receive a basic salary and allowance of such amount per annum as the Board may determine from time to time. Ms. CAI is currently entitled to receive a basic salary of HK\$917,041 per annum which is subject to annual review by the Board. In addition, Ms. CAI is also entitled to receive discretionary bonuses, share options or other benefits as may be decided by the Board having regard to his performance and duties, the Company's performance and profitability and the prevailing market condition.

2. **Mr. LI Wai Keung**, aged 67, an Independent Non-executive Director since 27 September 2004. Mr. LI graduated from The Hong Kong Polytechnic and holds a master's degree in Business Administration from The University of East Asia. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. LI had worked for Henderson Land Development Company Limited (12.HK). He was an independent non-executive director of Sun Century Group Limited (1383.HK), a director of Shenzhen City Airport (Group) Company Limited (000089.SZ), an executive director and financial controller of GDH Limited, an executive director of Guangdong Land Holdings Limited (formerly known as Kingway Brewery Holdings Limited) (124.HK) and a non-executive director of Guangdong Investment Limited (270.HK). Mr. LI is currently an independent non-executive director of Hans Energy Company Limited (554.HK), China South City Holdings Limited (1668.HK), Centenary United Holdings Limited (1959.HK) and Legend Upstar Holdings Limited (formerly known as Midland IC&I Limited) (459.HK). In addition, he was appointed as a committee member of the 12th Chinese People's Political Consultative Conference of Guangdong Province on 17 January 2018 and appointed as a standing committee member of the 12th Chinese People's Political Consultative Conference of Guangdong Province on 27 January 2018. Mr. LI is also a management accounting advisor of the Ministry of Finance, PRC and the honorary president of Hong Kong Business Accountants Association Limited.

Save as disclosed above, Mr. LI did not hold any directorships in any other listed public companies in the last three years or any position within the Group.

Save as disclosed above, Mr. LI does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. LI had beneficial interest in 1,180,880 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The Company has entered into an appointment letter with Mr. LI for a term of 3 years commencing on 1 January 2023, subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. LI is currently entitled to a director's fee of HK\$380,000 per annum.

3. **Dr. WONG Yau Kar, David**, GBS, JP, aged 66, an Independent Non-executive Director since 13 June 2013. Dr. WONG received a doctorate degree in Economics from the University of Chicago in 1987. Dr. WONG has extensive experience in manufacturing, direct investment and international trade. Dr. WONG is active in public service. He was a Hong Kong deputy of the 12th and 13th National People's Congress of the People's Republic of China. Dr. WONG was appointed as a Justice of Peace (JP) in 2010 and was awarded a Bronze Bauhinia Star (BBS) and Gold Bauhinia Star (GBS) in 2012 and 2017 respectively for his valuable contribution to the society. Dr. WONG was an independent non-executive director of Redco Properties Group Limited (1622.HK) and Huayi Tencent Entertainment Company Limited (419.HK). Dr. WONG is currently an independent non-executive director of Sinopec Kantons Holdings Limited (934.HK) and Guangnan (Holdings) Limited (1203.HK), which are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Dr. WONG did not hold any directorships in any other listed public companies in the last three years or any position within the Group.

Save as disclosed above, Dr. WONG does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. WONG did not have any interests in Shares or underlying shares within the meaning of Part XV of the SFO.

The Company has entered into an appointment letter with Dr. WONG for a term of 3 years commencing on 13 June 2022, subject to retirement by rotation and re-election provision in the Articles of Association. Dr. WONG is currently entitled to a director's fee of HK\$380,000 per annum.

This appendix serves as an explanatory statement required to be sent to the Shareholders under Rule 10.06(1)(b) of the Listing Rules to provide the requisite information to Shareholders for their consideration of the Buy-back Mandate and also constitutes the memorandum as required under Section 239(2) of the Companies Ordinance. Neither this explanatory statement nor the proposed Shares buy-back has any unusual features.

1. SHARES IN ISSUE

As at the Latest Practicable Date, the total number of Shares in issue comprised 8,898,793,115 Shares.

Subject to the passing of the Ordinary Resolution No. 8 set out in the Notice of Annual General Meeting, and on the assumption that no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 889,879,311 Shares.

2. REASONS FOR BUY-BACKS

Buy-backs of Shares will only be made when the Directors believe that such buy-back(s) will benefit the Company and its Shareholders. Such buy-back(s) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

3. FUNDING OF BUY-BACKS

In buying back its own shares, the Company may only apply funds legally available for such purpose in accordance with the laws of Hong Kong and the Articles of Association. The Companies Ordinance provides that the amount of capital repaid in connection with a share buy-back may only be paid from the distributable profits of the company or from the proceeds of a new issue of shares made for the purpose of the buy-back.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 December 2023) in the event that the Buy-back Mandate is exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. GENERAL

The Directors will exercise the power to buy back Shares pursuant to Ordinary Resolution No. 8 set out in the Notice of Annual General Meeting in accordance with the Listing Rules and the applicable laws and regulations of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Buy-back Mandate if the Buy-back Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares held by them to the Company, or have undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders.

If as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Shum Yip Group had an indirect interest in 5,622,994,189 Shares, representing approximately 63.19% of the total number of Shares in issue through its 90% interests in Shum Yip Holdings, being a substantial shareholder of the Company.

In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to Ordinary Resolution No. 8 set out in the Notice of Annual General Meeting, the interest of Shum Yip Group in the Company held through Shum Yip Holdings would be increased to approximately 70.21% of the total number of Shares in issue. The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any buy-backs made under the Buy-back Mandate. The Directors will use their best endeavours to ensure that the Buy-back Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than 25% of the total number of Shares in issue.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	1.58	1.37
May	1.64	1.37
June	1.44	1.29
July	1.58	1.36
August	1.58	1.36
September	1.45	1.23
October	1.25	1.14
November	1.23	1.12
December	1.15	1.04
2024		
January	1.19	1.02
February	1.15	1.04
March	1.07	0.98
April (up to Latest Practicable Date)	1.03	0.92

6. SHARE BUY-BACK MADE BY THE COMPANY

The Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



深圳控股有限公司
SHENZHEN INVESTMENT LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00604)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shenzhen Investment Limited (the “Company”) will be held at Picasso Room, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 31 May 2024 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements, the report of the Directors and the independent auditor’s report for the year ended 31 December 2023. **(Resolution 1)**
2. To declare a final dividend for the year ended 31 December 2023. **(Resolution 2)**
3. To consider and approve, if thought fit, the following resolutions, each as a separate resolution:
 - (a) to re-elect Ms. CAI Xun as Director. **(Resolution 3)**
 - (b) to re-elect Mr. LI Wai Keung as Director. **(Resolution 4)**
 - (c) to re-elect Dr. WONG Yau Kar, David as Director. **(Resolution 5)**
 - (d) to authorize the board of Directors to fix the remuneration of the Directors. **(Resolution 6)**
4. To re-appoint PricewaterhouseCoopers as auditor and to authorise the board of Directors to fix their remuneration. **(Resolution 7)**

NOTICE OF ANNUAL GENERAL MEETING

To consider and, if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

5. To grant a general mandate to the Directors to buy back shares of the Company.
(Resolution 8)

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), or on any other stock exchange on which the securities of the Company may be listed and is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be bought back by the Company pursuant to the approval of paragraph (a) of this resolution shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares of the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. To grant a general mandate to the Directors to allot and issue new shares of the Company. **(Resolution 9)**

“THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of the Company and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares of the Company) which would or might require shares to be allotted after the expiry of the Relevant Period (as hereinafter defined);
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Pro-Rata Issue (as hereinafter defined); or (ii) the exercise of rights of subscription, conversion or exchange under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible or exchangeable into shares of the Company; or (iii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares in the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Pro-Rata Issue” means an offer of shares or issue of options, warrants or other securities (including bonus issues or offers) giving the rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate such other securities) (subject in all cases to such exclusions or other arrangements as Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

7. To extend the general mandate granted to the Directors to allot and issue new shares of the Company. **(Resolution 10)**

“THAT:

subject to the passing of resolution Nos. 8 and 9 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to resolution No. 9 set out in the notice convening this meeting be and is hereby extended by the addition thereto of a total number of shares of the Company being bought back by the Company under the authority granted pursuant to resolution No. 8 set out in the notice convening this meeting, provided that such extended number of shares shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution).”

NOTICE OF ANNUAL GENERAL MEETING

8. To grant a mandate to the Directors to grant options under the Share Option Scheme of the Company. **(Resolution 11)**

“THAT:

- (a) subject to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the terms and conditions of the share option scheme adopted by the shareholders of the Company on 31 May 2022 (the “Share Option Scheme”), a mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined in paragraph (c) below) all the powers of the Company to grant options to subscribe for shares of the Company and/or to make or grant offers of options under the Share Option Scheme that would or might require shares of the Company to be allotted and/or options to be granted under the Share Option Scheme provided that the total number of shares of the Company allotted or to be allotted or agreed conditionally or unconditionally to be allotted upon the exercise of all options granted or to be granted under the Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the total number of shares of the Company in issue as at the date of adoption of the Share Option Scheme (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution);
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to grant options and/or make offers of options under the Share Option Scheme which would or might require shares of the Company to be allotted and/or options to be granted under the Share Option Scheme after the end of the Relevant Period; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

By order of the Board
Shenzhen Investment Limited
LU Hua
Chairman

Hong Kong, 29 April 2024

Registered Office:

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

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share(s), any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share(s) as if he is solely entitled thereto, but if more than one of such joint holders be 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 in respect of such share(s) shall alone be entitled to vote in respect thereof.
3. To be valid, a 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 that power or authority must be delivered to the office of the Company's share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the meeting (or any adjournment thereof, as the case may be).
4. Delivery of the proxy form shall not preclude a member of the Company from attending and voting in person at the meeting or poll concerned and, in such event, the proxy form shall be deemed to be revoked.
5. To ascertain the shareholders' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 24 May 2024 to Friday, 31 May 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all duly completed transfer forms accompanying the relevant share certificates must be lodged with the office of the Company's share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 23 May 2024.
6. Subject to approval of the shareholders at the meeting, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company on Friday, 7 June 2024. To ascertain the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 6 June 2024 to Friday, 7 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanying the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 June 2024.
7. At the Annual General Meeting, the Chairman of the meeting will put each of the above resolutions to be voted by way of a poll under Article 72 of the Articles of Association of the Company.
8. If a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by super typhoons, or a black rainstorm warning signal is in force at any time between 8:30 a.m. and 10:30 a.m. on the day of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company's website (www.shenzheninvestment.com) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.