

# ING BEIJING INVESTMENT COMPANY LIMITED (ING北京投資有限公司)

*(Incorporated in Hong Kong with limited liability)*  
(Stock Code: 1062)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the shareholders of ING Beijing Investment Company Limited (ING北京投資有限公司) (the “Company”) will be held at 41st Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong, on 7 February 2005 at 11:00 a.m. (or so soon thereafter as the meeting of holders of ordinary shares of HK\$0.10 each in the capital of the Company convened by direction of the High Court of the Hong Kong Special Administrative Region for the same place and day shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolutions:

### SPECIAL RESOLUTION

1. “**THAT:**

- (A) the scheme of arrangement dated 13 January 2005 under section 166 of the Companies Ordinance of Hong Kong (the “Scheme”) between the Company and holders of Scheme Shares (as defined in the Scheme) in the form of the print contained in the scheme document of the Company dated 13 January 2005 produced to this meeting, which print has for the purpose of identification been signed by the Chairman hereof marked “A” with any modification thereof or addition thereto or condition as may be approved or imposed by the Court (as defined in the Scheme), be and the same is hereby approved;
- (B) for the purpose of giving effect to the Scheme:
  - (i) the issued share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme);
  - (ii) subject to and forthwith upon such reduction of capital taking effect, the authorised share capital of the Company be increased to its former amount of HK\$120,000,000 by the creation of such number of new shares of HK\$0.10 each as is equal to the number of the Scheme Shares (as defined in the Scheme) cancelled and extinguished; and
  - (iii) on the Effective Date (as defined in the Scheme), the Company shall apply the amount of the credit which shall arise in its books of account as a result of the cancellation of the Scheme Shares in paying up in full at par new shares to be created as aforesaid, which shares shall be allotted and issued, credited as fully paid, to New Capital International Investment Limited, a company incorporated in the Cayman Islands; and

- (C) the directors of the Company be and they are hereby unconditionally authorised to allot and issue the Shares referred to in (B)(iii) above and do such acts and/or sign such documents as they may deem necessary for the implementation of the Scheme.”

### ORDINARY RESOLUTION

2. “**THAT** subject to the Scheme (as defined in Resolution no. 1 set out in the notice of the extraordinary general meeting of the Company of which this Resolution forms part) becoming effective and the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the shares which may fall to be issued upon the exercise of any options granted under the Share Option Scheme (as defined below), the share option scheme of New Capital International Investment Limited (the “Share Option Scheme”) in the form produced to this meeting and for the purpose of identification signed by the Chairman hereof marked “B”, be and the same is hereby approved.”

By order of the Board  
**Mrs. Lui Fung Mei Yee, Mabel**  
*Company Secretary*

Hong Kong, 13 January 2005

*Registered office:*

41st Floor  
Bank of China Tower  
1 Garden Road  
Central  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. A yellow form of proxy for use at the meeting is enclosed. In order to be valid, the yellow form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the share registrars of the Company, Standard Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time of the meeting.
3. Completion and return the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he were solely entitled thereto; but if more than one such joint holders be present at the meeting personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

5. As at the date of this notice, the board of directors of the Company comprises four executive directors, namely, Messrs. Liu Xiao Guang, Cheng Bing Ren, Lawrence H. Wood and Yu Sek Kee, Stephen, three non-executive directors, namely, Dr. Poon Kai Leung, James, Mr. Tong Ng Siu Yee, and Mr. Liu Xue Min, and three independent non-executive directors, namely, Mr. To Chun Kei, Dr. Kwong Chun Wai, and Mr. Fung Tze Wa.

Please also refer to the published version of this announcement in The Standard.