



**CARICO HOLDINGS LIMITED**  
**中汽資源投資有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 729)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of CARICO HOLDINGS LIMITED (the “Company”) will be held at Suite 2401A, Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on Tuesday, the 13th day of February, 2007 at 11:00 a.m. for the purposes of considering, and if thought fit, passing the following resolutions:

**ORDINARY RESOLUTIONS**

1. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in, any shares of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Limit (as hereinafter defined), the refreshment of the limit in respect of the granting of share options under the share option scheme of the Company adopted on 30 March 2004 (as amended by the addendum to the share option scheme adopted by the Company on 7 December 2005) (the “Scheme”), up to a new 10 per cent limit (the “Refreshed Scheme Limit”) be approved provided that (i) the total number of Shares which may be issued upon exercise of options to be granted under the Scheme on or after the date of the passing of this resolution (the “Refreshed Date”), together with all options to be granted under any other share option scheme(s) of the Company on or after the Refreshed Date, must not exceed 10 per cent of the number of Shares in issue as at the Refreshed Date; and (ii) options granted prior to the Refreshed Date under the Scheme or any other share option scheme(s) of the Company (including, without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Limit and any director of the Company be and is hereby authorised to do such act and execute such document to effect the Refreshed Scheme Limit.”
2. **“THAT** Mr. Ryuichi Tanabe be and is hereby re-elected as a director of the Company and **THAT** the board of directors of the Company be and is hereby authorised to fix the remuneration of Mr. Ryuichi Tanabe.”
3. **“THAT** Mr. Sit Fung Shuen, Victor be and is hereby re-elected as a director of the Company and **THAT** the board of directors of the Company be and is hereby authorised to fix the remuneration of Mr. Sit Fung Shuen, Victor.”

By Order of the Board  
**Yip Chi Chiu**  
*Deputy Chairman*

Hong Kong, 25 January 2007.

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on behalf of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

*As at the date of this notice, the Board comprises Mr. Ryoji Furukawa# (Chairman), Mr. Yip Chi Chiu\*\* (Deputy Chairman), Mr. Lo Wing Yat\*\*, Mr. Chan Wai Ming\*\* (Chief Executive Officer), Mr. Loo Chung Keung, Steve\*\* (Chief Operating Officer), Mr. Leung Chung Tak, Barry\*\* (Chief Project Officer), Mr. Chak Chi Man#, Mr. Ryuichi Tanabe#, Mr. Takehiko Wakayama#, Mr. Pang Chun Sing##, Mr. Chan Chun Wai##, Mr. Sit Fung Shuen, Victor## and Mr. Chan Yuk Tong##.*

*\*\* executive Directors*

*# non-executive Directors*

*## independent non-executive Directors*

*\* For identification purpose only*

Please also refer to the published version of this announcement in the China Daily.