

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Liu Chong Hing Investment Limited (the "Company") will be held at the Conference Room of Liu Chong Hing Bank Building, 16th Floor, 24 Des Voeux Road Central, Hong Kong on Thursday, 26th April, 2001 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements together with Reports of Directors and Auditors of the Company for the year ended 31st December, 2000.
2. To approve the payment of the final dividend for the year ended 31st December, 2000.
3. To re-elect Directors and fix their remuneration.
4. To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration.

As special business to consider and, if thought fit, to pass with or without modification the following ordinary resolutions:

5. THAT:
 - (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase Shares, subject to and in accordance with all applicable laws and/or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time), be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of Shares which may be repurchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities & Futures Commission of

Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of Shares in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;

- (c) for the purpose of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until whichever is the earlier 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;
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

"Shares" means shares of all classes in the capital of the Company including, without limitation, shares of HK\$1.00 each of the Company.

6. THAT:
 - (a) subject to paragraph (c), pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and

options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue or (ii) 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 the aggregate of (aa) 20 per cent of the aggregate nominal amount of the Shares in the capital of the Company in issue at the date of passing this Resolution plus (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of the share capital of the Company represented by the shares repurchased by the Company subsequent to the passing of this Resolution, and the said approval be limited accordingly; and

- (d) for the purpose of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until whichever is the earlier 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;
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

"Rights Issue" means an offer of Shares or offer or issue of warrants or options to subscribe for Shares open for a period fixed by the Directors of the Company to holders of Shares of the Company or any class thereof on the register on a fixed record date in proportion to their holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company 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. THAT conditional upon the passing of Resolution 5 and Resolution 6 as set out in the notice convening this meeting the Directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as

Resolution 6 in the notice convening this meeting in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.

8. To transact any other business.

By order of the board

Liu Lit Mo

Managing Director

Hong Kong, 15th March, 2001

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his behalf. A proxy need not be a member of the Company. To appoint a proxy, a proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, should be deposited at the registered office of the Company at 5th Floor, Liu Chong Hing Bank Building, 24 Des Voeux Road Central, Hong Kong not later than 48 hours before the time for holding the meeting or adjourned meeting.
2. The register of members will be closed from Tuesday, 17th April, 2001 to Friday, 20th April, 2001, both days inclusive, during which period no transfer of Shares can be registered. To qualify for the final dividend, share transfers together with relevant share certificates must be lodged for registration with the Company's registrars, Central Registration Hong Kong Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Thursday, 12th April, 2001.
3. An explanatory statement containing further details on resolutions 5 to 7 above will be posted to members together with the 2000 annual report.