

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of e-Kong Group Limited (the “Company”) will be held at Suite 2101-3, K. Wah Centre, 191 Java Road, North Point, Hong Kong, on Wednesday, 25 April, 2001 at 2:30 p.m. for the following purposes:—

### **As Ordinary Business**

1. To receive and consider the audited financial statements for the year ended 31 December 2000 and the report of directors and of the auditors thereon;
2. To re-elect retiring directors and to fix their remuneration;
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration;

### **As Special Business**

4. To consider and, if thought fit, pass the following resolution, with or without amendments, as an ordinary resolution:—

“**THAT:**—

- (i) subject to paragraph (iii) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this Resolution shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) 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;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (i) of this Resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) any scrip dividend or similar arrangement providing for the allotment of shares pursuant to the Bye-laws of the Company from time to time; or (c) the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (d) the exercise of redemption or conversion rights attaching to the non-cumulative convertible redeemable preference shares of HK\$1.00 each in the capital of the Company; or (e) the exercise of subscription rights attaching to any warrants or any other securities convertible into shares which may be issued by the Company shall not exceed the aggregate of 20% of the nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

## Notice of Annual General Meeting *(Cont'd)*

(iv) for the purpose of this Resolution:—

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company made to the holders of shares of the Company or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or any class thereof (subject to such exclusions 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).”

5. To consider and, if thought fit, pass the following resolution, with or without amendments, as an ordinary resolution:—

“**THAT:**—

- (i) subject to paragraph (ii) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares of HK\$0.02 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission or the Stock Exchange subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) and, if applicable, of any other stock exchange, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (i) of this Resolution shall not exceed 10% of the aggregate nominal amount of share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

(iii) for the purpose of this Resolution:—

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

- (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
  - (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. To consider and, if thought fit, pass the following resolution, with or without amendments, as an ordinary resolution:—

“**THAT** conditional upon Resolution 5 above being passed, the aggregate nominal amount of the number of the shares in the capital of the Company which are purchased by the Company under the authority granted pursuant to the said Resolution 5 above shall be added to the aggregate nominal amount of share capital of the Company that may be allotted, issued, or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to Resolution 4 above.”

7. To transact any other business.

By Order of the Board  
**Wang Poey Foon, Angela**  
*Company Secretary*

Hong Kong, 8 March 2001

## Notice of Annual General Meeting *(Cont'd)*

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint a proxy in respect of only part of his/her holding of shares in the Company. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy, together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's branch Share Registrars in Hong Kong, Secretaries Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof. No instrument appointing a proxy shall be valid after expiration of twelve months from the date named in it as the date of its execution.
3. Completion and delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the meeting convened, if the member so desires and in such event, the form of proxy shall be deemed to be revoked.
4. An explanatory statement containing further details regarding resolution 5 above will be sent to shareholders and other persons who are entitled thereto.
5. The Register of Members of the Company will be closed from 19 April 2001 to 25 April 2001, both days inclusive, during which period no transfer of shares will be effected.

In order to determine entitlement to attend and vote at the forthcoming annual general meeting, all share transfers accompanied by the relevant share certificates, must be lodged with the Company's branch Share Registrars in Hong Kong, Secretaries Limited at 5th Floor, Wing On Centre, 111 Connaught Road Centre, Hong Kong for registration by not later than 4:00 p.m. on 18 April 2001.