

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of i100 Limited (“the Company”) will be held at Concord Rooms 2-3, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 22 May 2001 at 11:30 a.m. for the following purposes:

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

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

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to paragraph (c) below, 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 or options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;

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(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) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (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 bye-laws of the Company, or (iii) the exercise of any option granted under the share option scheme of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes 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 the bye-laws of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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“Rights Issue” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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, or any territory outside, Hong Kong).”

to purchase its own shares, subject to and in accordance with all applicable laws and regulations, the bye-laws of the Company and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company

- (b) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

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- (c) for the purposes 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 the bye-laws of the Company or any applicable law to be held; or
- (iii) 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. **“THAT**, subject to the passing of resolutions numbered 4 and numbered 5 above, the authority granted to the directors of the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition to the aggregate nominal amount of share capital which may be allotted or agreed conditionally or unconditionally to be allotted pursuant to such authority an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to resolution numbered 5, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

7. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the proposed

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share option scheme of the Company (the “2001 Share Option Scheme”), the rules of the 2001 Share Option Scheme has been produced to this meeting in the document marked “A” and signed by the Chairman of the meeting for the purpose of identification, and the granting of any options thereunder and the listing of and permission to deal in the shares of the Company to be issued pursuant to the exercise of any such options, the 2001 Share Option Scheme be and is hereby approved and adopted by the Company and the directors of the Company be and are hereby authorised to grant options to subscribe for shares thereunder and to allot, issue and deal with shares pursuant to the exercise of any options which may be granted under the 2001 Share Option Scheme, and **THAT** the Directors be and are hereby authorised to do such things and acts as the Directors consider necessary, are appropriate to effect the same.”

8. **“THAT** the share option scheme of solution100 Corporation (“solution100”), being a subsidiary of the Company (the “solution100 Share Option Scheme”), the rules of the solution100 Share Option Scheme has been produced to this meeting in the document marked “B” and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved and adopted and **THAT** the directors of solution100, be and are hereby authorised to implement the same and to issue and allot shares of solution100 on terms therein mentioned.”

By Order of the Board

CHEUK, Ho Yeung Gerald

Company Secretary

Hong Kong, 23 April 2001

Head office and principal place of business:

2905 Central Plaza

18 Harbour Road

Wanchai

Hong Kong

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Notes:

- (1) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on the same occasion. A proxy need not be a member of the company.
- (2) In the case of joint holders, any one of such holders may attend and vote at the meeting either personally or by proxy, 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 in respect of the joint holding shall alone be entitled to vote in respect thereof.
- (3) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company Secretary at the Company's head office and principal place of business in Hong Kong at 2905 Central Plaza, 18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time for the holding of the meeting or any adjournment thereof. Completion and deliver of the form of proxy will 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 form appointing a proxy shall be deemed to be revoked.
- (4) A circular containing an explanatory statement and further details regarding the resolution under paragraph 5, 7 and 8 above will be sent to shareholders of the Company together with the 2000 annual report.
- (5) Members who are also executive directors or employees of the Company and its subsidiaries and their respective associates (as such terms are defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) eligible to participate in the 2001 Share Option Scheme and solution100 Share Option Scheme should abstain from voting in relation to the resolution under paragraph 7 and 8 above.