

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of the Company (the "Shareholders") will be held at Unit 903-906, 9th Floor, Tower 1, Harbour Centre, 1 Hok Cheung Street, Hungghom, Kowloon, Hong Kong on Friday, 8 June 2001 at 10:30 a.m. for the following purposes:

### As Ordinary Business

1. To receive and consider the Audited Consolidated Accounts of the Company and its subsidiaries and the Reports of the Directors and Auditors for the year ended 31 December 2000.
2. To re-elect the retiring Directors of the Company and to fix the Directors' remuneration.
3. To appoint Auditors for the ensuing year and authorise the Directors of the Company to fix their remuneration.

### As Special Business

To consider and, if thought fit, pass the following resolutions nos. 4 to 6 as Ordinary Resolutions:-

#### Ordinary Resolutions

4. **"THAT:**
  - (a) subject to paragraph (c) below, a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as hereinafter defined) all 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;
  - (b) the mandate in paragraph (a) shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options which would or might require shares to be allotted 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 pursuant to the mandate in paragraph (a) above, otherwise than pursuant to shares issued as a result of a Rights Issue (as hereinafter defined) or pursuant to the exercise of options under the share option scheme of the Company or any shares allotted in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution and the said mandate shall be limited accordingly; and



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(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 laws of Bermuda to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares 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 (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside, Hong Kong).”

### 5. **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the Directors during the Relevant Period (as hereinafter defined) all powers of the Company to purchase its own shares in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- (b) the aggregate nominal amount of the shares purchased by the Company pursuant to the mandate 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 at the date of this resolution, and the said mandate 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 Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the Shareholders in general meeting.”

6. **“THAT** subject to the passing of resolutions nos. 4 and 5, the aggregate nominal amount of shares which are to be purchased by the Company pursuant to the authority granted to the Directors as mentioned in resolution no. 5 shall be added to the aggregate nominal amount of shares which may be issued or agreed to be issued by the Directors pursuant to resolution no. 4.”

By Order of the Board  
**Yau Tak Wah, Paul**  
*Chairman*

Hong Kong, 20 April, 2001

*Notes:*

1. The Register of Members will be closed from Wednesday, 6 June, 2001 to Friday, 8 June, 2001, both days inclusive, during which no transfer of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company’s registrars, Central Registration Hong Kong Limited of Rooms 1901-1905, 19th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:00 p.m. on Tuesday, 5 June, 2001.
2. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member.
3. A form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s head office and principal place of business in Hong Kong at 25th Floor, Central Tower, 28 Queen’s Road Central, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjourned meeting.

