

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Pearl Room, 3/F., Furama Hotel, One Connaught Road Central, Hong Kong on Thursday, 31st May, 2001 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the Reports of the Directors and Auditors for the year ended 31st December, 2000.
2. To re-elect Directors and to authorize the Board of Directors to fix the remuneration of the Directors.
3. To re-appoint auditors and to authorize the Board of Directors to fix their remuneration.
4. As special business to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

Ordinary Resolution

“THAT:

- (a) subject to paragraph (c) of this Resolution, 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 shares of HK\$0.20 each in the capital of the Company (the “Shares”) and to make offers, agreements and grant options which would or might require Shares to be allotted and issued be and is hereby generally and unconditionally approved;
- (b) the Directors of the Company be and are hereby authorized to make offers or agreements or grant options during the Relevant Period which would or might require Shares to be allotted and issued either during or after the end of the Relevant Period pursuant to paragraph (a) of this Resolution;
- (c) the aggregate nominal amount of the Shares allotted or agreed to be allotted by the Directors of the Company pursuant to the approvals in paragraphs (a) and (b) of this Resolution, otherwise than pursuant to a rights issue or pursuant to the exercise of any subscription rights attaching to options granted under the share option scheme of the Company or any similar arrangements providing for the grant or issue to employees of the Company and its subsidiaries (including the executive directors thereof) of Shares or rights to acquire Shares or pursuant to any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or any part of a dividend on Shares, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution; and
- (d) for the purpose of this Resolution:

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

- (aa) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or

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- (bb) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles of Association of the Company to be held; or
- (cc) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution; and

“rights issue” means the allotment or issues of Shares or other securities which would or might require Shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the law of that place) and, when appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of Shares or such other equity securities.”

By Order of the Board
Chan Chi Keung, Victor
Chairman

Hong Kong, 26th April, 2001

Notes:

- (1) A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) To be valid, a form of proxy, together with the 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 registered office at Room 4108, Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).