

## NOTICE OF ANNUAL GENERAL MEETING

---

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at Room 101, 1st Floor, Tak Shing House, 20 Des Voeux Road Central, Hong Kong at 11:00 a.m. on Friday, 20 July 2001 for the following purposes:

### ORDINARY BUSINESS

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2001.
2. To declare a final dividend.
3. To consider and, if thought fit, re-elect Mr. Yau Kwok Fai as Director.
4. To authorise the Board to fix the fees of the Directors.
5. To re-appoint Ernst & Young as Auditors and to authorise the Board to fix their remuneration.

### SPECIAL BUSINESS

6. To consider and, if thought fit, pass the following resolution as a Special Resolution:  
  
“THAT Bye-Law 86(2) of the Company be amended by deleting the words “subject to authorisation by the Members in general meeting,”.”
7. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:
  - (A) “THAT conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Listing Committee”) granting listing of and permission to deal in the new ordinary shares of HK\$0.1 each in the capital of the Company (the “Bonus Shares”) to be issued pursuant to this resolution, upon the recommendation of the Directors, an amount standing to the credit of the share premium account of the Company equal to one-fifth of the aggregate nominal amount of the ordinary share capital of the Company in issue on 20 July 2001 be capitalised and the Directors be and are hereby authorised to apply such sum in paying up in full at par such number of Bonus Shares in the capital of the Company which is equal to one-fifth of the number of ordinary shares in issue on 20 July 2001 to be allotted and credited as fully paid to and among the holders of ordinary shares of the Company on the register of members on 20 July 2001 on the basis of one Bonus Share for every five ordinary shares held by such shareholders on such date and that the Bonus Shares to be allotted and issued pursuant to this Resolution shall rank pari passu in all respects with the existing issued ordinary shares of the Company except that they will not be entitled to participate in any dividend declared or recommended by the Company in respect of the year ended 31 March 2001 and further that no fractional shares be issued under such capitalisation and the Directors be and are hereby authorised to sell the shares representing fractions for the benefit of the Company.”
  - (B) “THAT:
    - (1) subject to paragraph (3) 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 share 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;

## NOTICE OF ANNUAL GENERAL MEETING

---

- (2) the approval in paragraph (1) 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;
- (3) 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 (1) above, other than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of any option under the share option scheme or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend or shares of the Company in accordance with the Bye-Laws of the Company, shall not exceed the aggregate of:
- (aa) 20 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution), and the said approval shall be limited accordingly; and
- (4) 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 revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by any applicable laws or the Company’s Bye-Laws to be held.

“Rights Issue” means an offer of 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 then holdings of such shares of 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 of the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

## NOTICE OF ANNUAL GENERAL MEETING

---

(C) “THAT:

- (1) subject to paragraph (2) 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 repurchase its own shares, subject to and in accordance with all applicable laws and/or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company, be and is hereby generally and unconditionally approved;
- (2) the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the approval in paragraph (1) of this resolution during the Relevant Period shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution and the said approval be limited accordingly; and
- (3) 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 revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by any applicable laws or the Company’s Bye-Laws to be held.”

- (D) “THAT the Directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (1) of the resolution set out as resolution 7(B) in this Notice of which this resolution forms a part in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (3) of such resolution.”

The register of members will be closed from Friday 13 July 2001 to Friday 20 July 2001 both days inclusive.

By Order of the Board  
**Ngai Chun Hung**  
*Chairman*

Hong Kong, 14 June 2001

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power of attorney or authority, must be lodged with the Company's branch share registrar in Hong Kong, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- (3) Concerning resolution 6 of this notice, approval is being sought from members for the amendment of the Company's Bye-Laws to effectively grant general power for the Directors to appoint any person as an addition to the Board from time to time.
- (4) Concerning resolution 7(A) of this Notice, the issue of bonus shares provides a bonus dividend to members, in addition to the cash dividend.
- (5) Concerning resolution 7(B) of this Notice, approval is being sought from members for a general mandate to be given to the Directors to authorise allotment of additional shares in the capital of the company in the event that it becomes desirable. The Directors have no immediate plans to issue any new shares of the Company except pursuant to items (aa) and (bb) in sub-paragraph (3) thereof.
- (6) Concerning resolution 7(C) of this Notice, approval is being sought from members for a general mandate to be given to the Directors to repurchase shares. The Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefits of the Company and the shareholders.
- (7) Concerning resolution 7(D) of this Notice, the purpose of the resolution is to seek approval from members for an extension of the general mandate given to the Directors of the Company to allot, issue and deal with additional shares by adding to it the number of shares repurchased under the authority granted pursuant to resolution 7(C) of this Notice.
- (8) A circular containing the information regarding resolution no. 7(A) and the explanatory statement regarding resolution no. 7(C) will be sent to shareholders together with the Company's 2001 Annual Report.