



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Miramar Ballroom, Hotel Miramar Penthouse, 130 Nathan Road, Kowloon, on Thursday, 16 August 2001 at 12:00 noon for the following purposes:

- (1) To receive and consider the audited Statement of Accounts and the Reports of the Directors and of the Auditors for the year ended 31 March 2001, and to declare a final dividend;
- (2) To re-elect Directors;
- (3) To re-appoint Auditors and authorise the Directors to fix their remuneration;
- (4) As special business, to consider and, if thought fit, to pass the following resolutions as Special Resolution and Ordinary Resolution respectively:

### **SPECIAL RESOLUTION**

- (A) “THAT the Articles of Association of the Company be amended by inserting immediately after the existing Article 44 the following new Article 44A:

44A. The Company may exercise any powers conferred or permitted by the Ordinance or any other ordinance from time to time to acquire its own shares or to give directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company and should the Company acquire its own shares neither the Company nor the Board shall be required to select the shares to be acquired rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such acquisition or financial assistance shall only be made or given in accordance with any relevant rules or regulations issued by The Stock Exchange of Hong Kong Limited or the Securities and Futures Commission from time to time.”

### **ORDINARY RESOLUTIONS**

- (B) “THAT a general unconditional mandate be and is hereby given to the Directors of the Company pursuant to Section 57B of the Companies Ordinance to allot, issue and deal with shares by way of rights and to allot, issue and deal with, otherwise than by way of rights, shares with an aggregate nominal value not exceeding 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, such mandate to expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the expiration of the period within which the next Annual General Meeting of the Company after the date hereof is required by law to be held.”
- (C) “THAT:
- (i) subject to paragraphs (ii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.70 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the

Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (ii) the aggregate nominal amount of the shares of the capital in the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (i) above 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 approval shall be limited accordingly; and
- (iii) for the purposes 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 law to be held; and
  - (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

(D) “THAT the general unconditional mandate granted to the Directors of the Company to allot, issue and deal with the shares in the Company pursuant to the Ordinary Resolution No. B of item (4) as set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. C of item (4) as set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing the Ordinary Resolution No. C of item (4) as set out in the notice convening this meeting.”

By Order of the Board

**HO TIM**

Chairman

Hong Kong, 29 June 2001

*Notes:*

1. The register of members of the Company will be closed from 10 August 2001 to 16 August 2001, both days inclusive.
2. In order to qualify for the proposed final dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Registrars of the Company, Central Registration Hong Kong Limited, at 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, no later than 4:00 p.m. on 9 August 2001.
3. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. To be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the registered office of the Company at 118-130 Nathan Road, Kowloon, Hong Kong not less than 48 hours before the time for holding the meeting.
4. Concerning Ordinary Resolution No. B of item (4) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Under the Companies Ordinance and the Listing Rules, the mandate to Directors to issue shares lapses unless it is renewed at each Annual General Meeting of the Company.