

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of the Company will be held at Room 304, 3rd Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 15th August, 2001 at 11:00 a.m. for the following purposes:

1. To receive and consider the Statement of Accounts and the Reports of the Directors and Auditors for the year ended 31st March, 2001 and to declare a Final Dividend.
2. To re-elect Directors.
3. To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration.

As special business to consider and, if thought fit, to pass with or without modification the following resolutions:—

Ordinary resolutions:

4A. “**THAT** a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise all the powers of the Company to purchase shares in the Company, provided that the aggregate number of shares of HK\$0.50 each in the Company to be purchased under this mandate on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Repurchases shall not exceed 10% of the existing issued share capital of the Company as at the date of the passing of this resolution and that this mandate shall only continue in force until the conclusion of the next Annual General Meeting of the Company, or the expiration of the period within which the next Annual General Meeting is required by law or by the Company’s articles of association to be held, or the revocation or variation of this mandate by ordinary resolution of the shareholders in general meeting, whichever is the earlier.”

B. “**THAT** a general mandate be and is hereby unconditionally given to the Directors of the Company to allot or issue shares, and to make and grant offers, agreements and options which would or might require shares to be allotted, issued or disposed of, whether during the continuance of this mandate or thereafter, provided that the aggregate number of shares allotted or agreed to be allotted under this mandate shall not exceed the aggregate of:—

- (a) 20% of the existing issued share capital of the Company at the date of the passing of this Resolution; and
- (b) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of any shares purchased by the Company subsequent to the passing of this Resolution;

and that this mandate shall only continue in force until the conclusion of the next Annual General Meeting of the Company, or the expiration of the period within which the next Annual General Meeting is required by law or by the Company’s articles of association to be held, or the revocation or variation of this mandate by ordinary resolution of the shareholders in general meeting, whichever is the earlier.”

C. “**THAT** a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise the general mandate given to them pursuant to Ordinary Resolution 4B set out in the notice convening this meeting in respect of the number of shares referred to in paragraph (b) of that Resolution.”

D. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$150,000,000 to HK\$300,000,000 by the creation of an additional 300,000,000 ordinary shares of HK\$0.50 each in the share capital of the Company.”

E. “**THAT** the employee share option scheme (marked "A" and signed by the chairman of the meeting for identification purpose only) be and is hereby unconditionally approved and adopted.”

By Order of the Board

CHIANG Yuet Wah, Connie
Company Secretary

Hong Kong, 20th July, 2001.

Notes:

1. A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the Registered Office of the Company at 2nd Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof.
3. The Transfer Books and the Register of Members of the Company will be closed from 13th August to 15th August, 2001, both days inclusive. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Registrars, Central Registration Hong Kong Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 10th August, 2001.
4. A circular containing an explanatory statement in connection with agenda item 4 above and certain details of the employee share option scheme is being sent to shareholders together with the 2000/2001 Annual Report.

