



## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the members of the Company will be held at The Rainbow Room, 22nd Floor, Lee Theatre Plaza, 99 Percival Street, Causeway Bay, Hong Kong on 30th August, 2001 (Thursday) at 4:30 p.m. for the purpose of transacting the following business:-

### **ORDINARY BUSINESS**

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st March 2001.
2. To declare a final dividend for the year ended 31st March 2001.
3. To re-elect directors and to fix their remuneration.
4. To appoint auditors for the ensuing year and to authorise the directors to fix their remuneration.

### **SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following ordinary resolutions:-

5. **“THAT:-**

- (i) subject to paragraph (iii) of Resolution 5, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (iii) of Resolution 6) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of Resolution 5 shall authorise the directors during the Relevant Period to make and grant offers, agreements and options including warrants to subscribe for shares in the Company which might require the exercise of such power after the end of the Relevant Period;
- (iii) 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 (i) of Resolution 5, otherwise than pursuant to (i) a Rights Issue (as defined in hereinafter) or (ii) the exercise of the rights of subscription or conversion under the terms of any securities of the Company which carry the right to subscribe or are convertible into shares in the Company or (iii) the exercise of options which may be granted under any share option scheme of the Company or (iv) an issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of Resolution 5 and the said approval shall be limited accordingly; and



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“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (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 the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

6. **“THAT:**

- (i) subject to paragraph (ii) of Resolution 6, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (iii) of Resolution 6) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations, Articles of Association of the Company 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 proved;
- (ii) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (i) of Resolution 6 shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing Resolution 6, and the said approval shall be limited accordingly; and
- (iii) for the purpose of Resolutions 5 and 6, “Relevant Period” means the period from the passing of the related resolution until whichever is the earlier 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 the Articles of Association of the Company or any applicable laws to be held; and
  - (c) the revocation or variation of the related resolution by the shareholders of the Company in general meeting.”

7. **“THAT** conditional upon passing of the Resolutions 5 and 6 as set out in the notice of this meeting, the aggregate nominal amount of the shares in the Company which are repurchased by the Company pursuant to the authority granted to the directors of the Company mentioned in Resolution 6 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with Resolution 5 aforesaid.”

By Order of the Board

**Lucy Wong**

*Secretary*

Hong Kong, 12th July, 2001



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Notes:-

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or not more than two proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be deposited at the Company's registered office at 27/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of member will be closed from 25th August, 2001 to 30th August, 2001, both days inclusive during which period no transfers of shares will be effected. To determine entitlement to the recommended final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Registrars, Central Registration Hong Kong Limited, Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 24th August, 2001.
4. With regard to Resolution 5, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company.