

**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 3:30 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 resolution:

5. **"THAT:**
  - (i) subject to paragraph (iii), the exercise by the directors of the Company during the Relevant Period (as defined hereinunder) 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) 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), 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 Bye-laws 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 this resolution and the said approval shall be limited accordingly; and



“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).

“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 Bye-laws 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.”

By Order of the Board

**Lucy Wong**

*Secretary*

Hong Kong, 12th July 2001

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 head office at 5th Floor, Express Industrial Building, 43 Heung Yip Road, Wong Chuk Hang, 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 Branch Registrar, 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.

