

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Annual General Meeting of the Company will be held at Victoriana Room, 4/F., Hotel Furama Hong Kong, 1 Connaught Road Central, Hong Kong on Wednesday, 29th August, 2001 at 9:30 a.m. for the following purposes:–

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 re-elect Directors and fix their remuneration;
3. To re-appoint Auditors and to authorize the Directors to fix their remuneration;
4. As special business, to consider and if thought fit, to pass the following ordinary resolutions:–

1. **“THAT:–**

- (a) subject to sub-paragraph (c) below, pursuant to Section 57B of the Companies Ordinance, the exercise by the Directors during the Relevant Period of all powers of the Company to allot additional shares and to make or grant offers, agreements and options which might require the exercise of such power, be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options, which might require the exercise of such power, after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraphs (a) and (b) above, otherwise than pursuant to a Rights Issue, shall not in aggregate exceed 20 percent of the 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
- (d) for the purpose of this Resolution:–

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:–

- (aa) the conclusion of the next Annual General Meeting of the Company;

- (bb) the expiration of the period within which the next Annual General Meeting of the Company is required by the law to be held; and
- (cc) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment, issue or grant of shares pursuant to an offer made to the shareholders of the Company, excluding for that purpose any shareholder who is resident in a place where such offer is not permitted or is impracticable under the law of that place, and, where appropriate, to holders of other equity securities for the time being in issue (if any) entitled to be offered them pro rata (apart from fractional entitlements) to their existing holdings of shares (or such other equity securities)”.

2. **“THAT:–**

- (a) the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase shares of HK\$0.10 each in the share capital of the Company (hereinafter called “Shares”) be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10 percent of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
  - (aa) the conclusion of the next Annual General Meeting of the Company;
  - (bb) the expiration of the period within which the next Annual General Meeting of the Company is required by the law to be held; and
  - (cc) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

3. **“THAT:–**

the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution set out in Resolution 1 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 set out in Resolution 2, provided that such amount shall not exceed 10 percent of the aggregate nominal amount of the issued share capital of the Company at the date of this Resolution.”

By order of the Board  
**Ma Wai Man, Catherine**  
*COMPANY SECRETARY*

Dated this 4th day of July, 2001

*Notes:–*

1. Any member entitled to attend and vote may appoint one or more proxies to attend the meeting and on a poll vote instead of him. A proxy need not be a member of the Company.
2. The form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A form of proxy for use at the above meeting will be sent to the shareholders of the Company together with the 2001 Annual Report.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s share registrars, Central Registration Hong Kong Limited of Rooms 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
4. An explanatory statement giving the details of the proposed grant of a mandate to repurchase shares of the Company will be sent to shareholders of the Company together with the 2001 Annual Report.
5. During the year, PricewaterhouseCoopers resigned and Messrs. Deloitte Touche Tohmatsu were appointed as auditors of the Company.