



**NOTICE IS HEREBY GIVEN** that an annual general meeting of the Company will be held at Jade Room 1, 3/F., Hotel Furama Hong Kong, 1 Connaught Road Central, Hong Kong on Thursday, 16 August 2001 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated accounts and the reports of the Directors and the Auditors for the year ended 31 March 2001;
2. To declare a final dividend;
3. To re-elect Directors and to fix their remuneration;
4. To re-appoint Auditors and to authorise the Directors to fix their remuneration;
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**"THAT**

- (i) subject to paragraph (iii), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company 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;
- (ii) the approval in paragraph (i) shall authorise the Directors of the Company 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;
- (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 or (ii) the exercise of any option under the Share Option Scheme, shall not exceed 20% of the aggregate nominal amount of the share capital \*(not including the 40 convertible non-voting preference shares of US\$100,000 each) of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and

- (iv) 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 revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; or
  - (c) the expiration of the period within which the next Annual General Meeting of the Company is required by any applicable laws or the Company’s articles of association to be held.

“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 of the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (i) subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “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 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 shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital \*(not including the 40 convertible non-voting preference shares of US\$100,000 each) 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 revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and
  - (c) the expiration of the period within which the next Annual General Meeting of the Company is required by any applicable laws or the Company's articles of association to be held."

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**"THAT** subject to the passing of Resolutions No. 5 and No. 6 set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Resolution No. 5 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 shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 6 set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital \*(not including the 40 convertible non-voting preference shares of US\$100,000 each) of the Company at the date of passing the said Resolution."

By Order of the Board  
**Wong Andy Tze On**  
*Executive Director*

Hong Kong, 17 July 2001

\* Subsequent to the publication of this notice in the newspapers on 18 July 2001, the following words "(not including the 40 convertible non-voting preference shares of US\$100,000 each)" were added to Resolutions 5, 6 and 7 above.

*Notes:*

1. The Register of Members of the Company will be closed from 14 August 2001 to 16 August 2001 (both days inclusive), during which period no transfer of shares will be effected.
2. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Abacus Share Registrars Limited at 2401 Prince's Building, Central, Hong Kong not later than 4:00 p.m. on 13 August 2001.
3. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (who must be an individual or individuals) to attend and vote instead of him. A proxy need not be a member of the Company.
4. To be valid, the form of proxy and 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 lodged with the Company's Branch Share Registrar in Hong Kong, Abacus Share Registrars Limited at 2401 Prince's Building, Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Concerning Resolution No. 5 above, approval is being sought from Members as a general mandate in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to 20 per cent of the issued share capital.
6. In relation to Resolution No. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on this Resolution as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited will be set out in a separate document to be sent to the shareholders with the annual report for the year ended 31 March 2001.