

Notice of Annual General Meeting

NOTICE IS HEREBY given that an Annual General Meeting of the members of the Company will be held at Queensway & Victoria Room, Level 3, JW Marriott Hotel, 88 Queensway, Hong Kong on Friday, 24 August 2001 at 3:00 p.m. for the following purpose:

1. To receive and consider the audited consolidated financial statements and reports of the directors and auditors for the year ended 31 March 2001;
2. To declare final dividend for the year ended 31 March 2001;
3. To re-elect directors and to fix their remuneration;
4. To re-appoint the Company's auditors and to authorise the directors to fix their remuneration; and
5. To consider as Special Business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

"THAT

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the "Directors") during the Relevant Period of all the powers of the Company to purchase its own shares 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 issued by the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally approved and authorised;
- (b) the total nominal amount of the shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the approval pursuant to paragraph (a) 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:
 - (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) 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 law to be held; or
 - (iii) the revocation and variation of the authority given under this Resolution by an Ordinary Resolution of the shareholders of the Company in general meeting."

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

“THAT

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period to allot, issue and deal with the shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval granted in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers during and after the end of the Relevant Period;
- (c) the total nominal amount of share capital to be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval granted in paragraph (a), otherwise than by way of (i) a Right Issue, or (ii) an issue of shares of the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company, or (iii) any issue of shares of the Company upon the exercise of subscription rights attaching to any warrants of the Company, or (iv) an issue of shares of the Company as scrip dividend or similar arrangement providing for the issue and allotment of shares 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 per cent of the total nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“Right Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expenditure 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 any territory applicable to the Company);
- (e) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) 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 law to be held; or

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(iii) the revocation and variation of the authority given under this Resolution by an Ordinary Resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditionally upon Resolutions Numbered 5 and 6 being passed, the general mandate granted to the directors of the Company (the “Directors”) and for the time being in force to exercise the powers of the Company to issue, allot and deal with or agreed conditionally and unconditionally to be issued, allotted and dealt with and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by total nominal amount of shares in the capital of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors to purchase such shares, provided that such amount shall not exceed 10 per cent of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”
8. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

“**THAT** “建溢集團有限公司” be adopted as the Company’s Chinese name for the purpose of registration in Hong Kong.”

On behalf of the Board
Chan Ho Man, Daniel
Company Secretary

Hong Kong, 20 July 2001

Notes:

- (a) The Register of Members will be closed from Tuesday, 21 August 2001 to Friday, 24 August 2001, both days inclusive, during which period no transfer of shares can be registered. 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 Registrar in Hong Kong, Tengis Limited at 4th floor Hutchison House, 10 Harcourt Road, Hong Kong not later than 4:00 p.m. on Monday, 20 August 2001.
- (b) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company.
- (c) The instrument appointing a proxy and the power of attorney or other authority, if any under it is signed, or a notarily certified true copy of such power or authority, must be lodged with the Company’s Branch Registrar in Hong Kong, Tengis Limited at 4th floor Hutchison House, 10 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
- (d) An explanatory statement containing further details regarding items 5 to 8 above will be sent to members together with the 2001 Annual Report.
- (e) The above Resolution 8 relates to the adoption of a Chinese name by the Company. As the Company is a company incorporated in Bermuda, only its English name appears in its Certificate of Incorporation. Accordingly, the Company has been registered as an overseas company in its English name only under Part XI of the Hong Kong Companies Ordinance. The Chinese name now appears in the Company’s documents has been used as a Chinese translation of its English name. As an overseas company is now allowed to register a Chinese name in Hong Kong notwithstanding the fact that only the English name of a company appears in the Certificate of Incorporation, the Directors propose the adoption of the Chinese name to formalize its use by the Company in Hong Kong.