

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of members of the Company will be held at 23rd Floor, Ming Wah Industrial Building, 17-33 Wang Lung Street, Tsuen Wan, New Territories, Hong Kong on Tuesday, 28 August 2001 at 10:30 a.m. for the following purposes:-

1. To receive and consider the accounts and the reports of the directors and auditors for the year ended 31 March 2001;
2. To re-elect directors;
3. To re-appoint auditors and to authorize the directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following ordinary resolution:-

THAT:-

- (a) Subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above 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 powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue, or (ii) the exercise of subscription rights under the share option scheme of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution; 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:-

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- (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 of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors by this Resolution.

“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 of their then holdings of such shares (subject to such exclusion 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, any territory applicable to the Company).

By Order of the Board
Cecilia Tang
Company Secretary

Hong Kong, 20 July 2001

Notes:

- (a) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, and in the event of a poll, vote for him. A proxy need not be a member of the Company.
- (b) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the principal office of the Company in Hong Kong at Unit 6110, 61th Floor, The Centre, 99 Queen’s Road Central, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (c) The Transfer books and Register of members of the Company will be closed from 24 August 2001 to 28 August 2001, both dates inclusive, during which period no transfer of shares will be effected.