

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at Coral Room 1, 3rd Floor, Furama Hotel, 1 Connaught Road Central, Hong Kong on Friday, 31 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 31 March, 2001;
2. To declare a final dividend for the year ended 31 March, 2001;
3. To elect directors and to authorise the board of directors to fix their remuneration;
4. To appoint auditors and to authorise the board of directors to fix their remuneration;
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

A. **“THAT:**

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and 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 power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) 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;
- (c) 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 (a), otherwise than pursuant to a Rights Issue or scrip dividend scheme of the Company or the exercise of the 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 as enlarged by the Bonus Issue pursuant to Resolution numbered 6 as set out below and the said approval shall be limited accordingly; and

- (d) for the purposes 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; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; 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 of members of the Company on a fixed record date in proportion to 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 outside Hong Kong).”

B. **“THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution as enlarged by the Bonus Issue pursuant to Resolution numbered 6 as set out below and the said approval be limited accordingly; and

- (c) for the purposes 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; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. **“THAT:**

conditional upon resolution no. 5B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 5B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 5A above.”

6. As special business, to consider, and if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

“THAT conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant listing of and permission to deal in the new shares of HK\$0.10 each in the capital of the Company (the “Shares”) to be issued pursuant to this Resolution:

- (a) the amount standing to the credit of share premium account of the Company as would be required to be applied in paying up in full at par such new Shares, credited as fully paid, to be allotted and distributed (subject as referred to in paragraph (b) below) among members of the Company whose names appear on the register of members of the Company at the close of business on 31 August, 2001 in the proportion of one new Share (the “Bonus Share”) for every existing four Shares then held, be capitalized and applied in such manner and the directors of the Company be and are hereby authorized to allot and issue such Bonus Shares;

- (b) no fractional Bonus Shares shall be allotted to members of the Company and all Bonus Shares representing fractional entitlements shall be allotted to a nominee on trust to sell the same for the benefit of the Company;
- (c) the Bonus Shares to be issued pursuant to sub-paragraph (a) above shall rank *pari passu* in all respects with existing issued Shares as at the date of issuing such Bonus Shares except that they will not rank for the proposed final dividend in respect of the year ended 31 March, 2001 and the proposed Bonus Issue; and
- (d) the directors of the Company be and are hereby authorized to do all acts and things as may be necessary and expedient in connection with the issue of Bonus Shares referred to in paragraph (a) of this Resolution."

By Order of the Board

Lung Wai Kee

Company Secretary

Hong Kong, 26 July, 2001

Head and Principal Place of Business
4th Floor, Mai Sik Industrial Building,
1-11 Kwai Ting Road,
Kwai Chung, New Territories,
Hong Kong.

Notes:

1. The register of members of the Company will be closed from Wednesday, 29 August, 2001 to Friday, 31 August, 2001 (both days inclusive) during which period no transfer of shares will be registered.
2. In order to qualify for the proposed final dividend and Bonus Issue, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tengis Limited at 4th Floor Hutchison House, 10 Harcourt Road, Central, Hong Kong not later than 4:00 p.m. on Tuesday, 28 August, 2001.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or (if holding two or more shares) proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
4. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power of authority must be lodged with the Company's share registrar in Hong Kong, Tengis Limited, at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.