

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2001 Annual General Meeting of 401.com Limited (the “Company”) shall be held at 9:30 a.m. on Wednesday, 29 August 2001 at Function Room, Basement, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong to transact the following ordinary business: —

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 determine the maximum number of directors.
3. To re-elect directors and authorize the board of directors to fix their remuneration.
4. To re-appoint auditors and authorize the board of directors to fix their remuneration.

and by way of special business to consider, and if thought fit, pass with or without amendments the following resolutions 5 to 7 (inclusive) as ordinary resolutions of the Company: —

5. **“THAT**
 - (A) subject to paragraph (C) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot and issue 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 directors of the Company be and are authorised during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers during or 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 5(A) and (B), otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of Shares upon the exercise of subscription rights attached to the warrants issued by the Company or an issue of Shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the time of passing this resolution; and

(D) for the purposes of this resolution: —

“Relevant Period” means the period from the time of the passing of this Resolution until whichever is the earliest 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 laws; and
- (iii) the revocation or variation of the authority given under this resolution by any ordinary resolution of the shareholders of the Company in general meeting.

“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 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

6. **“THAT**

- (A) subject to paragraph (C) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to (i) purchase issued shares in the capital of the Company and (ii) purchase warrants or other rights to subscribe for shares in the capital of the Company in each case on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, and that the exercise by the directors of the Company of all powers of the Company to purchase such securities, subject to and in accordance with all applicable laws, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its shares and warrants at a price determined by the directors of the Company;

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- (C) the aggregate nominal amount of share capital of the Company purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (A) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at date of the time of passing this resolution; and
- (D) for the purposes of this resolution: —
- “Relevant Period” means the period from the time of the passing of this Resolution until whichever is the earliest 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 laws to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by any ordinary resolution of the shareholders of the Company in general meeting.”
7. “**THAT** conditional upon the passing of the ordinary resolutions numbered 5 and 6 in the notice convening this meeting, the aggregate nominal amount of the shares in the capital of the Company which are purchased by the Company pursuant to and in accordance with the said resolution numbered 6 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with the resolution numbered 5 set out in the notice of this meeting.”
8. To transact any other competent business.

By Order of the Board
Tam Mei Mei
Company Secretary

Hong Kong, 24 July 2001

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his proxy and a shareholder who is the holder of two or more shares may appoint one or more proxies to attend and in the event of a poll, vote in his stead. A proxy need not be a shareholder of the Company.
2. A form of proxy for the meeting is enclosed herewith. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the principal place of business of the Company in Hong Kong at Units 2204-5, 22/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong no later than 9:30 a.m. on 27 August 2001.