

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Garden Room, Hotel Nikko, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong, on Wednesday, 26th September 2001 at 2:00 p.m. 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 31st March 2001;
2. to elect directors and authorise the board of directors to fix the directors' remuneration;
3. to appoint auditors of the Company and to authorise the board of directors to fix their remuneration;

and, as special business, to consider and, if through fit, pass the following resolution as ordinary resolution:

4. **“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% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval 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 of Bermuda to be held; and
 - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of Company in general meeting.”

By Order of the Board
Chiu Ruey Lin
Co-chairman

Hong Kong, 25th July 2001

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Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) A form of proxy for the meeting is enclosed. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong Branch Registrar, Central Registration Hong Kong Limited of Rooms 1901-1905, 19th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (3) The Register of Members will be closed from Thursday, 20th September 2001 to Wednesday, 26th September 2001, both days inclusive, during which period no transfer of shares will be effected. In order to be qualified to attend and vote at the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Registrar, Central Registration Hong Kong Limited of Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 19th September 2001.
- (4) In relation to resolution no. 4 above, the directors wish to state that they will exercise the powers conferred thereby to repurchase the shares in circumstances which they deem appropriate for the benefits of the shareholders. The Explanatory Statement containing the information necessary to enable the shareholders to make an informed decision to vote on this resolution as required by the Listing Rules is set out in a separate document from the Company to be enclosed with the Annual Report.