

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of Great Wall Cybertech Limited (the "Company") will be held at Tang Room, 4th Floor, Furama Hotel Hong Kong, One Connaught Road Central, Hong Kong on Friday, 28 September 2001 at 10:00 a.m. to transact the following ordinary business:

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 a final dividend for the year ended 31 March 2001;
3. to re-elect directors and authorise the Board of Directors to fix their remuneration; and
4. to re-appoint auditors and authorise the Board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

### ORDINARY RESOLUTIONS

5. "THAT:—

- (a) subject to paragraph (c) of below, pursuant to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all 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) 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 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 and issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than an issue of shares pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/ or employees of the Company and/or its subsidiaries or their personal representatives of shares or rights to acquire shares of the Company; or (iii) any scrip dividend scheme or similar arrangement for the allotment and issue of shares of the Company in lieu of the whole or part of any dividend on shares of the Company approved in accordance with the Bye-Laws 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 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 laws of Bermuda or 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 of the Company 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 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, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong, or the expense or delay which may be incurred in ascertaining the existence or extent of any such restrictions, obligations or requirements).”

6. “THAT:—

- (a) the exercise by the directors of the Company during the Relevant Period (as defined in resolution number 5 above) of all powers of the Company to purchase its own issued shares, subject to and in accordance with all applicable laws and the requirement of the Listing Rules as amended from time to time or that of 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, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of issued shares of the Company to be repurchased by the Company on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Hong Kong Code on Share

Repurchases pursuant to the approval in paragraph (a) above 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 and the said approval be limited accordingly."

7. "THAT subject to the passing of resolutions number 5 and 6 above, the aggregate nominal amount of shares to be repurchased by the Company under the authority granted to the directors of the Company pursuant to resolution number 6 above shall be added to the aggregate nominal amount of 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 resolution number 5 above."

By Order of the Board of Directors  
**LAM CHE WAH, DANNY**  
*Company Secretary*

Hong Kong, 31 August 2001

*Principal Office:—*  
16th Floor, Riley House  
88 Lei Muk Road  
Kwai Chung  
New Territories  
Hong Kong

*Notes:*

- (a) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxies to attend and, vote in his stead. A proxy need not be a member of the Company.
- (b) In order to be valid, the form of proxy must be deposited at the Company's principal office 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.
- (c) The Register of Members of the Company will be closed from Wednesday, 26 September 2001 to Friday, 28 September 2001, both days inclusive, during which period no transfer of shares will be effected. All transfer of shares, accompanied by the relevant share certificates, must be lodged with the Company's principal share registrar in Bermuda, Butterfield Corporate Services Limited at Rosebank Centre, 11 Bermudiana Road, Pembroke, Bermuda or the Company's branch share registrar in Hong Kong, Secretaries Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not later than 4:00 p.m. on Tuesday, 25 September 2001 for registration.
- (d) In relation to resolutions number 5 and 7 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment, issue and dealing with additional shares in the capital of the Company under the Listing Rules.
- (e) In relation to resolution number 6 above, the directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders.
- (f) An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on resolutions number 5, 6 and 7 above as required by the Listing Rules will be set out in a separate document to be despatched to the shareholders with the Annual Report for the year ended 31 March 2001.