

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Can Do Holdings Limited (“Company”) will be held at Suites 4109-17, 41st Floor, Jardine House, 1 Connaught Place, Central, Hong Kong on Monday, 24 December 2001 at 10:30 a.m. to transact the following ordinary businesses:

1. To receive and approve the Reports of the Directors and of the Auditors together with the Audited Financial Statements for the year ended 31 March 2001.
2. To re-elect Directors and to authorize the Directors to fix their remuneration.
3. To re-appoint Auditors and to authorize the Directors to fix their remuneration.

and as special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to paragraph (c) of this Resolution, pursuant to Section 57B of the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the unissued ordinary shares in the capital of the Company, and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power, subject to and in accordance with all applicable laws, be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or 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) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue; (ii) an issue of shares of the Company upon the exercise of conversion rights under the terms of any notes of the Company; (iii) an issue of shares of the Company as scrip dividends pursuant to the Articles of Association of the Company from time to time; or (iv) any offer of any class of securities of the Company made pro rata (apart from fractional entitlements) by the Company to holders of such class of securities (excluding for that purpose any holder whose registered addresses as shown in the register of members of the Company on the relevant record date are outside Hong Kong), shall not exceed the aggregate of:
 - (i) 20% of the aggregate nominal amount of the ordinary share capital of the Company in issue at the date of passing of this Resolution; and

NOTICE OF ANNUAL GENERAL MEETING (Continued)

(ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the ordinary share capital of the Company in issue at the date of passing of this Resolution),

and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(d) for the purpose of this Resolution,

“**Relevant Period**” means the period from 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 law to be held; or

(iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions of obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

5. “**THAT:**

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, and all applicable laws, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of share capital to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate fully paid-up nominal amount of the shares of the Company in issue at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING (Continued)

- (c) for the purpose of this Resolution, “Relevant Period” means the period from 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 law to be held; or
 - (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting.”
6. “**THAT** the authority granted to the Directors pursuant to Resolution 4, if approved, be extended to cover such amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company pursuant to the authority granted under Resolution 5, if approved.”

By Order of the Board
Can Do Holdings Limited
Yeung Sau Chung
Executive Director

Hong Kong, 6 November 2001

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. In order to be valid, the completed proxy form must be deposited at the Company’s registered office at 8th Floor, Luk Hoi Tong Building, No. 31 Queen’s Road Central, Hong Kong before the time appointed for holding of the meeting.
2. The record date for the purpose of determining the entitlement to attend and vote at the meeting is 21 December 2001. There will be no closure of register of members of the Company solely for the purpose of establishing such entitlement.
3. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares pursuant to the laws of Hong Kong and the Rules (“Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders or shares which may be issued upon the exercise of conversion rights attaching to convertible securities in issue.
4. In relation to proposed resolution no. 5 above, the directors wish to state that they will exercise the powers conferred thereby to purchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution 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.