

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of the Company will be held at The Chater Room II, Basement 1, The Ritz-Carlton Hong Kong, 3 Connaught Road Central, Hong Kong on Friday, 21st December, 2001 at 1:00 p.m. for the following purposes:

1. To receive and consider the audited Accounts and the Reports of the Directors and of the Auditors for the year ended 31st July, 2001.
2. To re-elect directors and to fix the directors' remuneration.
3. To appoint Auditors and to authorise the directors to fix their remuneration, a notice having been received from a member of the Company of his intention to propose the following resolution as an Ordinary Resolution of the Company:

“**THAT** Ernst & Young be and are hereby appointed Auditors of the Company in place of the retiring Auditors, PricewaterhouseCoopers, to hold office until the conclusion of the next Annual General Meeting at a fee to be agreed with the directors.”

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

(A) “**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 purchase shares of HK\$0.10 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of this Resolution, and the said approval shall 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;

Notice of Annual General Meeting

- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Members of the Company in general meeting; or
- (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by law or the Articles of Association of the Company to be held.”

(B) **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares of the Company, and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers 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 (as hereinafter defined); or (ii) an issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants or the convertible bonds and the convertible note of the Company; or (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) an issue of shares of the Company under any option scheme or similar arrangement for the grant or issue to employees of the Company and/or any of its subsidiaries of shares of the Company or rights to acquire shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company 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” shall have the same meaning assigned to it under paragraph (c) of the Ordinary Resolution No. 4(A) in the Notice convening this Meeting; and

Notice of Annual General Meeting

“Rights Issue” means an offer of shares of the Company open for a period fixed by the directors to the holders of shares whose names appear on the Register of Members of the Company 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 or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- (C) “**THAT** subject to the passing of the Ordinary Resolutions No. 4(A) and 4(B) in the Notice convening this Meeting, the general mandate granted to the directors and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by addition thereto of an amount representing the aggregate nominal amount of shares in the share capital of the Company which has been purchased by the Company since the granting of such general mandate pursuant to the exercise by the directors of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of this Resolution.”

5. As Special Business, to consider and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT** “麗豐控股有限公司” be adopted as the Company’s Chinese name for the purpose of registration in Hong Kong.”

By order of the Board
Yeung Kam Hoi
Company Secretary

Hong Kong, 9th November, 2001

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company’s Registrars 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.

Notice of Annual General Meeting

3. PricewaterhouseCoopers will retire at the forthcoming Annual General Meeting. A resolution to appoint Ernst & Young as Auditors of the Company in place of the retiring Auditors, PricewaterhouseCoopers, will be proposed at the Meeting.
4. A circular containing details regarding the Ordinary Resolutions No. 4(A) to 4(C) above will be sent to members together with the Company's Annual Report for 2000–2001.
5. Special Resolution No. 5 above relates to the adoption of a Chinese name by the Company. With effect from 3rd July, 2001, the Companies Registry in Hong Kong allows oversea companies to register their corporate names in both English and Chinese under Part XI of the Companies Ordinance notwithstanding the fact that only the English or Chinese name of a company appears on the certificate of incorporation issued in the company's place of incorporation. It is proposed to take advantage of this change in policy of the Companies Registry in Hong Kong and to adopt “麗豐控股有限公司” as the Chinese name of the Company for the purpose of registration in Hong Kong.