



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Members of Ocean Grand Holdings Limited (the "Company") will be held at Room 2805, 28th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong, on Friday, 8th June 2001 at 10:00 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31st December 2000;
2. To re-elect the retiring Directors and to authorize the Board of Directors to fix Directors' remuneration;
3. To declare a final dividend for the year ended 31st December 2000;
4. To ratify the appointment of Messrs. Moores Rowland as the Company's Auditors during the year and re-appoint Messrs. Moores Rowland as the Company's Auditors and to authorize the Board of Directors to fix their remuneration;
5. To consider as Special Business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

"THAT

- (a) subject to paragraphs (b) and (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase i) shares ("Shares") of HK\$0.10 each in the capital of the Company and ii) warrants of the Company with rights to subscribe for Shares on or before 31st December 2001 ("2001 Warrants") on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or on any other exchanges on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose ("Recognised Stock Exchange"), subject to and in accordance with the Companies Act 1981 of Bermuda, all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other Recognised Stock Exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares and warrants which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed i) 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and ii) 10 per cent. of the outstanding 2001 Warrants of the Company as at the date of the passing of this Resolution respectively and the approval pursuant to paragraph (a) of this Resolution be limited accordingly;

- (c) for the purpose of this Resolution, "Relevant Period" means the period from the date of 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 the applicable laws of Bermuda to be held; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

6. To consider as Special Business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

"THAT

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares ("Shares") of HK\$0.10 each in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and it 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, grant, sign or execute offers, agreements or options, deeds and other documents 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 this Resolution, otherwise than pursuant to:
 - (i) a rights issue (as defined below); or
 - (ii) any issue of Shares upon the exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or



Notice of Annual General Meeting

- (iii) the exercise of any option under 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 any of its subsidiaries of Shares or rights to acquire Shares of the Company; or
- (iv) any issue of Shares as scrip dividends or under similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company in force from time to time;

shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution, and the said approval 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 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 the applicable laws of Bermuda to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“rights issue” means the allotment, issue or grant of Shares pursuant to an offer of shares 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).”



Notice of Annual General Meeting

7. To consider as Special Business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT subject to the passing of Ordinary Resolutions numbered 5 and 6 set out above, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with Shares pursuant to Ordinary Resolution numbered 6 set out above be and the same is hereby extended by the addition to the aggregate nominal amount of share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to Resolution numbered 5 set out above provided that such amount 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 the passing of this Resolution.”

By order of the Board

Ocean Grand Holdings Limited

Lo Hang Fong

Company Secretary

Hong Kong, 24th April 2001

Notes:

1. The Register of Members will be closed from Wednesday, 6th June 2001 to Friday, 8th June 2001 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend and for attending and voting at the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates and in the case of warrant holders, all duly completed subscription forms accompanied by the relevant warrant certificates and subscription monies, must be lodged with the Company's Share Registrar in Hong Kong, Tengis Limited, 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong for registration no later than 4:00 p.m. on Tuesday, 5th June 2001.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint one (or if holding two or more shares, more than one) proxy to attend and vote on his/her behalf. A proxy need not be a Member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. 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 of attorney or authority, must be lodged with the Company's Share Registrar in Hong Kong, Tengis Limited, 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
4. An explanatory statement containing further details regarding Resolutions Nos. 5 to 7 above will be sent to shareholders and, for information only, warrant holders shortly together with the 2000 Annual Report.