

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2002 Annual General Meeting of Winton Holdings (Bermuda) Limited (the “Company”) will be held at Ivy Room, 10th Floor, Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong on Thursday, 28 February 2002 at 10:00 a.m. for the following purposes:–

As Ordinary Business:

1. To receive and consider the Statement of Accounts and the Reports of the Directors and Auditors for the year ended 31 December 2001.
2. To declare a final dividend for the year ended 31 December 2001.
3. To re-elect Directors and to authorise the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint auditors and to authorise the Board of Directors to fix their remuneration.

As Special Business:

5. 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 of the Company during the Relevant Period of all the powers of the Company to purchase ordinary shares in the capital of the Company be and is hereby generally and unconditionally approved;
- (b) pursuant to the approval in paragraph (a) of this Resolution, the aggregate nominal amount of ordinary shares which may be purchased on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) shall not exceed 10% of the aggregate nominal amount of ordinary shares in the capital of the Company in issue as at the date of the passing of this Resolution, and the said approval shall 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 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 any applicable law or the bye-laws of the Company to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(B) “**THAT:**–

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional ordinary shares in the capital of the Company or securities convertible into ordinary shares, or options, warrants or similar rights to subscribe for any ordinary shares, or such convertible securities, and to make or grant offers, agreements and options which might require the exercise of such power, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

Notice of Annual General Meeting

- (b) the approval in paragraph (a) of this Resolution 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 ordinary shares in the capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue, (ii) the exercise of options granted under any share option scheme adopted by the Company or (iii) any scrip dividend or similar arrangement providing for allotment of ordinary shares in lieu of the whole or part of a dividend on ordinary shares of the Company in accordance with the bye-laws of the Company from time to time, shall not exceed the aggregate of 20% of the aggregate nominal amount of ordinary shares in the capital of the Company in issue as at the date of the 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 earliest of:–

- (i) the conclusion of the next annual general meeting of Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the bye-laws of the Company to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the ordinary shareholders of the Company in general meeting.

“Rights Issue” means an offer of ordinary shares open for a period fixed by the Directors of the Company to ordinary shareholders of the Company on the register on a fixed record date in proportion to their then holdings of ordinary shares (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlement 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).”

- (C) “**THAT** the general mandate referred to in Resolution No. 5(B) of the Notice of this Meeting be extended by adding the aggregate nominal amount of ordinary shares which shall have been purchased by the Company pursuant to Resolution No. 5(A) of the Notice of this Meeting to the aggregate nominal amount of ordinary shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company, provided that such amount shall not exceed 10% of the aggregate nominal amount of ordinary shares in the capital of the Company in issue as at the date of the passing of this Resolution.”

- 6. To consider and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT**:–

subject to the approval of the Registrar of Companies in Hong Kong, “**運通泰集團（百慕達）有限公司**” be adopted as the Chinese name of the Company to be registered in Hong Kong.”

- 7. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

(A) “**THAT** conditional upon:

- (a) the Listing Committee of the Stock Exchange granting approval of (i) the new share option scheme of the Company (the “New Scheme”), a copy of which has been produced at the Meeting marked “A” and signed by the Chairman for identification purpose; (ii) the options to be granted under the New Scheme; and (iii) the listing of and permission to deal in the new shares to be issued pursuant to the exercise of the options under the New Scheme;

Notice of Annual General Meeting

- (b) the approval of the New Scheme by the shareholders of JCG Holdings Limited in general meeting; and
- (c) (if so required) the approval of the New Scheme by the shareholders of Public Bank Berhad and (if so required) by the Kuala Lumpur Stock Exchange,

the New Scheme be and is hereby approved and adopted and that the Directors of the Company be and are hereby authorised (i) to grant options under the New Scheme; and (ii) to do such things and acts as may be necessary or expedient in connection with the administration and implementation of the New Scheme in accordance with the rules set out therein.”

(B) “**THAT** the existing share option scheme of the Company adopted on 24 July 1992 be and is hereby terminated.”

By Order of the Board
CHAN Sau Kuen
Company Secretary

Hong Kong, 16 January 2002

Notes:

- (1) The Register of Members will be closed from 22 February 2002 to 28 February 2002, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Registrar, Central Registration Hong Kong Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Thursday, 21 February 2002.
- (2) A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (3) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's head office and principal place of business at Room 1101-1110, 11th Floor, Phase I, Argyle Centre, 688 Nathan Road, Mongkok, Kowloon, Hong Kong not later than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
- (4) Concerning item no. 5(A) of this Notice, approval is being sought from members for a general mandate to be given to the Directors to repurchase ordinary shares. The Directors wish to state that they have no immediate plan to purchase ordinary shares in the Company.
- (5) Concerning item no. 5(B) of this Notice, approval is being sought from members for a general mandate to authorise the allotment of ordinary shares in the capital of the Company in order to give flexibility to the Directors in the event that it becomes desirable to issue any additional ordinary shares of the Company. The Directors have no immediate plan to issue any new ordinary shares of the Company pursuant to such approval.
- (6) Concerning item no. 5(C) of this Notice, approval is being sought from members for an extension of the general mandate sought to be granted to the Directors of the Company to allot ordinary shares by adding to it the number of ordinary shares, if any, which are repurchased under the authority granted pursuant to the Resolution contained in item no. 5(A) of this Notice.
- (7) A circular containing the information regarding Resolutions Nos. 6 and 7 of this Notice together with an explanatory statement in relation to Resolution No. 5(A) of this Notice will be despatched to the members together with the Company's 2001 Annual Report.