

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Company will be held at Unit 2301-2, 23/F., SUP Tower, 75-83 King's Road, North Point, Hong Kong on 7 March 2002 at 9:00 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 30 September 2001;
2. To re-elect Directors;
3. To fix Directors' remuneration;
4. To re-appoint Auditors and to authorise the Directors to fix their remuneration;
5. As special business, to consider and if thought fit, to pass the following ordinary resolutions:

## Ordinary Resolutions

1. **"THAT** conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting listing of, and permission to deal in, the shares of HK\$0.40 each in the capital of the Company ("Shares") which may fall to be issued pursuant to the New Share Option Scheme, the New Share Option Scheme be and is hereby approved and adopted by the Company and with effect from the date of the New Share Option Scheme becoming unconditional and coming into effect, the existing share option scheme of the Company which was adopted by the Company on 29 November 1993 be terminated therefrom and the directors of the Company ("Directors") be and are hereby authorized to allot and issue Shares up to 10% of the issued share capital (as at approval date of the New Share Option Scheme) pursuant to the exercise of any options which may fall to be granted under the New Share Option Scheme, and that to the extent permissible under the articles of association of the Company, the Rules Governing the Listing of Securities on the Stock Exchange and the rules of the New Share Option Scheme, the Directors may vote in respect of any resolution(s) under or affecting the New Share Option Scheme (including the granting of options thereunder or approving the allotment and issue of Shares upon exercise of options thereunder) notwithstanding any interest(s) of any Director(s)."
2. **"THAT**
  - (a) subject to sub-paragraph (c) pursuant to Section 57B of the Companies Ordinance, the exercise by the Directors during the Relevant Period of all powers of the Company to allot, issue and deal with 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 sub-paragraph (a) of this Resolution shall authorise the Directors 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;

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(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than pursuant to a Rights Issue and any options scheme or similar arrangement for the time being adopted for the grant or issue to officers or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the capital of the Company, shall not in aggregate exceed 20 per cent of the nominal amount of the share capital of the Company in issue at the date 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:

(aa) the conclusion of the next Annual General Meeting of the Company;

(bb) the expiration of the period within which the next Annual General Meeting of the Company is required by the law to be held; and

(cc) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the 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).”

### 3. **“THAT:**

(a) subject to sub-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 repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which 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 sub-paragraph (a) of this Resolution shall not exceed 10% of the issued share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and

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- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
- (aa) the conclusion of the next Annual General Meeting of the Company;
  - (bb) the expiration of the period within which the next Annual General Meeting of the Company is required by the law to be held; and
  - (cc) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
4. “**THAT** conditional upon Ordinary Resolutions nos. 1 to 3 set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution no. 2 set out in the notice convening this meeting, be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution no. 3 set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of this Resolution.”

By Order of the Board  
**Chan Yan Yan, Jenny**  
*Secretary*

Hong Kong, 11 February 2002

*Notes:*

1. A member entitled to attend and vote may appoint one or more proxies to attend the meeting and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy, together with 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 deposited at the Company’s share registrars, 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 or any adjournment thereof.
3. An explanatory statement giving the details of the proposed Share Option Scheme and grant of a mandate to repurchase shares of the Company will be sent to shareholders of this Company together with the 2001 Annual Report.