

NOTICE IS HEREBY GIVEN that the annual general meeting of Liu Chong Hing Investment Limited (the "Company") will be held at the Conference Room, 16th Floor, Liu Chong Hing Bank Building, 24 Des Voeux Road Central, Hong Kong on Thursday, 25th April 2002 at 12:00 noon for the following purposes:

1. To receive and consider the audited Financial Statements together with Reports of the Directors and Auditors of the Company for the year ended 31st December 2001.
2. To approve the payment of the final dividend for the year ended 31st December 2001.
3. To re-elect Directors and fix their remuneration.
4. To re-appoint Auditors and authorize the Board of Directors to fix their remuneration.

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

ORDINARY RESOLUTIONS

5. "THAT subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting approval for the listing of and permission to deal in the shares (i.e. shares of HK\$1.00 each (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of such shares from time to time of the Company) (the "Shares")) to be issued pursuant to the exercise of any options (the "Options") to be granted pursuant to the new share option scheme of the Company (the "New Scheme"),

the rules of which are contained in the document marked "A" produced to the meeting and for the purposes of identification signed by the Chairman thereof,

- (a) the New Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Scheme including but without limitation:
 - (i) to administer the New Scheme under which Options may be granted to participants eligible under the New Scheme to subscribe for Shares in the capital of the Company;
 - (ii) to modify and/or amend the New Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Scheme relating to modification and/or amendments and of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") from time to time in force;
 - (iii) to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Options under the New Scheme provided always that the maximum number of Shares to be issued upon

exercise of all options to be granted pursuant to the New Scheme and any other schemes shall not exceed 10 per cent of the Shares in issue as at the date of passing this Resolution (excluding any lapsed options) but the Company may seek approval of its shareholders in general meeting for refreshing the 10 per cent limit under the New Scheme (but, for the purpose of calculating the 10 per cent limit as "refreshed", excluding all options previously granted under the New Scheme or any other schemes of the Company, whether exercised, outstanding, cancelled, or lapsed); and the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other schemes of the Company shall not exceed 30 per cent of the Shares in issue from time to time;

(iv) to make application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the Options under the New Scheme;

(v) to consent to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities and/or the Listing Rules in relation to the New Scheme; and

(b) upon the New Scheme becoming unconditional, the operation of the existing share option scheme of the Company adopted on 10th June 1994 ("Existing Scheme") be terminated such that no further options will be granted under the Existing Scheme but in all other respects, the provisions of the Existing Scheme shall remain in full force and effect in respect of any options granted prior to the adoption of the New Scheme and any such options shall continue to be exercisable in accordance with their terms of issue."

6. "THAT

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$1.00 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission in Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of

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the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved;

- (b) the nominal amount of shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing 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 the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) or the Company’s Articles of Association to be held; or
- (iii) the date on which the authority set out in this resolution is revoked, renewed or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “THAT

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the additional shares of HK\$1.00 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, 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 power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, 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 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 of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii)

the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; (iii) an issue of shares under the Existing Scheme (as defined in Ordinary Resolution No.5 set out in the notice convening the meeting), the New Scheme (also as defined in Ordinary Resolution No.5 set out in the notice convening the meeting) and any other schemes or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iv) an issue of shares as scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Company's Articles of Association from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing 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 the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; or

(iii) the date on which the authority set out in this resolution is revoked, renewed or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares or any class of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their holdings of such shares as at that date (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 law of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

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8. "THAT conditional upon Ordinary Resolutions Nos.6 and 7 set out in the notice convening this meeting being 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.7 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No.6 set out in the notice convening this meeting, provided that such extended amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution."
9. To transact any other business.

By Order of the Board

Liu Lit Mo

Managing Director

Hong Kong, 14th March 2002

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
2. 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 lodged with the registered office of the Company at 5th Floor, Liu Chong Hing Bank Building, 24 Des Voeux Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Monday, 15th April 2002 to Friday, 19th April 2002, (both days inclusive) during which period no transfer of shares will be effected. In order to qualify for the final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Share Registrars, Central Registration Hong Kong Limited, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 pm on Friday, 12th April 2002.