

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Shareholders of the Company will be held at Tang Room II, 3rd Floor, Sheraton Hong Kong Hotel, 20 Nathan Road, Kowloon, Hong Kong on Wednesday, 8th May, 2002 at 10:00 a.m. for the following purposes:

1. To receive and adopt the Reports of the Directors and the Auditors and the Statement of Accounts for the year ended 31st December, 2001.
2. To declare a final dividend for the year ended 31st December, 2001.
3. To re-elect Directors and to authorise the Board of Directors to fix the fees of the Directors.
4. To re-appoint Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration.
5. As special business, to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

**“THAT:**

- (A) subject to paragraph 5(C) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot and issue additional shares in the share 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 paragraph 5(A) 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 share capital 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 5(A), otherwise than (i) pursuant to a Rights Issue or (ii) on the exercise of the options granted under the Company's share option scheme or (iii) any scrip dividend or similar arrangement providing for the allotment and issue 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 share capital of the Company in issue and the said approval shall be limited accordingly;

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- (D) conditional upon the passing of the Ordinary Resolution as set out in paragraph 6 below, the general mandate granted to the Directors pursuant to paragraph 5(A) shall be extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted in paragraph 6, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue; and
- (E) 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;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of 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 holders of shares, or any class of shares, 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).”

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6. As special business, to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

**“THAT:**

- (A) subject to paragraph 6(C) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company subject to and in accordance with all applicable laws be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph 6(A) shall be in addition to any other authorisation given to the Directors of the Company;
- (C) the aggregate nominal amount of share capital purchased or agreed conditionally or unconditionally to be purchased by the Directors of the Company pursuant to the approval in paragraph 6(A) during the Relevant Period, shall be no more than 10 per cent of the aggregate nominal amount of the existing issued share capital of the Company at the date of this Meeting, and the authority pursuant to paragraph 6(A) shall be limited accordingly; and
- (D) 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;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of Shareholders of the Company in General Meeting.”

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7. As special business, to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, any new ordinary shares of HK\$0.10 each (the “Shares”) in the capital of the Company which may fall to be issued pursuant to the exercise of options that may be granted under the share option scheme (the “Share Option Scheme”) (a copy of which marked “A” is produced to this Meeting and signed for the purpose of identification by the Chairman of this Meeting):

- (a) the Share Option Scheme be and is hereby approved and adopted;
  - (b) the Directors of the Company be and are hereby authorised to grant options to subscribe for Shares under the Share Option Scheme, to allot, issue and deal with Shares pursuant to the exercise of options that may be granted under the Share Option Scheme provided that the total number of Shares that may be issued upon exercise of the options to be granted under the Share Option Scheme and any other share option schemes of the Company and/or its subsidiaries shall not exceed 10 per cent of the number of Shares in issue as at the date of passing this Resolution, and to do all such acts and things as they consider necessary or expedient to give effect to the Share Option Scheme; and
  - (c) the existing share option scheme of the Company adopted on 23rd February, 2000 be and is hereby terminated in accordance with its terms.”
8. As special business, to consider and if thought fit, pass the following resolution as a Special Resolution:

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

By order of the Board  
**Lee Wai Kuen, Judy**  
*Company Secretary*

Hong Kong, 11th April, 2002

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## Notes:

1. A proxy need not be a shareholder of the Company. A shareholder is entitled to appoint a proxy of his own choice to attend and vote instead of him. A shareholder may appoint a proxy in respect of part only of his holding of shares in the Company.
2. To be valid, a proxy form, 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 lodged with the Company's branch share registrar in Hong Kong, Abacus Share Registrars Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting.
3. With regard to item 5, the Directors wish to state that, currently, they have no plans to issue any additional new shares of the Company. The present general mandate given by shareholders pursuant to the provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") expires at the forthcoming Annual General Meeting and, accordingly, a renewal of that general mandate is now being sought.
4. With regard to item 6, the present general mandate given by members pursuant to the provisions of the Listing Rules and the Hong Kong Code on Share Repurchases expires at the forthcoming Annual General Meeting and, accordingly, a renewal of that general mandate is now being sought. In accordance with the Listing Rules and the Hong Kong Code on Share Repurchases, a circular setting out the terms and conditions upon which such power will be exercised will be sent to shareholders in due course.
5. With regard to item 7, in accordance with the Listing Rules, a circular containing a summary of the principal terms of the Share Option Scheme will be sent to shareholders in due course.