



Notice of Meeting

NOTICE is hereby given that an ANNUAL GENERAL MEETING of the shareholders of the Company will be held on 15 May 2002 at 11:00 am at Room 1, 47/F, Jardine House, 1 Connaught Place, Central, Hong Kong for the following purposes:

As Ordinary Business

1. To adopt the financial statements for the year ended 31 December 2001 together with the Reports of the Directors and Auditors.
2. To appoint Auditors.
3. To re-elect Directors.
4. To fix the remuneration of the Directors and Chairman for their services to the Company and that such fees shall not exceed US\$18,000 for each of the Directors and US\$23,000 for the Chairman.
5. To fix the attendance fee of members of the Audit Committee of the Board of Directors for their attendance at Audit Committee meetings at US\$500 for each meeting.

As Special Business

6. To consider, and if thought fit, pass with or without amendments, as an Ordinary Resolution:
“That:-
 - (a) subject to paragraph (b) of this Resolution, 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 shares of the Company and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;
 - (b) 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 (a) of this Resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined), shall not exceed 20 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution and the approval pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
 - (c) 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; and
 - (ii) the date upon which the authorisation set out in this Resolution is revoked or varied by way of an Ordinary Resolution in a general meeting.

“Rights Issue” means the allotment, issue or grant of shares pursuant to an offer made to the shareholders of the Company, excluding for that purpose any shareholder who is resident in a place where such offer is not permitted under the law of that place and, where appropriate, to holders of other equity securities of the Company entitled to be offered to them, pro rata (apart from fractional entitlements) to their existing holdings.”



JF JAPAN OTC
FUND INC.

Notice of Meeting (continued)

7. To consider, and if thought fit, pass with or without amendments, as an Ordinary Resolution:

“That:-

- (a) subject to paragraph (b) of this Resolution, 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 in the capital of the Company on the terms of, and subject to, the conditions of any applicable provisions, rules or regulations imposed by the Securities and Futures Commission and the Stock Exchange of Hong Kong Limited as amended from time to time and all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital of the Company to be purchased or agreed conditionally or unconditionally to be purchased by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) 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; and
- (ii) the date upon which the authorisation set out in this Resolution is revoked or varied by way of an Ordinary Resolution in a general meeting.”

8. To consider, and if thought fit, pass with or without amendments, as an Ordinary Resolution:

“That the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with shares pursuant to Resolution No. 6 set out in the notice convening this Meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 7 set out in the notice convening this Meeting, provided that such an amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution.”

By order of the Board

Ken W M Tam
Secretary
27 March 2002



JF JAPAN OTC
FUND INC.

Notice of Meeting (continued)

Notes:

- (1)
 - (a) Members entitled to attend and vote at the above Meeting may each appoint a proxy to attend and, on a poll, to vote on their behalf. A proxy need not be a Member of the Company.
 - (b) A form of proxy is enclosed and it is suggested that if you or your representative cannot attend the Meeting, you appoint the Chairman of the Meeting as your proxy.
 - (c) Members are advised that to be valid proxy forms must be delivered to 47/F, Jardine House, 1 Connaught Place, Central, Hong Kong (Attention: Ms J Yan) at least 48 hours prior to the Meeting.
 - (d) The lodging of a form of proxy does not prevent a Member from attending and voting.
- (2) In the case of joint holders any one holder may vote but the vote of the first-named in the register, whether in person or by proxy, shall prevail to the exclusion of the votes of the other joint holders.