

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Wing Shan International Limited (the "Company") will be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 10:00 a.m. on Wednesday, 22 May 2002 for the following purposes:

1. To receive and consider the audited Statement of Accounts and the Reports of the Directors and Auditors for the year ended 31 December 2001.
2. To declare a final dividend.
3. To re-elect directors.
4. To re-appoint auditors and authorize the Directors to fix their remuneration.
5. As special business to consider and if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution:

"THAT the fee for each of the directors of the Company be fixed at HK\$100,000 per annum, effective from the financial year ending 31 December 2002 and continues to be paid at such rate until otherwise determined by the shareholders in general meeting."
6. To transact any other ordinary business.

By Order of the Board

CHEUNG Wing Yui

Company Secretary

Hong Kong, 10 April 2002

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend 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 any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be lodged with the registered office of the Company at Room 2105-8, Wing Shan Tower, 173 Des Voeux Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
3. The register of members of the Company will be closed from Thursday, 16 May 2002 to Wednesday, 22 May 2002, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Registrars, Central Registration Hong Kong Limited, at Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 15 May 2002.