

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Tristate Holdings Limited will be held at Regency Room 5 & 6, 3/F., Hyatt Regency Hong Kong, 67 Nathan Road, Kowloon, Hong Kong at 11:00 a.m. on Monday, May 27, 2002 for the following purposes:

1. To receive and consider the Reports of the Directors and Auditors and the Statement of Accounts for the year ended December 31, 2001.
2. To consider and declare a final dividend in respect of the year ended December 31, 2001.
3. To re-elect retiring Directors and to ratify the aggregate remuneration paid to all the Directors for the year ended December 31, 2001.
4. To re-appoint Auditors and to authorize the Directors to fix their remuneration.
5. As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions and Special Resolution:

ORDINARY RESOLUTIONS

(A) "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 ordinary shares of HK\$0.10 each in the capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares in the capital of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above shall not exceed 10 percent of the aggregate 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
- (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;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable law to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting."

(B) “THAT-

- (a) subject to paragraph (c) 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 or deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of shares in the capital of the Company 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 given in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of the subscription rights attaching to any warrants of the Company, (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the capital of the Company, or (iv) any existing specific authority, shall not exceed 20 percent of the aggregate 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 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 the Bye-Laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the Company open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their 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 recognized regulatory body or any stock exchange in any territory outside Hong Kong.)”

(C) "THAT the extension of the general mandate to be granted to the Directors of the Company pursuant to the authority given in the resolution set out as Resolution 5(B) to issue, allot or deal with additional shares of the Company during the Relevant Period (as defined in that Resolution) by the addition to the aggregate nominal amount of the share capital of the Company which may be issued, allotted or dealt with pursuant to such general mandate of an amount representing the aggregate nominal amount of shares in the capital of the Company purchased by the Directors of the Company pursuant to their exercise of the powers of the Company to purchase such shares be and is hereby approved, provided that such amount shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue of the date of this Resolution."

SPECIAL RESOLUTION

(D) "THAT the following amendments be and are hereby made to the Bye-Laws of the Company:-

(i) Bye-Law 84(A)(c)

The existing Bye-Law 84(A)(c) be deleted in its entirety and the following be inserted in its place:

"If he becomes sixty eight years of age (except in the case of a Director holding office as Chairman, Chairlady, Co-chairman or Co-chairlady, in each case in an Honorary and non-executive capacity);"

(ii) Bye-Law 85

By adding the words "and no Director holding office as Chairman, Chairlady, Co-chairman or Co-chairlady (in each case in an Honorary and non-executive capacity)" after the words "Joint Managing Director" ."

6. To transact any other ordinary business of the Company.

By order of the Board

Lo Chak Wa

Company Secretary

Hong Kong, April 9, 2002

Notes:

1. The register of members will be closed from Tuesday, May 21, 2002 to Monday, May 27, 2002, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Registrars in Hong Kong, Central Registration Hong Kong Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Friday, May 17, 2002.
2. A member is entitled to appoint one or more proxies to attend and, on a poll, to vote in his stead at the Meeting. A proxy need not be a member of the Company. To be valid, proxy forms must be lodged with the Company's Registrars in Hong Kong, Central Registration Hong Kong Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.