

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Apollo Holdings Limited (the “Company”) will be held at Inter-Continental VI Room, Hotel Inter-Continental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, on Thursday, 23 May 2002 at 3:00 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and Reports of the Directors and the Auditors for the year ended 31 December 2001.
2. To re-elect Directors and to authorise the Board of Directors to fix their remuneration.
3. To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

“(I) **THAT:**

- (A) subject to paragraph (C) below, the exercise by the Directors of all the powers of the Company to allot, issue and deal with shares in the capital of the Company during the Relevant Period (as hereinafter defined) and to make or grant offers, agreements and options which would or might require the exercise of such power (whether during or after the expiry of the Relevant Period) be and is hereby generally and unconditionally approved;
- (B) the Directors be and are authorised during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers during or 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 pursuant to the approval in paragraph (A) and (B) of this Resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined) or the exercise of options under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares to the Company, shall not exceed (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution plus (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution up to a maximum equivalent to 10 per cent. 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;

(D) for the purpose 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 the applicable laws of Bermuda to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors 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).”

“(II) **THAT:**

- (A) subject to paragraph (C) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to re-purchase shares in the capital of the Company subject to and 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 as amended from time to time be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of the shares which may be repurchased by the Company pursuant to paragraph (A) of this Resolution above shall not exceed 10 per cent. 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;

- (D) for the purpose 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 the applicable laws of Bermuda to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company in general meeting.”

“(III) **THAT** the Directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (A) of the resolution set out in 4(I) of the notice convening this meeting in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (C) of such resolution.”

By order of the Board
Lau Chan Wing, Raymond
Company Secretary

Hong Kong, 22 April 2002

Head Office:

10/F Cammer Commercial Building
30-32 Cameron Road
Tsim Sha Tsui
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) The Directors wish to state that in relation to the Ordinary Resolutions set out in item 4 above they have no immediate plans to issue any new shares of the Company other than shares which may be issued pursuant to the exercise of options under the Employee Share Option Scheme of the Company or to repurchase any existing shares of the Company pursuant to the relevant mandate.
- (2) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
- (3) A form of proxy for use at the meeting is enclosed herewith.
- (4) The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (5) The instrument appointing a proxy and the 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 deposited at the head office and principal place of business of the Company in Hong Kong at 10th Floor Cammer Commercial Building, 30-32 Cameron Road, Tsimshatsui, Kowloon, Hong Kong not less than 48 hours before the time for holding the meeting, in default of which the instrument of proxy shall not be treated as valid.
- (6) An explanatory statement containing information regarding the Ordinary Resolution set out in item 4(II) above will be sent to shareholders together with the Company's 2001 Annual Report.