

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Kong Sun Holdings Limited (the "Company") will be held at Salon Room II, Ballroom Level (B3), The Ritz-Carlton, Hong Kong of 3 Connaught Road, Central, Hong Kong on Thursday, 30 May 2002 at 3:00 p.m. for the following purposes:

### ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2001.
2. To re-elect retiring directors and authorise the Board of Directors to fix their remuneration.
3. To re-appoint auditors and authorise the Board of Directors to fix their remuneration.

### SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

4. **"THAT:**
  - (a) subject to paragraph (c) below, 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 in the additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements, and options (including bonds, warrants convertible loan notes and debentures convertible in shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the directors during the Relevant Period to make or grant offers agreements and options which would or might require the exercise of such powers 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) and issued by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
    - (i) a rights issue (as hereinafter defined);
    - (ii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into shares;
    - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of the Company's shares or rights to acquire the Company's shares; and

## Notice of Annual General Meeting

- (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the Articles of Association of the Company.

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the resolution and the said approval shall be limited accordingly;

- (d) any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the directors of the Company and which are still in effect be and hereby revoked; and
- (e) 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 law or articles of association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of shareholders of the Company in general meeting; and

“Rights Issue” means the allotment, issue or grant of shares pursuant to an offer of shares of the Company open for a period fixed by the directors of the Company to holders of the shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares of the Company or class thereof (subject to such exclusion 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 to any territory outside Hong Kong).”

(5) **“THAT:**

- (a) subject to paragraph (b) of this resolution, the director be and are hereby granted an unconditional general mandate to repurchase on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, the shares of the Company and that the exercise by the directors of the Company of all powers of the Company during the Relevant Period to repurchase the shares, subject to and in accordance with all applicable laws and the requirements of The Rules Governing the Listing of Securities on the Stock Exchange as amended from time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the shares capital of the Company in issue on the date of passing of this resolution;

## Notice of Annual General Meeting

(c) any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which has been granted to the directors and which are still in effect be and hereby revoked; and

(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 required by any applicable law or the articles of association of the Company to be held; or

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Company’s shareholders in general meeting.”

(6) **“THAT** subject to the passing of ordinary resolutions numbered (4) and (5) above, the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally under ordinary resolution numbered (4) above, be and is hereby increased and extended by the addition thereto of the aggregated nominal amount of the Company’s shares which may be repurchased by the Company pursuant to and in accordance with the mandate granted under ordinary resolution numbered (5) above provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

By Order of the Board  
**Kong Look Sen**  
*Chairman and Managing Director*

Hong Kong, 22 April 2002

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, to vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a naturally certified copy thereof, must be lodged with the Company’s Share Registrars, CENTRAL REGISTRATION HONG KONG LIMITED of Room 1712, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time scheduled for the holding of the meeting or any adjourned meeting.
3. The Register of Members will be closed from Wednesday, 22 May 2002 to Friday, 24 May 2002, both days inclusive, during which period no transfer of shares can be effected. In order to establish entitlement to attend and vote at the forthcoming Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Share Registrars, Central Registration Hong Kong Limited, not later than 4:00 p.m. on Tuesday, 21 May 2002.