

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 38/F., Function Room, Tianjin Building, 167 Connaught Road West, Hong Kong on Friday, 24th May 2002 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st December 2001;
2. To declare a final dividend for the year ended 31st December 2001;
3. To re-elect directors and to authorise the board of directors to fix their remuneration;
4. To appoint auditors and to authorise the board of directors to fix their remuneration; and
5. As special business to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

### ORDINARY RESOLUTIONS

A. **“THAT:**

- (a) 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 of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or 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 the shares to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on 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 Companies Ordinance (Chapter 32 of the Laws of Hong Kong) or the Articles of Association of the Company or other applicable laws of Hong Kong to be held; and
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

## B. "THAT:

the granting of an unconditional general mandate to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions be and is hereby approved:

- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined) save the directors of the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (b) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares in the Company upon the exercise of the subscription rights attaching to any warrants of the Company, or (iii) an issue of shares pursuant to the exercise of any options which may be granted under 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 shares or rights to acquire shares of the Company; or (iv) an issue of shares in the capital of the Company as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of this Resolution; 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 Companies Ordinance (Chapter 32 of the Laws of Hong Kong) or the Articles of Association of the Company or other applicable laws of Hong Kong to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

"Rights Issue" means an offer of shares in the capital of the Company open for a period fixed by the directors of the Company made to holders of shares on the register of the Company on a fixed record date in proportion to their then 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 recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong)."

C. **“THAT**, conditional upon passing Resolution No. 5A set out in the notice convening this meeting, the general mandate to the directors of the Company to exercise the powers of the Company to allot shares pursuant to Resolution No. 5B 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 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. 5A set out in the notice convening this meeting, 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 this Resolution.”

6. As special business to consider and, if thought fit, pass the following resolution as Special Resolution:

### SPECIAL RESOLUTION

**“THAT** the Articles of Association of the Company be altered in the following manner:

A. by adding the following definition in Article 2 immediately after the definition “Ordinance to bear same meaning in Articles”:

“electronic communication                      A communication sent by electronic transmission in any form through any medium”

“Listing Rules                                “Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited”

B. by deleting the definition “writing.” “printing.” in Article 2 in its entirety and substituting the following therefor:

“writing, printing.                          Written or printed or printed by lithography or printed by photography or typewritten or produced by any other mode of representing words in a visible form or, to the extent permitted by, and in accordance with the Ordinance and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or partly in one visible form and partly in another visible form.”

C. by adding the following as the last paragraph in Article 2:

“References to a document being executed include references to its being executed under hand or under seal or, to the extent permitted by, and in accordance with the Ordinance and other applicable laws, rules and regulations, by electronic signature or by any other method. References to a document, to the extent permitted by, and in accordance with the Ordinance and other applicable laws, rules and regulations, include references to any information in visible form whether having physical substance or not.”

D. by deleting the existing Article 163. in its entirety and substituting the following therefor:

- “163. (a) The Board shall from time to time in accordance with the provisions of the Ordinance lay before the Company at its annual general meeting such profit and loss accounts, balance sheets, Directors’ report, Auditors’ report and group accounts (if any) (the “Financial Documents”) as are so required by the Ordinance.
- (b) Subject to paragraph (c), the Company will, in accordance with the Ordinance, other applicable laws, rules and regulations, deliver or send to each member of, or every holder of debentures of, the Company and every person registered under Article 45 and every other person entitled to receive notices of general meetings of the Company printed copies of the relevant Financial Documents or the summary financial report (each as defined in the Ordinance) at least twenty-one days before the date of general meeting.
- (c) Where an entitled person under Article 163.(b) has, in accordance with legislation and the Listing Rules, consented or is deemed to have consented to treat the publication of the relevant Financial Documents and/or the summary financial report (each as defined in the Ordinance) on the Company’s computer network as discharging the Company’s obligation under the Ordinance to send a copy of the relevant Financial Documents and/or the summary financial report (each as defined in the Ordinance) (the “Consenting Member”), then publication or making available by the Company, in accordance with legislation, on the Company’s computer network of the relevant Financial Documents and/or the summary financial report (each as defined in the Ordinance) at least twenty-one days before the date of the general meeting shall, in relation to each Consenting Member, be deemed to discharge the Company’s obligation under paragraph (b).

Provided that this Article shall not require a copy of these documents to be sent to more than one of the joint holders of any shares or debentures or to any member of, or any holder of debentures of, the Company who is not entitled to receive notices of general meetings of the Company and of whose address the Company is not aware, but any member or holder of debentures of the Company to whom a copy of these documents has not been sent shall be entitled to receive a copy of these documents free of charge on application at the registered office of the Company.”

with the following marginal note:

“Relevant financial documents and summary financial report to be sent to members.”

E. by deleting the existing Article 167. in its entirety and substituting the following therefor:

- “167. (a) Any notice or document (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules), whether or not to be given or issued under the Ordinance, other applicable laws, rules and regulations or these presents from the Company, may be served or delivered by the Company upon any member of, and any

holder of debentures of, the Company and to any other person who is entitled to receive notices of general meetings of the Company under the provisions of the Ordinance or of these presents:

- (i) personally;
- (ii) by sending it through the post in a prepaid envelope or wrapper addressed to such person at his registered place of address;
- (iii) by advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper being in each case a newspaper published daily and circulating generally in Hong Kong and specified or permitted for this purpose by the Ordinance and other applicable laws, rules and regulations, and for such period as the Directors shall think fit to the extent permitted by, and in accordance with the Ordinance and other applicable laws, rules and regulations;
- (iv) by sending or transmitting it as an electronic communication to such person at any telex or facsimile transmission number or electronic number or electronic address or computer network or website supplied by him to the Company for the giving of notice or document from the Company to him to the extent permitted by, and in accordance with, the Ordinance and other applicable laws, rules and regulations;
- (v) by publishing it on the Company's computer network and giving to such person a notice in accordance with the Ordinance, other applicable laws, rules and regulations stating that the notice or other document is available there (a "Notice of Availability") to the extent permitted by, and in accordance with, the Ordinance and other applicable laws, rules and regulations. The Notice of Availability may be given to such person by any of the means set out in Article 167. (a) (i), (ii), (iii), (iv) or (vi); or
- (vi) by sending or otherwise making available to such person through such means to the extent permitted by, and in accordance with, the Ordinance and other applicable laws, rules and regulations."

with the following marginal note:

"Service of notices."

- "(b) All notices or other documents with respect to shares standing in the names of joint holders shall be served on or delivered to whichever of such persons is named first in the register of members and any notice or document so served or delivered shall be deemed a sufficient service on or delivery to all the holders of such shares."

with the following marginal note:

“Notice to joint holders.”

F. by deleting the existing Article 169. in its entirety and substituting the following therefor:

“169. Any notice or other document (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules):

- (i) if served or delivered by post, shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same is posted, and, in proving such service or delivery, it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into the post. A certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board, that the envelope or wrapper containing the notice or other document was so prepaid, addressed and put into the post shall be conclusive evidence thereof;
- (ii) if sent or transmitted as an electronic communication in accordance with Article 167. (a) (iv) or through such means in accordance with Article 167. (a) (vi), shall be deemed to have been served or delivered at the time of the relevant despatch or transmission. A notice or document published on the Company’s computer network in accordance with Article 167.(a) (v) shall be deemed to have been served or delivered on the day following that on which a Notice of Availability is sent to the entitled person. In proving such service or delivery, a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof;
- (iii) if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery, and in proving such service or delivery, a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the notice or document was so served or delivered shall be conclusive evidence thereof; and
- (iv) if served by advertisement in newspapers in accordance with Article 167. (a) (iii), shall be deemed to have been served on the day on which such notice or document is first published.”

with the following marginal note:

“When notice deemed to be served.”

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G. by deleting the existing Article 172. in its entirety and substituting the following therefor:

“172. Any notice or document served or delivered or made available to any member by any of the means these presents, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his decease be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.”

with the following marginal note:

“Notice valid though member deceased.””

By Order of the Board  
**Wang Guang Hao**  
*Chairman*

Hong Kong SAR, 24th April 2002

### Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and to vote instead of him. A proxy need not be a member of the Company.
- (2) The Register of Members of the Company will be closed from Friday, 17th May 2002 to Friday, 24th May 2002, both days inclusive, during which period no transfer of shares can be registered.
- (3) 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 such power of attorney or other authority, must be deposited at the Company’s registered office at 26–38/F., Tianjin Building, 167 Connaught Road West, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjourned meeting (as the case may be)
- (4) The 2001 Annual Report of the Group also containing this notice together with a circular setting out further information regarding the Resolutions Nos 5 to 6 above will be despatched to shareholders as soon as practicable.