

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of The Grande Holdings Limited (the “Company”) will be held on 18 June 2002 at 8:30 a.m. on 11th Floor, The Grande Building, 398 Kwun Tong Road, Kowloon, Hong Kong 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 31 December 2001;
2. to declare a final dividend for the year ended 31 December 2001;
3. to re-elect retiring Directors and authorise the Board of Directors to fix their remuneration;
4. to appoint Auditors for the ensuing year and authorise the Board of Directors to fix their remuneration;
5. as special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and 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 power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power 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 of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue, (ii) the exercise of options granted under any share option scheme adopted by the Company, (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or

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part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution;

(d) for the purposes of this Resolution:

“Relevant Period” means the period from 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 the Company’s Bye-Laws to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution in general meeting of the Company; and

“Right Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (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 in any territory applicable to the Company).” and

6. to transact any other business.

By Order of the Board
Michael A.B. Binney
Director and Company Secretary

Hong Kong, 25 April 2002

Notes:

- (i) A member entitled to attend and vote at the meeting convened by the above notice and being the holder of two or more shares is entitled to appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.

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- (ii) In order to be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that authority, if any, must be deposited with the Company's Sub-Registrars, Tengis Limited at 4th Floor Hutchison House, 10 Harcourt Road, Central, Hong Kong, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (iii) The register of members will be closed from 12 June 2002 to 14 June 2002, both days inclusive, during which period no transfer of shares will be effected. To qualify for the recommended final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Sub-Registers, Tengis Limited at 4th Floor Hutchison House, 10 Harcourt Road, Central, Hong Kong, not later than 4:00 p.m. on 11 June 2002.