

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 8/F, Aon China Building, 29 Queens Road Central, Hong Kong on Friday, 21 June, 2002 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors (the "Directors") and auditors of the Company (the "Auditors") for the year ended 31 December, 2001.
2. To re-elect the Directors and to authorize the board of Directors to fix their remuneration.
3. To re-appoint Auditors and to authorize the board of Directors to fix their remuneration.
4. As special business to consider and, if thought fit, pass the following resolutions numbered below as Ordinary Resolutions of the Company:

## Ordinary Resolutions

**(1) "THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with Securities (as defined below) in the capital of the Company and to make or grant any offer, agreement and option (including derivatives, bonds, warrants, debentures, notes, options or convertible securities of the Company) which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Securities allotted or agreed conditionally or unconditionally to be allotted and issue by the Directors pursuant to the approval being granted pursuant to paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) exercise of subscription rights attaching to warrants of the Company; (iii) exercise of conversion rights attaching to any convertible securities of the Company; (iv) exercise of subscription rights attaching to options granted by the Company including those granted under a share option scheme adopted the Company; or (v) issue of Securities pursuant to any scrip dividend scheme or any other issue of Securities in lieu of the whole or part of the payment of dividend by the Company, shall not exceed 20 per cent. of the aggregate nominal amount of shares in the capital of the Company in issue as at the time of passing this Resolution; and

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until the earliest of the:

- (i) conclusion of the next annual general meeting of the Company following the passing of this Resolution (unless the authority given under this Resolution has been renewed by an ordinary resolution passed at the next annual general meeting); or
- (ii) expiration of the period within which the next annual general meeting of the Company is required by the bye-laws or any applicable laws of the Company to be held; or
- (iii) passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this Resolution;

“Securities” shall mean securities of any and all classes in the capital of the Company including shares, warrants and other securities carrying a right to subscribe or purchase securities of the Company; and

“Rights Issue” refers to the offer of Security by the Directors with a fixed period of acceptance to all holders of the Company’s Securities, or class of Securities, as recorded in its register of members on a fixed record date in proportion to their then holdings of such Securities (subject to any exclusion or alternative arrangements as the Directors may deem necessary or expedient in relation to overseas holders or fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of relevant regulatory bodies and stock exchanges in any territory outside Hong Kong).”

**(2) “THAT:**

- (a) subject to sub-paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Securities in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Securities may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“recognised stock exchange”), subject to and in accordance with the bye-laws and applicable laws of the Company and the rules and requirements of the Securities and Futures Commission, the Stock Exchange or any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Securities the Company is authorised to repurchase pursuant to the approval in sub-paragraph (a) above shall not exceed 10 per cent. of the issued share capital of the Company and the number of relevant class of other Securities as at the date of the passing of this Resolution;

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until the earliest of the:

- (i) conclusion of the next annual general meeting of the Company following the passing of this Resolution (unless the authority given under this Resolution has been renewed by an ordinary resolution passed at the next annual general meeting); or
- (ii) expiration of the period within which the next annual general meeting of the Company is required by the bye-laws or any applicable laws of the Company to be held; or
- (iii) passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this Resolution.”

**(3) “THAT** conditional upon Resolutions numbered (1) and (2) in this notice being passed, the aggregate nominal amount of Securities that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors in accordance with their powers to allot, issue and otherwise deal with Securities pursuant to the authority granted under Resolution number (1) shall be and is hereby increased and extended by the nominal amount of Securities repurchased by the Company under the authority granted to the Directors as mentioned in Resolution numbered (2), provided that such amount of Securities so repurchased shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital and the number of such relevant class of other securities (if any) of the Company at the date of passing of this resolution .”

**(4) “THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the shares of the Company falling to be issued pursuant to the exercise of any options granted under the 2002 share option scheme of the Company (the “New Share Option Scheme”) (the rules of which are tabled before the meeting and signed by the Chairman of the meeting), the New Share Option Scheme be and is hereby approved and adopted by the Company and the existing share option scheme adopted by the shareholders of the Company on 8th June, 1998 be and is hereby terminated, and the Directors be and are hereby authorized to implement and administer the New Share Option Scheme in accordance with the terms specified therein and any other statutory terms or requirements imposed by any relevant governing body, and that the authority given hereby shall continue for the duration of the New Share Option Scheme.”

**(5)** As special business to consider and, if thought fit, pass the following resolution numbered below as a Special Resolution of the Company:

## Special Resolution

(1) **“THAT** the bye-laws of the Company adopted by the shareholders of the Company on 8 June, 1998 be amended as follows:

(a) by deleting Bye-Law 76 in its entirety and substituting thereof the following:

“Subject to any special rights, privileges or restriction as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every shareholder who is present in person or by a duly authorised corporate representative or by proxy shall have one vote, and on a poll every shareholder present in person or by a duly authorised corporate representative or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-Law as paid up on the share). On a poll a shareholder entitled to more than one vote need not use all his votes or cast his votes in the same way.”; and

(b) by deleting Bye-Law 81 in its entirety and substituting thereof the following:

“Any shareholder of the Company entitled to attend and vote a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by duly authorised corporate representative or by proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise, including the right to vote individually on a show of hands.”

By Order of the board of Directors

**Dr. Hon Fong Ming, Perry**

*Chairman*

Hong Kong, 22 May, 2002

*Notes:*

- (1) A shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company and any appointment of proxy shall not preclude the shareholder entitled to vote at the said meeting to attend and vote in person if he so desires. A form of proxy has been enclosed in the 2001 Annual Report of the Company.
- (2) 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 notarially certified copy thereof, must be deposited at the Company's branch registrar in Hong Kong, Tengis Limited, 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meetings thereof.
- (3) In case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.