

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of members of The Sun's Group Limited (the "Company") will be held at the Tianshan, 5th Floor, Island Shangri-La Hong Kong Hotel, Tower II, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 21st June, 2002 at 10:30 a.m. for the following purposes:

Ordinary Business

1. To receive and consider the audited financial statements and the directors' report and auditors' report for the year ended 31st December, 2001.
2. To elect directors and to fix their remuneration.
3. To consider and, if thought fit, pass the following proposed Ordinary Resolution with respect to the appointment of Auditors, of which SPECIAL NOTICE had been given pursuant to section 89(3) of the Companies Act 1981 of Bermuda, and bye-law no. 154(2) of the Bye-Laws of the Company of the intention to propose the following resolution as an Ordinary Resolution:

"THAT Messrs. PricewaterhouseCoopers, be and they are hereby appointed as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting at a fee to be determined by the Directors."

75

Special Business

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as separate ordinary resolutions:

(A) "THAT:

- (i) subject to sub-paragraph (ii) of this resolution, 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 with additional shares in the capital of the Company and to make or grant offers, agreements, warrants and options which would or might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally unconditionally approved;

Notice of Annual General Meeting (Cont'd)

(ii) 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 sub-paragraph (i) of this resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined) or the exercise of subscription or conversion rights under any employee share option scheme or any warrants or any securities convertible into shares which may be issued by the Company, or any scrip dividend pursuant to the Bye-laws of the Company from time to time, shall not exceed twenty per cent of the nominal amount of the issued share capital of the Company on the date of this resolution and this approval shall be limited accordingly; and

(iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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 any applicable law to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.

“Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the directors to holders of shares on the register 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 restriction or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

Notice of Annual General Meeting (Cont'd)

(B) "THAT:

(i) subject to paragraph (ii) below, the exercise by the directors during the Relevant Period of all the powers of the Company to repurchase issued ordinary shares in the capital of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or on any other stock exchange in which the securities of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and the Bye-laws of the Company and the requirement of the Rules Governing the Listing of Securities on the Stock Exchange or of other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(ii) the aggregate nominal amount of the share capital which the Company is authorised to repurchase pursuant to the approval in paragraph (i) above shall not exceed ten per cent 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

(iii) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) 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 any applicable laws to be held; and

(c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting."

Notice of Annual General Meeting (Cont'd)

- (C) “**THAT** conditional upon resolution B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution B above shall be added to the aggregate nominal amount of share capital that may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the directors of the Company pursuant to resolution A above.”

By Order of the Board

Yuen Wai Kuen

Secretary

Hong Kong, 17th May, 2002

Notes:

- (i) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy in respect of the whole or any part of his holding of shares to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) A form of proxy for the meeting is enclosed. In order to be valid, the form of proxy must be deposited at the share registrars and transfer office of the Company, Tengis Limited, 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (iii) An explanatory statement containing further details regarding the ordinary resolutions in item 4 will be sent to shareholders together with the 2001 Annual Report.