

# WINFAIR INVESTMENT COMPANY LIMITED

## Notice of Annual General Meeting

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**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Members of the Company will be held at Tang Room, 3/F., Sheraton Hong Kong Hotel & Towers, No. 20 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 16 August 2002 at 9:30 a.m. for the following purposes:-

1. To receive and consider the Reports of the Directors and of the Auditors, and the audited financial statements of the Company and of the Group for the year ended 31 March 2002.
2. To approve a Final Dividend of HK\$0.07 per share as recommended by the Directors.
3. To re-elect Directors and to fix their remuneration.
4. To re-appoint Auditors and to authorise the Board to fix their remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:—

**“THAT**

- (a) subject to paragraph (c), pursuant to Section 57B of the Companies Ordinance, 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) 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), otherwise than pursuant to a Rights Issue, shall not exceed 20 percent of the aggregate nominal amount of the share capital of the Company in issue and the said approval shall be limited accordingly; and
- (d) 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 to be held; and
- (iii) the revocation or variation of the authority hereby expressly given under this Resolution by ordinary resolution of the shareholders in general meeting.

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## Notice of Annual General Meeting (Cont'd)

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“Rights 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 law of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

By Order of the Board  
**Lam Ping Kwan, Clement**  
*Company Secretary*

Hong Kong, 27 June 2002

*Registered Office:*  
Rooms 501-2, Lee Kiu Building  
51 Jordan Road  
Kowloon

*Notes:*

The Register of Members will be closed from Monday, 12 August 2002 to Friday, 16 August 2002, both days inclusive, during which period no transfer of shares can be registered.

A Member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote on his behalf and such proxy need not be a Member of the Company. The proxy form must be lodged at the Company's registered office at least 48 hours before the time for holding the meeting.

A Member who is a corporation may by resolution of its Directors or other governing body authorise any of its officials or any other persons to act as its representative in the meeting and exercise the same powers on its behalf as if he had been an individual member of the Company and such corporation shall be deemed to be present in person at any such meeting if a person so authorised is present thereat.

All transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Central Registration Hong Kong Limited, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 9 August 2002.