



NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of the Company will be held at World Trade Centre Club Hong Kong, 38/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on 29th August 2002 (Thursday) at 4:30 p.m. for the purpose of transacting the following business:-

ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st March 2002.
2. To declare a final dividend for the year ended 31st March 2002.
3. To re-elect directors and to authorise the Board to fix their remuneration.
4. To appoint auditors for the ensuing year and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass:-

5. **As Ordinary Resolution No. I:**

"THAT:-

- (i) subject to paragraph (iii) of this Ordinary Resolution, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (iii) of Ordinary Resolution No. II) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this Ordinary Resolution shall authorise the directors during the Relevant Period to make and grant offers, agreements and options including warrants to subscribe for shares in the Company which might require the exercise of such power after the end of the Relevant Period;
- (iii) 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 (i) of this Ordinary Resolution, otherwise than pursuant to (i) a Rights Issue (as defined in hereinafter) or (ii) the exercise of the rights of subscription or conversion under the terms of any securities of the Company which carry the right to subscribe or are convertible into shares in the Company or (iii) the exercise of options which may be granted under any share option scheme of the Company or (iv) an issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with 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 at the date of this Ordinary Resolution and the said approval shall be limited accordingly; and



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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 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).”

6. **As Ordinary Resolution No. II:**

“THAT:

- (i) subject to paragraph (ii) of this Ordinary Resolution, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (iii) of this Ordinary Resolution) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (“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, Articles of Association of the Company 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 proved;
- (ii) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (i) of this Ordinary Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Ordinary Resolution, and the said approval shall be limited accordingly; and
- (iii) for the purpose of Ordinary Resolutions No. I and II, “Relevant Period” means the period from the passing of the related resolution until whichever is the earlier 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 Articles of Association of the Company or any applicable laws to be held; and
 - (c) the revocation or variation of the related resolution by the shareholders of the Company in general meeting.”

7. **“THAT** conditional upon passing of Ordinary Resolutions No. I and II as set out in the notice of this meeting, the aggregate nominal amount of the shares in the Company which are repurchased by the Company pursuant to the authority granted to the directors of the Company mentioned in Ordinary Resolution No. II shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with Ordinary Resolution No. I aforesaid.”



8. As Special Resolution:

“THAT the Articles of Association of the Company be and are amended in the following manner:-

- (a) By adding the following new definitions to Article 3 of the Articles of Association:

“address” has the ordinary meaning given to it and includes any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Articles

“Company’s website” means the website of the Company or any other computer network designated by the Company from time to time, the address or domain name of which has been notified to members at the time the Company seeks the relevant Member’s consent for the purpose of Article 125

“communication” includes a communication comprising sounds or images or both

“electronic communication” means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa) by means of a telecommunications system (within the meaning of the Telecommunications Ordinance (Chapter 106 of the Laws of Hong Kong)) or by other means but while in an electronic form

“Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and any amendments thereto for the time being in force”

- (b) By deleting the existing definition of “the Ordinance” in Article 3 and substituting therefor the following new definition:

“the Ordinance” means the Companies Ordinance, Chapter 32 of the laws of Hong Kong;”

- (c) By deleting the paragraph immediately after the definition of “Secretary” in Article 3 of the Articles of Association in its entirety and inserting the following new paragraphs:-

“references to “writing” or “printing” shall, unless the contrary intention appears, be construed as including writing, printing, lithography, photography, typewriting and every other mode of representing or reproducing words or figures in visible form (including an electronic communication or record, publication on the Company’s website, telex and facsimile transmission message) whether having physical substance or not;”

“unless inconsistent with the subject or context, words importing the singular number shall include the plural number and vice versa, words importing one gender shall include all genders, and references to persons shall include corporations, associations and bodies of persons;”

“references in these Articles to any statutory provision shall be construed as including references to:

- (i) any statutory modification or re-enactment thereof;
- (ii) all subsidiary legislation, regulations or orders made pursuant thereto; and
- (iii) any statutory provisions of which such statutory provision is a re-enactment or modification;”



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(d) By deleting the existing Article 123 of the Articles of Association and substituting therefor the following:-

"123. (A) The Directors shall, from time to time, in accordance with the Ordinance and any other applicable ordinances, statutes, rules and regulations (including the Listing Rules), cause to be prepared and to be laid before the general meeting of the Company such profit and loss accounts, balance sheets, group accounts (if any), reports of the Directors and of the auditors and other documents (if any) as are required. Each balance sheet shall be signed on behalf of the Board by two of their members. The Directors may also cause to be prepared any other financial documents (including without limitation any summary financial report) as they think fit.

(B) Subject to (C) below, a copy of the relevant financial documents or the summary financial report shall, not less than 21 days before the general meeting in accordance with the requirements of the Ordinance, be delivered or sent to each person entitled thereto by post and copies shall also be sent in appropriate numbers to The Stock Exchange of Hong Kong Limited in accordance with the terms of any listing agreement for the time being binding on the Company or with the continuing obligations binding on the Company by virtue of any listing. No accidental non-compliance with the provisions of this Article shall invalidate the proceedings at the meeting.

(C) Where the person referred to in (B) above has, in accordance with the Ordinance and any other applicable ordinances, statutes, rules and regulations (including the Listing Rules), consented to treat the publication of the relevant financial documents and/or the summary financial report on the Company's website and/or in any other permitted manner (including by sending any form of electronic communication) as discharging the Company's obligation under the Ordinance to send a copy of the relevant financial documents and/or the summary financial report, then subject to compliance with the publication and notification requirements of the Ordinance, any other applicable ordinances, statutes, rules and regulations (including the Listing Rules), publication by the Company of such documents at least 21 days before the date of the general meeting shall, in relation to each of that person, be deemed to discharge the Company's obligations under (B) above.

(D) For the purposes of this Article, "relevant financial documents" and "summary financial report" shall have the meaning ascribed to them in the Ordinance."

(e) By deleting Article 125 of the Articles of Association in its entirety and substituting therefor the following:

"125.(A) Except where otherwise expressly stated, any notice or document to be given, sent or issued by or on behalf of the Company shall be given in writing or, to the extent permitted by the Ordinance and any other applicable ordinances, statutes, rules and regulations (including the Listing Rules), contained in an electronic communication.

(B) A notice or document may be served or delivered by the Company to any Member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Member at his registered address as appearing in the Register or by leaving it at that address addressed to the Member or by any other means authorized by the Member or by publishing it by way of advertisement in newspapers in accordance with the requirements of The Stock Exchange of Hong Kong Limited from time to time or in any other manner (including by sending any form of electronic communication) or, subject to the Ordinance and any other applicable ordinances, statutes, rules and regulations (including the Listing Rules), to such address as may from time to time be consented or authorized by the Member concerned or by publishing it on the Company's website and giving to the Member concerned notice of publication of such notice or document, in such manner as the Member may from time to time authorise."



- (f) By inserting the following new Article 127A immediately after the existing Article 127 of the Articles of Association:-

"127A. Any notice or other document(s), (i) if left by the Company at a registered address, shall be deemed to have been served at the time when it was so left, or (ii) if sent by facsimile transmission, shall be deemed to have been served at the time of transmission, or (iii) if sent by any other form of electronic communication, shall be deemed to have been served at the time of despatch unless notice of undelivery or notice of similar nature is received by the Company within 24 hours from the time of despatch, delivery or transmission, in which case such notice or document shall be re-sent to the addressee so addressed by post or left by the Company at his registered address, or (iv) if published by way of advertisement or on the Company's website, shall be deemed to have been served on the day if it was so published, or (v) if sent or delivered by any other means authorized in writing by the recipient concerned, shall be deemed to have been served when the Company so acted upon; and in proving any of the foregoing services, a certificate in writing signed by the Secretary or other officer of the Company as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof."

- (g) By deleting the existing Article 128 and substituting therefore the following new Article:-

"128. Any notice or other document may be given to a Member or any person either in the English language or the Chinese language only or in both the English language and the Chinese language provided that the Company has received the express confirmation in writing from such Member or person that he wishes to receive or otherwise has made available to him notices and documents to be given or issued to him by the Company either in the English language or the Chinese language only or in both the English language and the Chinese language (as the case may be), subject to due compliance with these Articles, the Ordinance and all other applicable ordinances, statutes, rules and regulations (including the Listing Rules)."

- (h) By deleting the existing Article 129 and substituting therefore the following new Article:-

"129. Any notice or document delivered or sent by post to or by way of electronic communication to, or left at, the registered address of any Member or by way of publication in newspapers or on the Company's website shall, if such Member be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal personal representative."

- (i) By deleting the existing Article 130 and substituting therefore the following new Article:-

"130. Any person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such share which shall have been issued prior to his name and address being entered in the Register as the registered holder of such share and which shall be duly given to the person from whom he derives his title to such share."

By Order of the Board

Lucy Wong

Secretary

Hong Kong, 11th July 2002



NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or not more than two proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be deposited at the Company's registered office at 27/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of member will be closed from 24th August 2002 to 29th August 2002, both days inclusive, during which period no transfers of shares will be effected. To determine entitlement to the recommended final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 23rd August 2002.
4. With regard to Ordinary Resolution No. 1, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company.