

NOTICE IS HEREBY GIVEN that the annual general meeting of Sa Sa International Holdings Limited (the "Company") will be held at Level 7, Bowen Room, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 29th August 2002 at 11:00 a.m. for the following purposes:-

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31st March 2002.
2. To consider and declare a final dividend for the year ended 31st March 2002.
3. To re-elect the retiring directors and to authorise the board of directors to fix their remuneration.
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:-

"THAT:-

conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of and permission to deal in the shares of the Company, representing 10% of the issued share capital of the Company as at 29th August 2002, to be issued pursuant to the exercise of any options (the "Options") granted under the share option scheme of the Company (the "Share Option Scheme"), a copy of which has been produced to this meeting marked "A" and signed by the chairman of the meeting for the purpose of identification:-

- (i) the existing share option scheme of the Company adopted on 22nd May 1997 (the "Existing Scheme") be and is hereby terminated and that all outstanding options granted pursuant to the Existing Scheme shall continue to be valid and exercisable in accordance with the rules of the Existing Scheme, subject to the provisions of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited; and

茲通告莎莎國際控股有限公司(「本公司」)謹訂於二零零二年八月二十九日(星期四)上午十一時假座香港金鐘道88號太古廣場港麗酒店7樓寶宏廳舉行股東週年大會·藉以處理下列事項:-

1. 省覽截至二零零二年三月三十一日止年度之經審核綜合財務報表·以及董事會報告與核數師報告。
2. 考慮及宣派截至二零零二年三月三十一日止年度之末期股息。
3. 重選退任董事並授權董事會釐定彼等之酬金。
4. 續聘核數師並授權董事會釐定其酬金。
5. 作為特別事項·考慮並酌情通過或經修訂後通過下述決議案為本公司之普通決議案:-

「動議:-

待香港聯合交易所上市委員會批准按本公司之購股權計劃(「購股權計劃」)授出之任何購股權獲行使而予以發行之本公司股份(代表二零零二年八月二十九日本公司已發行股份之10%)上市及買賣(印有「A」字樣的購股權計劃副本已於大會提呈·並由大會主席簽發以資識別):-

- (i) 本公司於一九九七年五月二十二日採納之現有購股權計劃(「現有計劃」)謹此終止·而根據現有計劃授出之所有尚未行使購股權按照現有計劃規例將繼續有效及可予行使·惟須受香港聯合交易所有限公司證券上市規則之條文所限制:

(ii) the Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised, at their absolute discretion, to grant Options and to allot and issue shares of the Company.”

(ii) 謹此批准及採納購股權計劃，及本公司董事謹此獲授權酌情授出購股權和配發及發行本公司股份。」

6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:—

6. 作為特別事項，考慮並酌情通過或經修訂後通過下述決議案為本公司之普通決議案：—

“THAT:—

「動議：—

(A) subject to paragraph 6(C) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(A) 在下文6(C)段之規限下，謹此一般及無條件地批准本公司董事會（「董事會」）於有關期間（定義見下文）行使本公司之一切權力，以配發、發行及處理本公司股本中之未發行股份，並作出或授予可能需要行使該項權力之建議、協議及購股權（包括本公司之認股權證、債券及可換股債券）；

(B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;

(B) 董事會謹此獲授權，於有關期間作出或授予可能須於有關期間或屆滿後作出或授出可能須行使該等權力之建議、協議及購股權（包括本公司之認股權證、債券及可換股債券）；

(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 pursuant to the approval in paragraph 6(A) and (B), otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution; and

(C) 董事會根據6(A)及(B)段批准配發或有條件或無條件地同意配發（不論是否根據購股權或以其他形式配發）之股本面值總額，除根據配售新股（定義見下文）或行使根據本公司所採納之購股權計劃而授出之任何購股權或本公司可予發行之認股權證所附認購權而配發股份或根據本公司組織章程細則發行股份以代替該等股份之全部或部分股息或任何以股代息計劃或類似安排外，不得超過於本決議案通過時本公司已發行股本總面值之20%；及

(D) for the purposes of this resolution:—

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest 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 memorandum and articles of association of the Company or any applicable law of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

(D) 就本決議案而言：—

「有關期間」指本決議案獲通過時至下列最早日期止之期間：—

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司組織大綱及章程細則或開曼群島任何適用法例規定本公司下屆股東週年大會須予舉行之期限屆滿之時；及
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案所授予權利。

「配售新股」指董事會於指定期間內向於指定記錄日期名列股東名冊之股份持有人按彼等當時持有該等股份之比例提呈配售股份（惟本公司董事會可就零碎配額或經考慮任何有關司法權區法例規定之任何限制或責任或任何認可監管機構或任何證券交易所之要求，作出彼等認為必須或適當之行動以取消若干股東在此方面之權利或另作安排。）

7. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:—

“THAT:—

(A) subject to paragraph 7(C) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase issued shares 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 shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to purchase such securities are subject to and in accordance with all applicable laws, be and is hereby, generally and unconditionally approved;

(B) the approval in paragraph 7(A) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;

(C) the aggregate nominal amount of share capital of the Company purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph 7(A) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution; and

(D) for the purposes of this resolution:—

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

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

7. 作為特別事項，考慮並酌情通過或經修訂後通過下述決議案為本公司之普通決議案：—

「動議：—

(A) 受下文7(C)段之限制，謹此一般及無條件地批准本公司董事會（「董事會」）於有關期間（定義見下文）內，行使本公司之一切權力，按照所有適用之法例，於香港聯合交易所有限公司（「聯交所」）或任何其他獲證券及期貨事務監察委員會及聯交所就此認可而本公司股份在該交易所上市之交易所購回本公司資本中已發行股份，及本公司董事會行使本公司一切權力購回該等證券；

(B) 第7(A)段之批准為賦予董事會之任何其他授權以外所附加者，其授權董事代表本公司於有關期間促使本公司按董事會釐定的價格購回其股份；

(C) 本公司根據7(A)段之批准，於有關期間購回或有條件或無條件地同意購回之股本面值總額不得超過本公司於此決議案通過時已發行股本面值總額10%；及

(D) 就本決議案而言：—

「有關期間」指本決議案獲通過時至下列最早日期止之期間：—

(i) 本公司下屆股東週年大會結束時；

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of Cayman Islands to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

8. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:—

“THAT conditional upon the passing of the ordinary resolutions numbered 6 and 7 in the notice convening this meeting, the aggregate nominal amount of the shares in the capital of the Company which are purchased by the Company pursuant to and in accordance with the said resolution numbered 7 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 the resolution numbered 6 set out in that notice of meeting.”

By Order of the Board

Tse Ping Shing

Company Secretary

Hong Kong, 19th July 2002

Notes:

1. The register of members of the Company will be closed from 26th August 2002 to 29th August 2002, both days inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share and transfer office, Abacus Share Registrars Limited at 5th Floor, Wing On Centre, 111 Connaught Road, Central, Hong Kong for registration not later than 4:00 p.m. on 23rd August 2002.

(ii) 本公司組織大綱及章程細則或開曼群島任何適用法例規定本公司下屆股東週年大會須予舉行之期限屆滿之時；及

(iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案所授予權利。」

8. 作為特別事項，考慮並酌情通過或經修訂後通過下述決議案為本公司之普通決議案：—

「動議待召開本大會之通告所載第6項及第7項普通決議案獲通過後，本公司根據及按照上述第7項決議案購回之本公司股本中股份之面值總額須一併計入本公司董事會根據及按照召開本大會之通告所載第6項決議案配發或有條件或無條件地同意配發之本公司股本面值總額內。」

承董事會命

公司秘書

謝炳盛

香港，二零零二年七月十九日

附註：

1. 本公司將於二零零二年八月二十六日至二零零二年八月二十九日（首尾兩天包括在內）期間暫停辦理股份過戶登記手續。股東最遲須於二零零二年八月二十三日下午四時將所有過戶文件連同有關股票送交本公司之香港股份過戶登記分處雅柏勤證券登記有限公司（地址為香港中環干諾道中111號永安中心5樓），辦理登記手續。

2. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting.
 3. The instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority shall be delivered at the Company's branch share and transfer office, Abacus Share Registrars Limited at 5th Floor, Wing On Centre, 111 Connaught Road, Central, Hong Kong not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than forty-eight hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
 4. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
 5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
2. 有權出席本公司股東大會及於會上投票之股東可委任其他人士(須為個人)代其出席大會並於會上投票。進行不記名投票時,股東或受委代表均可投票。受委代表毋須為本公司股東。股東可委任多名代表代其出席任何股東大會。
 3. 委任代表之文據連同(倘董事會要求)經簽署之授權書或其他授權文件(如有)或經公證人簽署核實之授權書或授權文件副本,最遲須於大會或文據所指定人士擬於會上投票之任何續會指定舉行時間48小時前或倘不記名投票於大會或續會日期後進行,則於進行不記名投票之指定時間不少於48小時前送達本公司之股份過戶登記分處雅柏勤證券登記有限公司,地址為香港中環干諾道中111號永安中心5樓,否則委任代表之文據將視作無效。惟倘委任人透過電報、電訊或傳真確認已向本公司發出正式簽署之委任代表文據,則大會主席可酌情指示視委任代表文據已正式呈交。交回代表委任文據後,閣下仍可親自出席股東週年大會或進行不記名投票,於該等情況下,代表委任文據將視作已被撤回。
 4. 如屬任何股份之聯名登記持有人,則任何一位聯名登記持有人均可親身或委派代表就其股份於任何大會上投票,猶如彼等為唯一有權就有關股份投票者。惟倘超過一名聯名持有人親身或委派代表出席大會,則僅限於排名首位或排名較高(或視情況而定)之持有人方有權就有關聯名股份投票,就此而言,排名次序乃按聯名股東就有關聯名持有股份於股東名冊之排名先後釐訂。
 5. 代表委任文據須由委任人或以書面正式授權之人士簽署;或倘委任人為公司,則須加印公司印章或由獲正式授權之人員、授權代表或其他正式獲授權人士簽署。