

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Can Do Holdings Limited (“Company”) will be held at Suite 4109-17, 41st Floor, Jardine House, 1 Connaught Place, Central, Hong Kong on 16 September, 2002 at 10 a.m. to transact the following ordinary businesses:

1. To receive and approve the Reports of the Directors and of the Auditors together with the Audited Financial Statements for the year ended 31st March, 2002;
2. To re-elect Directors and to authorize the Directors to fix the Directors’ remuneration;
3. To re-appoint Auditors and to authorize the Directors to fix their remuneration.

and as special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary and/or special resolutions respectively:

### ORDINARY RESOLUTIONS

4. “**THAT**, with effect from the close of business of the day on which this resolution is passed, the existing share option scheme (“**Existing Scheme**”) adopted by the Company pursuant to an ordinary resolution passed by the shareholders of the Company on 13 December 1999 (a copy of the Existing Scheme having been produced to the meeting marked “**A**” and signed by the chairman of the meeting for the purposes of identification), be and it is hereby terminated save and except that the Existing Scheme will remain in force to the extent necessary to give effect to the exercise of the options granted thereunder prior to termination thereof.”
5. “**THAT**, subject to the passing of Resolution numbered 4 and with effect from the close of business of the day on which this resolution is passed, the rules of the share option scheme (“**New Scheme**”), the principal terms of which are summarized in the circular (“**Circular**”) to the shareholders of the Company (a copy each of the New Scheme and the Circular having been produced to the meeting marked “**B**” and “**C**”, respectively and signed by the chairman of the meeting for the purposes of identification) and the New Scheme, be approved and adopted and that the directors of the Company be and they are hereby authorised to approve any amendments to the rules of the New Scheme as may be acceptable or not objected to by The Stock Exchange of Hong Kong Limited, and at their absolute discretion to grant options to subscribe for shares thereunder and to allot, issue and deal with ordinary shares of HK\$0.25 each in the capital of the Company pursuant to the exercise of options from time to time granted under the New Scheme, and to take all such actions and steps as may be necessary, desirable or expedient to render the New Scheme unconditional and generally to implement and carry into effect the New Scheme, and further to exercise all such powers and discretion as are conferred on the directors of the Company by the terms of the New Scheme”.
6. “**THAT**
  - (a) subject to paragraph (b) of this Resolution and the passing of Resolution numbered 5, pursuant to Section 57B of the Companies Ordinance, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the terms of the New Scheme (as defined in Resolution numbered 5), the directors of the Company are hereby generally and unconditionally authorised to grant options under the New Scheme and to allot, issue and otherwise deal with ordinary shares (each a “**Share**”) of HK\$0.25 each in the capital of the Company pursuant to the exercise of options from time to time granted under the New Scheme;

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- (b) the aggregate nominal amount of Shares which may be allotted and issued upon the exercise of all options to be granted under the New Scheme and any other share option schemes of the Company as may hereafter from time to time be adopted by the Company shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution provided that (i) the aforesaid 10% limit may be refreshed by a further resolution of the shareholders passed in accordance with the terms of the New Scheme and (ii) options previously granted under any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of such other share option schemes) shall not be counted for the purpose of calculating the aforesaid 10% limit.

7. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, pursuant to Section 57B of the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (**“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the unissued ordinary shares in the capital of the Company, and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power, subject to and in accordance with all applicable laws, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or 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) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue; (ii) an issue of shares of the Company upon the exercise of conversion rights under the terms of any notes of the Company; (iii) the grant or exercise of any option under the share option scheme of the Company; (iv) an issue of shares of the Company as scrip dividends pursuant to the Articles of Association of the Company from time to time; or (v) any offer of any class of securities of the Company made pro rata (apart from fractional entitlements) by the Company to holders of such class of securities (excluding for that purpose any holder whose registered addresses as shown in the register of members of the Company on the relevant record date are outside Hong Kong), shall not exceed the aggregate of:
  - (1) 20% of the aggregate nominal amount of the ordinary share capital of the Company in issue at the date of passing of this Resolution; and
  - (2) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the ordinary share capital of the Company in issue at the date of passing of this Resolution),

and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

- (d) for the purpose of this Resolution,

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

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

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares as at that date (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 restrictions of obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

8. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“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 otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, and all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate fully paid-up nominal amount of the shares of the Company in issue at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “**Relevant Period**” means the period from 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 law to be held; or
  - (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting.”

9. “**THAT** the authority granted to the Directors pursuant to Resolution 7, if approved, be extended to cover such amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company pursuant to the authority granted under Resolution 8, if approved.”

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### SPECIAL RESOLUTION

10. “**THAT** the articles of association of the Company be altered by deleting article 77 in its entirety and replacing the same by the following paragraph as new article 77:

‘77. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 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, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.’

(a copy of the revised articles of association of the Company, with mark-up indicating the above amendment having been produced to the meeting marked “D” and signed by the chairman of the meeting for the purposes of identification).”

By Order of the Board  
**Can Do Holdings Limited**  
**Yeung Sau Chung**  
*Executive Director*

Hong Kong, 26 July 2002

*Notes:*

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. In order to be valid, the completed proxy form must be deposited at the Company’s registered office at 8th Floor, Luk Hoi Tong Building, No. 31 Queen’s Road Central, Hong Kong before the time appointed for holding of the meeting.
2. The record date for the purpose of determining the entitlement to attend and vote at the meeting is 13 September 2002. There will be no closure of register of members of the Company solely for the purpose of establishing such entitlement.
3. In relation to proposed resolutions nos. 4 and 5 above, approval is being sought from the shareholders for the termination of the Company’s existing share option scheme adopted on 13 December 1999 and the adoption of a new share option scheme in place thereof. Purpose of adopting the new share option scheme is to achieve compliance with the amended Chapter 17 of the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A summary of the principal terms of the new share option scheme as required by the Listing Rules will be set out in a separate document to be despatched to the shareholders.
4. Purpose of resolution no. 6 is to confer necessary authority on the directors to implement and carry into effect the new share option scheme and to set a limit on the maximum quantity of options that can be granted following adoption of the new scheme to reflect the relevant restriction imposed by the terms of the new scheme.
5. In relation to proposed resolutions nos. 7 and 9 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares pursuant to the laws of Hong Kong and the Listing Rules. The directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders or shares which may be issued upon the exercise of conversion rights attaching to convertible securities in issue.
6. In relation to proposed resolution no. 8 above, the directors wish to state that they will exercise the powers conferred thereby to purchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on such proposed resolution as required by the Listing Rules will be set out in a separate document to be despatched to the shareholders.
7. Purpose of resolution no. 10 is to amend the articles of association of the Company to require instruments of proxy to be deposited with the Company reasonably in advance of the time fixed for the meeting or the taking of a poll so that the Company can estimate the number of shareholders or their representatives attending.