

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders of Tanrich Financial Holdings Limited (the "Company") will be held at 10:00 a.m. (Hong Kong time) on Friday, 11th October, 2002 at Chater Room III, Function Room Level, The Ritz-Carlton, 3 Connaught Road Central, Hong Kong in order to consider the following business:

1. To receive the audited consolidated financial statements and the reports of the Directors and Auditors of the Company for the year ended 30th June, 2002.
2. To re-elect retiring Director(s) of the Company.
3. To re-appoint PricewaterhouseCoopers as the Auditors of the Company to hold office until the conclusion of the next annual general meeting and authorise the Directors of the Company to fix their remuneration.
4. To declare a final dividend of HK4.5 cents per share for the year ended 30th June, 2002.
5. As Special Business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:—

A. **"THAT:—**

- (i) subject to sub-paragraph (iii) of this Resolution, the exercise by the directors of the Company (the "Directors") during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares of the Company and to make or grant offers, agreements and options (including, without limitation, warrants to subscribe for shares or securities convertible or exchangeable into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this Resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including, without limitation, warrants to subscribe for shares or securities convertible or exchangeable into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this Resolution, otherwise than pursuant to (a) a Rights Issue (as defined below), (b) an issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants or any securities convertible into shares of the Company or similar instruments requiring the Company to issue shares, (c) an issue of shares of the Company upon the exercise of any options or other subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, or (d) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed an aggregate of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

- (iv) for the purposes of this Resolution:–

“Relevant Period” means the period from the date of 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 the Companies Act 1981 of Bermuda (as amended) 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 of the shareholders of the Company.

“Rights Issue” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (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 or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

B. **“THAT:–**

- (i) subject to sub-paragraph (ii) of this Resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to purchase shares in the capital of the Company and/or other securities of the Company, subject to the requirements set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the shares of the Company to be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in sub-paragraph (i) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing 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 date of 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 the Companies Act 1981 of Bermuda (as amended) or any applicable laws to be held; and

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(c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company.”

- C. “**THAT** subject to the passing of Resolution 5A and Resolution 5B set out in the notice convening the meeting at which this Resolution is considered, the aggregate nominal amount of shares of the Company which are purchased by the Company after the date of the passing of this Resolution (up to a maximum of 10 per cent. of the aggregate nominal amount of the share capital of the Company as stated in Resolution 5B set out in the notice convening the meeting at which this Resolution is considered) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to Resolution 5A set out in the notice convening the meeting at which this Resolution is considered.”

By Order of the Board
YIP Yu Kong, Daniel
Company Secretary

Hong Kong, 9th September, 2002

Notes:

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.
2. A form of proxy for the meeting is enclosed herewith. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting. In the event that a member who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to be revoked.
3. In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such power or authority), must be delivered to the principal place of business of the Company in Hong Kong situated at 16th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
4. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, at the meeting in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. An explanatory statement regarding the general mandate for the purchase of shares sought in the Ordinary Resolution set out in 5B above will be circulated with the 2002 Annual Report and Accounts to be sent to shareholders.