



NOTICE IS HEREBY GIVEN that the 2002 Annual General Meeting of the Company will be held at Room 701, 7th Floor, Sino Industrial Plaza, 9 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 15th November, 2002 at 3:00 p.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 30th June, 2002.
2. To re-elect retiring Directors and to authorize the Board of Directors to fix their remuneration.
3. To re-appoint Auditors and to authorize the Board of Directors to fix their remuneration.

And as Special Business, to consider and if thought fit, pass with or without amendments, resolutions numbered 4 to 6 as Ordinary Resolutions and resolution numbered 7 as a Special Resolution:

4. **THAT:**
 - (a) subject to paragraph (c) of this Resolution, the exercise by the Director during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the additional shares in the capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares in the Company or such convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers during and after the end of the Relevant Period;
 - (c) the aggregate nominal amount of the 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 (a) of this Resolution, otherwise than by way of (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which are convertible into shares, or (iii) an issue of shares in the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to the eligible participants prescribed thereunder of shares or rights to acquire shares of the Company, or (iv) issue of

shares in lieu of the whole or part of the dividend on shares in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval 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;
- (ii) 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 any applicable law to be held; and
- (iii) 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 in general meeting.

“Rights Issue” means the offer of shares in the Company or issue of options, warrants or other securities convertible into shares open for a period fixed by the Directors to holders of shares 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 (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regards to any restriction or obligations under the laws of or the requirements of any recognized body or any stock exchange in any territory applicable to the Company).”



5. **THAT:**

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws 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 approved;

(b) the aggregate nominal amount of the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution and the authority pursuant to paragraph (a) 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 the Bye-laws of the Company or any applicable law to be held; and

(iii) 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 in general meeting."

6. **THAT** conditional upon Resolutions numbered 4 and 5 being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to Resolution numbered 4 be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such

general mandate an amount representing the aggregate nominal amount of the share in the capital of the Company purchased by the Company under the authority granted pursuant to Resolution numbered 5, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution."

7. "THAT "上華控股有限公司" be adopted as the Chinese name of the Company for the purpose of registration under Part XI of the Companies Ordinance of Hong Kong."

By Order of the Board

Zhou Liping

Executive Director

Hong Kong, 20th September, 2002

Principal Office:

Room 701, 7th Floor
Sino Industrial Plaza
9 Kai Cheung Road
Kowloon Bay
Kowloon, Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company's Branch Registrar in Hong Kong, Tengis Limited, 4/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.
3. The Register of Members of the Company will be closed from 12th November, 2002 to 15th November, 2002, both days inclusive, during which period no transfer of shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the 2002 Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Registrar in Hong Kong, Tengis Limited, 4/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong not later than 4:00 p.m. on 11th November, 2002.