

**NOTICE IS HEREBY GIVEN** that the annual general meeting of I-Wood International Holdings Limited (the "Company") will be held at Annapurna Room of Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on 16 December 2002 at 4:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the period ended 30th June 2002.
2. To re-elect retiring directors and to fix the directors' remuneration.
3. To appoint auditors and to authorise the board of directors to fix their remuneration.
4. To transact any other ordinary business of the Company.

By Order of the Board  
**Mr. Sean Liu**

Hong Kong, 30th October 2002

*Principal Place of Business:*

Room 3504B, Far East Finance Centre  
16 Harcourt Road  
Admiralty  
Hong Kong

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

**Notes:**

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead. 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 notarially certified copy of that power or authority, must be deposited at the Company's principal place of business at 3504B, Far East Finance Centre, 16 Harcourt Road, Central, Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from 11th December 2002 to 16th December 2002, both dates inclusive, during which period no transfers of shares shall be effected. All transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Abacus Share Registrars Limited, at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong for registration by 4:00 p.m. on 10th December 2002.