

NOTICE IS HEREBY GIVEN that an annual general meeting of the above mentioned company (the “Company”) will be held at The Oregon Room, The American Club, 47th Floor, Two Exchange Square, No. 8 Connaught Place, Central, Hong Kong on Monday, 25th November, 2002 at 10:00 a.m. for the following purposes:

1. To receive and consider the reports of the directors and auditors and the statements of accounts for the year ended 30th June, 2002.
2. To re-elect Mr. Soo Hung Leung, Lincoln as director of the Company and authorise the directors of the Company to fix his remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as Auditors of the Company and authorise the Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to paragraph 4(b), the exercise by the directors of the Company (the “directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements or options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved; and
 - (b) 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 4(a), otherwise than (i) pursuant to a rights issue or (ii) pursuant to the exercise of options under any share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited or (iii) pursuant to the exercise of subscription rights attaching to any warrants of the Company or (iv) pursuant to the exercise of conversion rights conferred by the convertible bonds of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution;

- (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 as required by the bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this Resolution by any 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 of the Company to the holders of shares 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 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, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

5. “THAT:

- (a) subject to paragraph 5(b), the exercise by the directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company and warrants or other rights to subscribe for shares in the capital of the Company in each case on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose be and is hereby generally and unconditional approved;
- (b) the aggregate nominal amount of share capital of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph 5(a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of this resolution and the aggregate number of warrants to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company, pursuant to paragraph 5(a) shall not exceed 10 per cent. of the aggregate amount of the warrants in issue on the date of this resolution, and in each case, 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 as required by the bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this Resolution by any ordinary resolution of the shareholders of the Company in general meeting.”

6. “THAT:

- (a) conditional upon the passing of Ordinary Resolutions numbered 4 and 5 set out in the notice of the meeting of which this Resolution forms part, the aggregate nominal amount of the shares in capital of the Company which shall have been repurchased by the Company after the date hereof pursuant to and in accordance with the said Ordinary Resolution numbered 5 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 the general mandate to allot and issue shares granted to the directors of the Company by the said Ordinary Resolution numbered 4.”

By Order of the Board
Lam Che Wah, Danny
Company Secretary

Hong Kong, 25th October, 2002

Notes:

1. The registers of members and of warrant holders will be closed from Wednesday 20th November, 2002 to 22nd November, 2002, both days inclusive, during which period no transfers of shares will be registered. For the purpose of determining the identity of members who are entitled to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration by not later than 4:00 p.m. on Tuesday 19th November, 2002.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on behalf of him. A proxy need not be a member of the Company. 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 such power or authority must be deposited at the principal place of business of the Company in Hong Kong, at 41st Floor, Far East Finance Centre, 16 Harcourt Road, Central, Hong Kong, not later than 48 hours before the time for holding the Annual General Meeting. In default, the proxy will not be treated as valid.
3. With respect to the matters set out in Resolutions 4, 5 and 6 of this notice, approval is being sought from shareholders for general mandate to be given to the Directors to issue further shares and to purchase the Company's shares. In accordance with the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited and the Hong Kong Code on Share Repurchases Purchases, a letter setting out the terms and conditions upon which the power to purchase the Company's shares will be exercised accompanies this notice.