

# NOTICE OF ANNUAL GENERAL MEETING

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NOTICE IS HEREBY given that the Annual General Meeting of the Company will be held at the Antica Room, Gold Coast Hotel, 1 Castle Peak Road, Castle Peak Bay, Kowloon, Hong Kong on 5 December 2002 at 11:00 a.m. for the following purposes.

1. to receive and consider the Financial Statements and the Reports of the Directors and Auditors for the year ended 30 June 2002;
2. to re-elect directors;
3. to fix the directors' remuneration;
4. to appoint Deloitte Touche Tohmatsu as auditors for the ensuing year and to authorise the directors to fix their remuneration;
5. to pass the Ordinary Resolution:

**“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.50 each in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (iii) 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 of the Company pursuant to the approval given in paragraph (i) above, otherwise than pursuant to (i) a Rights Issue, (ii) an issue of shares as scrip dividends pursuant to the Bye-Laws of the Company from time to time, (iii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares 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 and the said approval shall be limited accordingly; and

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- (iv) for the purposes of this Resolution:

“Relevant Period” means the period from the 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 Bermuda law or the Company’s Bye-Laws to be held; or
- (c) the time at which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.”

6. to pass the Ordinary Resolution:

**“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on the terms and subject to the conditions 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 approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company;
- (iii) the aggregate nominal amount of the shares purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (i) above shall not exceed the aggregate of 10 percent of the aggregate nominal amount of the share capital of the Company in issue as at the time of passing this resolution; and
- (iv) for the purposes of this resolution:

“Relevant Period” means the period from the time 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 Bermuda law or the Company’s Bye-Laws to be held; or
- (c) the time at which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.”

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7. to pass the Ordinary Resolution:

“**THAT** conditional upon the passing of ordinary resolutions numbered 5 and 6 set out above of which this resolution forms part, the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors of the Company in the said ordinary resolution numbered 6 shall be added to the aggregate nominal amount of the issued share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the said ordinary resolution numbered 5.”

By Order of the Board

**Hung Kwok Keung, Keith**

*Company Secretary*

Hong Kong, 30 October 2002

***Head Office and Principal Place of Business:***

45th Floor, Office Tower

Convention Plaza

1 Harbour Road

Wanchai

Hong Kong

*Notes:*

1. Any Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's Hong Kong Share Registrars, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight hours before the time appointed for holding the meeting or any adjournment thereof.
3. The Transfer Books and Register of Members of the Company will be closed from 2 December 2002 to 5 December 2002 both days inclusive.
4. Concerning Resolution No. 5 above, approval is being sought from Members as a general mandate in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to 20 percent of the issued share capital.

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5. In relation to Resolution No. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company 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 this Resolution as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited will be set out in a separate document to be sent to the shareholders with the annual report for the year ended 30 June 2002.