

◀ Notice of Annual General Meeting ▶

Notice is Hereby Given That the Annual General Meeting of the Company will be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on 27 June 2003 at 2:00 p.m. for the following purposes:-

1. to receive the audited consolidated financial statements and the reports of the Directors and Auditors for the year ended 31 December 2002.
2. to re-elect retiring Director and to fix the Directors' remuneration.
3. to re-appoint Auditors and authorise the Directors to fix their remuneration.
4. as Special Business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:-

A. **"THAT**

- (a) subject to sub-paragraph (c) 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 of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) 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 sub-paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) 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, (iii) the exercise of 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 (iv) any scrip dividend or similar arrangement providing for the allotment of shares 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 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution and the said approval shall be limited accordingly; and

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- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 in general meeting.

“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 on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlement’s 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 the Hong Kong Special Administrative Region of the People’s Republic of China).”

B. “THAT

- (a) subject to sub-paragraph (b), the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase shares in the capital of the Company and/or other securities of the Company be and is hereby generally and unconditional approved;
- (b) the aggregate nominal amount of share capital of the Company to be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in sub-paragraph (a) during the Relevant Period shall (i) in the case of shares of the Company, not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and (ii) in the case of warrants of the Company, not exceeds 10 per cent. of the aggregate amount of warrants of the Company outstanding at the date of passing this Resolution, and the said approval shall be limited accordingly; and

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(c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 in general meeting.”

C. “**THAT** conditional upon Resolution 4A and Resolution 4B set out in the notice convening the meeting of which this Resolution forms part being passed, the aggregate nominal amount of the shares of the Company which are purchased by 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 4B set out in the notice convening this meeting of which this Resolution forms part) 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 pursuant to Resolution 4A set out in the notice convening this meeting of which this Resolution forms part.”

D. “**THAT** the grant of options to subscribe for 60,000,000 shares of US\$0.001 each pursuant to the share option scheme of the Company adopted on 19th November, 2001 to Hsien-Lin Shirley Yang, the president of the Company on the terms as set out in the circular to shareholders dated 25 April, 2003 of which the notice convening this Meeting forms part, be and are hereby approved.”

By Order of the Board

Lam Che-Wah Danny

Company Secretary

Hong Kong, 25 April 2003

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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) 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 notarially certified copy of that power or authority), must be deposited at the principal place of business of the Company in Hong Kong situated at 15th Floor, Sing Ho Finance Building, 166-168 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (3) With regard to the Ordinary Resolution set out in 4A above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from members as a general mandate in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (4) An explanatory statement regarding the general mandate for the purchase of shares sought in the Ordinary Resolution set out in 4B above will be circulated with the 2002 Annual Report and Accounts to be sent to shareholders.
- (5) Hsien-Lin Shirley Yang and her associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) shall abstain from voting on Resolution 4(D).