

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the members of the Company will be held at Ballroom B, 2nd Floor, Great Eagle Hotel, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 6 June 2003 at 10:00 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2002;
2. To re-elect Director, to authorise the Board to fix the Directors' remuneration and to set a maximum number of Directors;
3. To re-appoint Auditors and to authorise the Board to fix their remuneration;
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT

- (a) the creation and issue of four separate series of convertible loan notes in the principal amounts of US\$1,242,188, US\$3,125, US\$4,687 and US\$32,500, respectively (the "**Notes**") by the Company convertible into new ordinary shares of nominal value of HK\$0.10 each in the capital of the Company ("**Shares**") at the initial conversion price (with conversion price is subject to adjustment upon the occurrence of certain events as specified in the Instrument (as defined below)) of HK\$0.40 per Share in accordance with the terms and conditions contained in four separate subscription agreements each dated 3 March 2003 (the "**Subscription Agreements**") entered into between the Company (as issuer) and each of MC Capital B.V., Naomichi Komuro, Ma So Lan, Ivy and First Idea Holdings Limited (each as subscriber), copies of which are produced to the meeting and marked "A", "B", "C" and "D", respectively and initialled by the chairman of the meeting for the purpose of identification and subject to the terms and conditions contained in the respective instruments each dated 3 March 2003 constituting the relevant Notes (the "**Instruments**"), copies of which are produced to the meeting and marked "E", "F", "G" and "H" and initialled by the chairman of the meeting for the purpose of identification;
- (b) upon exercise from time to time of the conversion rights attached to the Notes, the allotment and issue of Shares pursuant to and in accordance with the terms and conditions of the Instruments and the Notes; and
- (c) the entering into by the Company of the Subscription Agreements and the execution by the Company of the Instruments,

be and are hereby approved, confirmed and ratified **AND THAT** any director of the Company or the directors of the Company (the "**Directors**") acting together or by committee be and are hereby authorised to do on behalf of the Company whatever such Director and Directors (as the case may be) may, in his, her or their (as the case may be) absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the performance and implementation by the Company of the Subscription Agreements and the Instruments, and the allotment and issue of the Notes and of the Shares pursuant to the terms of the Instruments and the Notes.;"

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5. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution, and 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 earlier of:
 - (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by Ordinary Resolution of the members in general meetings; and
 - (iii) 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 laws to be held.”;

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6. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period of all the powers of the Company to issue, allot and dispose of additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or disposed of during or after the end of the Relevant Period be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where shares are offered to members on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors 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) or 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 and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, the total nominal amount of additional shares issued, allotted, disposed of or agreed conditionally or unconditionally to be issued, allotted or disposed of (whether pursuant to an option or otherwise) shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and
- (b) for the purpose 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 revocation or variation of the authority given under this Resolution by Ordinary Resolution of the members in general meetings; and
 - (iii) 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 laws to be held.”; and

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7. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to issue, allot and otherwise dispose of additional shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by total nominal amount of shares in the capital of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”.

BY ORDER OF THE BOARD

Chung Yik Cheung, Raymond

Secretary

Hong Kong, 25 April 2003

Notes:

- (a) The Register of Members will be closed from Tuesday, 3 June 2003 to Friday, 6 June 2003, both days inclusive, during which period no transfer of shares can be registered. In order to qualify for attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Registrars in Hong Kong, Tengis Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:00 p.m. on Monday, 2 June 2003.
- (b) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company.
- (c) 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 lodged with the Company's Branch Registrars in Hong Kong, Tengis Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
- (d) An explanatory statement containing further details regarding items 5 to 7 above will be sent to members together with the 2002 Annual Report.