

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at Gloucester Room II, 3/F, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 3rd July, 2003 at 9:30 a.m. for the following purposes:

- (1) To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31st January, 2003.
- (2) To re-elect retiring Directors and to fix the Directors' remuneration.
- (3) To re-appoint Auditors for the ensuing year and authorise the Directors to fix their remuneration.
- (4) As special business to consider and, if thought fit, pass with or without amendments, the following resolution as Ordinary Resolution:

### ORDINARY RESOLUTION

**“THAT:**

a general mandate be and is hereby unconditionally given to the Directors of the Company to issue, allot and dispose of and to make or grant offers, agreements or options which might require the allotment, issue or disposal of shares not exceeding 20% of the issued share capital of the Company as at the date of the passing of this Resolution during the Relevant Period.

For the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; or
- (c) the expiration of the period within which the next annual general meeting of the Company is required, by the Memorandum and Articles of Association of the Company, the Companies Ordinance, Chapter 32 of the Laws of Hong Kong or other applicable law of Hong Kong, to be held.”

By Order of the Board of  
**Oxford Properties & Finance Limited**  
**Ho Kwok Kuen**  
*Secretary*

Hong Kong, 22nd May, 2003

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*Notes:*

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company. All proxies must be lodged with the Company's registered office at 1601 Wing On Centre, 111 Connaught Road, Central, Hong Kong, not less than 48 hours before the time fixed for the meeting.
2. The Register of Members will be closed from Monday, 23rd June, 2003 to Thursday, 3rd July, 2003, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's Registrars, Sums Limited, 1601 Wing On Centre, 111 Connaught Road, Central, Hong Kong not later than 4:00 p.m. on Friday, 20th June, 2003.
3. Concerning the Ordinary Resolution in item 4 above, approval is being sought from Members as a general mandate in compliance with Section 57B of the Companies Ordinance and the Listing Rules of The Stock Exchange of Hong Kong Limited.