

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Elegance International Holdings Limited (“the Company”) will be held at Boardroom I, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 22 August 2003 at 3:30 p.m. for the following purposes:–

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2003;
2. To declare the final dividends for the year ended 31 March 2003;
3. To re-elect retiring Directors and to authorise the Board of Directors to fix their remuneration;
4. To appoint Auditors and to authorise the Board of Directors to fix their remuneration;
5. As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as an Ordinary Resolution:–

“**THAT**:–

- (a) subject to paragraph 5(c) 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 in the capital 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 paragraph 5(a) above shall be in addition to any other authorisation given to the Directors of the Company and 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 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 and issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph 5(a) above, otherwise than pursuant to (i) a Rights Issue (as hereafter defined) or (ii) an issue of shares as scrip dividends pursuant to the Bye-laws of the Company from time to time; (iii) the issue of shares under the exercise of options under any share 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 subscribe for shares in the Company, shall not exceed:
 - (A) in the case of an allotment and issue of shares for cash, 10 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution;

Notice of Annual General Meeting (*continued*)

- (B) in the case of an allotment and issue of shares other than for cash, 20 percent of the aggregate nominal amount of the share capital in issue at the date of passing of this Resolution (less shares (if any) issued pursuant to the general mandate granted pursuant to sub-paragraph (A) of this Resolution), provided that, in any event, any shares to be allotted and issued by the Directors pursuant to the approval granted under this Resolution shall not be issued at a discount of 5 percent or more to the Benchmarked Price (as hereinafter defined) of the shares, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:–

“Benchmarked Price” shall be a price which is the higher of:–

- (i) the closing price of the shares of the Company as stated in the Hong Kong Stock Exchange’s daily quotations sheet on the date of signing of the agreement to which the transactions relates; or
- (ii) the average closing price of the shares of the Company as stated in the Hong Kong Stock Exchange’s daily quotations sheet for the five trading days immediately preceding the earlier of:
- (A) the date of signing of the agreement to which the transaction relates; or
- (B) the date on which the relevant transaction is announced; or
- (C) the date on which the price of the shares of the Company to be issued pursuant to the transaction is fixed.

“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 Hong Kong law or the Bye-laws of the Company to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of shareholders of the Company in General Meeting.

Notice of Annual General Meeting (continued)

“Right Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register of members on a fixed record date in proportion to their 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).”

6. As special business, to consider and if thought fit, pass the following resolution as an Ordinary Resolution: –

“**THAT:** –

- (a) subject to paragraph 6(c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 6(a) shall be in addition to any other authorisation given to the Directors of the Company;
- (c) the aggregate nominal amount of share capital purchased or agreed conditionally or unconditionally to be purchased by the Directors of the Company pursuant to the approval in paragraph 6(a) during the Relevant Period, shall be no more than 10 percent of the aggregate nominal amount of the existing issued share capital of the Company on the date of passing of this Resolution, and the said authority pursuant to paragraph 6(a) shall be limited accordingly; and
- (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 Hong Kong law or the Bye-laws of the Company to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of shareholders of the Company in General Meeting”.

Notice of Annual General Meeting (*continued*)

7. As special business, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:–

“**THAT** conditional on the passing of the Ordinary Resolution numbered 5 and 6 as set out in the notice of the Meeting of which this Resolution forms part, the aggregate nominal amount of the number of shares in the share capital of the Company that shall have been repurchased by the directors of the Company after the date of the passing of the Resolution pursuant to and in accordance with the said Ordinary Resolution numbered 6 shall be added to the aggregate nominal amount of share capital that may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued 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 5”.

By Order of the Board
Kwan Chi Kin Wallace
Company Secretary

Hong Kong, 26 June 2003

Principal Office: B2 & B4, 8/F., Block B, Mai Hing Ind. Bldg.,
 16 - 18 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong

Notes:–

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power of authority, must be deposited with the Company's registers in 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 for holding the Meeting, or any adjournment thereof.
3. The Register of Members will be closed from 16 August 2003 to 22 August 2003 both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed dividend, all transfers accompanied by the relevant share certificate must be lodged with the Company's Registers 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 15 August 2003.
4. An explanatory statement containing further details on resolution 6 above on the general mandate to repurchase shares will be sent to members of the Company together with the Annual Report for the year ended 31 March 2003.
5. With respect to the Resolution numbered 6, the present general mandate given by members pursuant to the Section 57B of the Companies Ordinance and the Listing Rules and the Hong Kong Code on Share Repurchases expires at the forthcoming Annual General Meeting and accordingly, a renewal of that general mandate is now being sought.