

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Miramar Ballroom, Hotel Miramar Penthouse, 130 Nathan Road, Kowloon on Thursday, 28th August, 2003 at 12:00 noon for the following purposes:

- (1) To receive and consider the reports of the directors and the auditors and the audited accounts for the year ended 31st March, 2003.
- (2) To elect directors and to authorise the board of directors to fix their remuneration.
- (3) To appoint auditors and to authorise the board of directors to fix their remuneration.
- (4) As special business, to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period 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 power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) 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;
- (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 of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or scrip dividend scheme of the Company, shall not exceed 20% 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
- (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 articles of association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

## Notice of Annual General Meeting *(Continued)*

‘Rights 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 of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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).”

By Order of the Board  
**Cheung Kit Man, Melina**  
*Company Secretary*

Hong Kong, 11th July, 2003

*Registered Office:*

9/F, King Fook Building  
30–32 Des Voeux Road Central  
Hong Kong

**Note:**

A shareholder is entitled to appoint not more than two proxies (except a member who is a clearing house or its nominee may appoint more than two proxies) to attend and vote on his behalf at the meeting. A proxy need not be a shareholder of the Company. A proxy form, to be valid, must be completed and returned to the Company’s registered office together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for the holding of the meeting.