

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Members of Berjaya Holdings (HK) Limited (the “Company”) will be held at Unit 2301, Wing On House, 71 Des Voeux Road Central, Hong Kong on Friday, 19th September 2003 at 10:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the Reports of the Directors and of the Auditors, and the consolidated accounts for the year ended 30th April 2003;
2. To re-elect Directors and to fix their remuneration;
3. To re-appoint Auditors and authorise the Board to fix their remuneration.

SPECIAL BUSINESS

4. To consider as special business 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 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 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 shares 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, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue and the said approval shall be limited accordingly; and
- (d) 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; and
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance 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

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“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 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 law of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

By order of the Board

Tan Ee Ling

Executive Director

Hong Kong,

13th August 2003

Notes:

1. A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote on his behalf and such proxy need not be a member of the Company. The proxy form must be lodged at the Company's registered office at least 48 hours before the time for holding the meeting.
2. A member who is a corporation may by resolution of its directors or other governing body authorise any of its officials or any other persons to act as the representative in the meeting and exercise the same powers on its behalf as if he had been an individual member of the Company and such corporation shall be deemed to be present in person at any such meeting if a person so authorised is present thereof.
3. The Register of Members will be closed from Thursday, 11th September 2003 to Friday, 19th September 2003 both days inclusive, during which period no transfer of shares can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Secretaries Limited, G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:00 p.m. on Wednesday, 10th September 2003.
4. Concerning item 4 above, the Directors wish to state that in respect of the general mandate, they have no immediate plans to issue any new shares of the Company.