

**NOTICE IS HEREBY GIVEN** that the 2003 Annual General Meeting of the Company will be held at Maple Room, 4th Floor, Central Conference Center, Wheelock House, 20 Pedder Street, Central, Hong Kong on Tuesday, 30th September, 2003 at 9:30 a.m. for the following purposes:

**Ordinary Business**

- (1) To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31st March, 2003;
- (2) To re-elect Directors and to fix their remuneration;
- (3) To re-appoint Auditors and authorise the Board of Directors to fix their remuneration;

**Special Business**

- (4) To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**THAT:**

- (a) subject to paragraph (c) of this Resolution 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 share capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares 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) above shall authorise the Directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or 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 by the directors of the Company pursuant to the approval in paragraph (a), of this resolution otherwise that pursuant to (i) a Rights issue; (ii) the exercise of warrants to subscribe for shares in the Company; (iii) any scrip dividend or similar arrangement; and (iv) the exercise of options granted under any share option scheme adopted by the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and 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;
- (ii) 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
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the members in general meeting.

“Rights Issue” means the allotment or issue of share in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the members of the Company pro rata to their existing holdings or shares or any other equity securities (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 any relevant jurisdiction or the requirement of any recognised regulatory body or any stock exchange).”

By order of the Board

**Leung Lok Ming**

*Company Secretary*

Hong Kong, 27th August, 2003

*Notes:*

1. Any member entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the Company’s branch share registrars and transfer office, Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong together with the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power of attorney or authority, not less than 48 hours before the time appointed for holding the above meeting.
3. The register of members of the Company will be closed from 24th September, 2003 to 30th September, 2003, both days inclusive, for the purpose of establishing entitlement of shareholders to vote at the meeting. During this period, no transfers of shares will be effected. All transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch registrar in Hong Kong for registration no later than 4:00 p.m., 23rd September, 2003.