

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Ruili Holdings Limited (formerly known as Terabit Access Technology International Limited) (hereinafter referred to as the “Company”) will be held at Macau Jockey Club, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connuaught Road Central, Hong Kong on Thursday, 27 November 2003 at 11:30 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements for the year ended 30 June 2003 and the Reports of the Directors and the Auditors thereon.
2. To re-elect retiring Directors and to authorise the Board of Directors to fix the Directors’ remuneration and appoint additional Directors.
3. To re-appoint Auditors and to authorise the Board of Directors to fix the Auditors’ remuneration.
4. To consider as Special Business and, if thought fit, pass (with or without amendments) the following resolutions 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 (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares of HK\$0.01 each in the capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such power, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) 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 (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to issue of shares as a result of (i) a Right Issue (as hereinafter defined); (ii) the exercise of the rights of subscription or conversion under the terms of any warrants of the Company or any other securities which are convertible into shares of the Company; or (iii) any scrip dividends pursuant to the bye-laws of the Company from time to time; or (iv) the exercise of options granted under any share option scheme of the Company or similar arrangement for the time being adopted, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution, 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; or
 - (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 law to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Right Issue” means an offer of shares of the Company open for a period fixed by the Directors of the Company to the holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or any class thereof as at that date (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 applicable to the Company).”

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

“THAT

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange and, if applicable, or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

- (c) 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; or
 - (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 law to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting."

6. To consider and, if thought fit, pass (with or without amendments) the following resolutions as an Ordinary Resolution:

"**THAT** subject to the passing of Resolution 4 and 5 set out in the notice convening this meeting, the general mandate granted to the Directors of the Company for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company pursuant to Resolution 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 5 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution."

By Order of the Board
Zhang Yiwei
Executive Director

Hong Kong, 28 October 2003

*Head office and principal place of business
in Hong Kong:*

Room 2703-04, 27th Floor
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING (Continued)

Notes:

1. A member entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll or on a show of hands, vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy together with any 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, must be lodged with the Company's branch share registrar in Hong Kong, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. With regard to item 4 above, the Directors of the Company wish to state that, currently, they have no plans to issue any additional new shares of the Company (other than pursuant to any of item (i), (ii), (iii) or (iv) contained in paragraph (c) of the Resolution 4). The present general mandate to issue shares given by the shareholders expires at the forthcoming annual general meeting and, accordingly, a renewal of that general mandate is now being sought.
4. With regard to item 5 above, the Directors of the Company wish to draw the attention of the shareholders to the circular which summarises the more important provisions of the Listing Rules relating to the repurchase of securities on the Stock Exchange by a company and will be despatched to the shareholders. The present general mandate to repurchase shares given by the shareholders expires at the forthcoming annual general meeting and, accordingly, a renewal of that general mandate is now being sought.