

NOTICE IS HEREBY GIVEN that the annual general meeting of Liu Chong Hing Investment Limited (the “Company”) for the year 2004 will be held at The Harbour Room on Level 3 of The Ritz-Carlton at 3 Connaught Road Central, Hong Kong on Wednesday, 28th April, 2004 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements together with Reports of the Directors and Auditors of the Company for the year ended 31st December 2003.
2. To approve the payment of the final dividend for the year ended 31st December, 2003.
3. To re-elect Directors and fix their remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as Auditors for the ensuring year and authorize the Board of Directors to fix their remuneration.

As special business to consider and, if thought fit, pass with or without modifications the following ordinary resolutions:

ORDINARY RESOLUTIONS

5. **“THAT**
 - (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission in Hong Kong and the Stock Exchange for this purpose, subject to

and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of 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 which the Company is authorized to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of 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 earliest 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 the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; or
- (iii) the date on which the authority set out in this resolution is revoked, renewed or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “THAT

- (a) subject to paragraph (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 (including bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are 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) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any rights of subscription or conversion under any warrants, bonds, debentures, notes and any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; (iii) an issue of shares of the Company upon the exercise of the subscription rights attaching to any options granted under any share option scheme adopted by the Company; (iv) an issue of shares as scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Company's Memorandum and Articles of Association from time to time; or (v) specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of 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 earliest 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 articles of association of the Company or the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked, renewed or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares or any class of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares 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 recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

7. **“THAT** conditional upon Ordinary Resolutions Nos. 5 and 6 set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution No.6 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 the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 5 set out in the notice convening this meeting, provided that such extended amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

As special business to consider and, if thought fit, pass with or without modifications, the following special resolutions:

8. **“THAT** certain Articles of the Articles of Association of the Company be and are hereby amended as follows:
- (a) by adding the following new definitions to Article 1:
 - “(i) “Associates” shall have the meaning as ascribed to it from time to time under the rules of the Stock Exchange.; and
 - (ii) “Notice” means written notice (whether in printed form or otherwise) unless otherwise specifically stated and as further defined in these Articles.; and
 - (iii) “Stock Exchange” means The Stock Exchange of Hong Kong Limited.”;
 - (b) by replacing the definition of “the Ordinance” in Article 1 with the following:

““the Ordinance” means the Companies Ordinance (Cap. 32 of the Laws of Hong Kong) and any amendments thereto or re-enactment thereof for the time being in force and includes every other ordinance incorporated therewith or substituted therefor and in the case of any substitution the references in these Articles to the provisions of the Companies Ordinance are to be read as references to the provisions substituted therefor in the new ordinance.”
 - (c) by replacing the word “notice” wherever it appears in the Articles with the word “Notice”;
 - (d) by replacing the words “The Stock Exchange of Hong Kong Limited” wherever it appears in the Articles with the words “the Stock Exchange”;

- (e) by adding the following after the last sentence of Article 45:

“Subject to the above, fully-paid shares shall be free from any restriction on the right of transfer (except when permitted by the Stock Exchange).”;

- (f) by amending Article 85 in the following manner:

- (i) re-numbering the existing Article 85 as sub-clause (1) of Article 85; and

- (ii) adding the following as sub-clause (2) of Article 85:

“Where any member is, under the rules of the Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”;

- (g) by adding the following after the second sentence of Article 89:

“Without prejudice to any applicable legislation, an alternate Director so appointed shall be deemed to be the agent of the Director who appoints him, and a Director who appoints an alternate Director shall be vicariously liable for any tort committed by an alternate Director while acting in the capacity of alternate Director.”;

- (h) by substituting the word “special” in Article 93 with the word “ordinary”;

- (i) by replacing sub-clauses (b) and (c) of Article 97 respectively with the following:

- (i) “(b) Notwithstanding that such disclosure is made as aforesaid, a Director shall not be entitled to vote in respect of any contract or arrangement in which he or any of his Associates is materially interested. If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director or any of his Associates or as to the entitlement of any Director to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be decided by a resolution of the Board (for which purpose such Director shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Director as known to such Director has not been fairly disclosed to the Board.”

- “(c) The restriction on the a Director’s entitlement to vote and be counted in the quorum as set out in sub-clause (b) above shall not apply to any of the following matters:
- (i) the giving of any security or indemnity either:
 - (aa) to the Director in respect of money lent or obligations incurred or undertaken by him or any of his Associates at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his Associates has assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his Associates is or is to be interested as a participant in the underwriting or sub-underwriting of the offer;
 - (iii) any proposal concerning any other company (not being a company in which the Director and/or any of his associates, is/are beneficially interested in five percent or more of the issued shares of any class or the voting rights of such company) in which the Director or any of his Associates is interested only as an officer or shareholder (whether directly or indirectly) of that company;
 - (iv) any proposal concerning the benefit of employees of the Company or its subsidiaries including:
 - (aa) the adoption, modification or operation of a share option scheme under which the Director or any of his Associates may benefit; or
 - (bb) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors their respective Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his Associates as such any privilege nor generally accorded to the class of persons to which such scheme or fund relates; and
 - (v) any contract or arrangement in which the Director or any of his Associates is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his interest in shares or debentures or other securities of the Company.”;

- (j) by replacing Article 104 in its entirety with the following:

“104. No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged with the Board at the Company’s registered office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that the period for lodgement of such notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”;

- (k) by amending Article 154 in the following manner:

“(i) adding the words “direct debit/credit, bank transfer or other automated system of bank transfer,” before the words “cheque or warrant” in the second line of Article 154; and

(ii) adding the words “and, in the case of a cheque or warrant, the same be” before the words “sent by post” in the second line of Article 154”;

- (l) by replacing Article 161 in its entirety with the following:

“161.(1) Subject to sub-clause (2), a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account (including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report) or a summary financial report (in such form as may be required by law from time to time) shall be sent to the registered address of each person entitled thereto at least twenty-one (21) days before the date of the general meeting and laid before the Company at the annual general meeting held in accordance with Article 64 provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

(2) Where a shareholder (a “**Consenting Shareholder**”) has, subject to due compliance with all applicable laws, rules and regulations, including, without limitation, the rules of the Stock Exchange, consented to treat the publication of the relevant financial documents and/or the summary financial report on the Company’s computer network as discharging the Company’s obligation under law to send a copy

of the relevant financial documents and/or the summary financial report, then publication by the Company, in accordance with law, on the Company's computer network of the relevant financial documents and/or the summary financial report at least twenty-one (21) days before the date of the general meeting shall, in relation to each Consenting Shareholder, be deemed to discharge the Company's obligations under sub-clause (1).";

- (m) by replacing Article 165 in its entirety with the following:

"165. Any Notice and/or document from the Company to a member and/or any person entitled thereto may be served by publication on the Company's website, and/or by electronic mail and/or given in writing and/or by cable, telex or facsimile transmission message and any such Notice, and (where appropriate) any other document may be served or delivered by the Company on or to any member either personally or by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or electronic mail address or transmitting it to any telex or facsimile transmission number supplied by him to the Company for the giving of Notice and/or sending a document to him or

which the person transmitting the Notice and/or document reasonably and bona fide believes at the relevant time will result in the Notice and/or document being duly received by the member and/or any person entitled thereto or, in the case of any Notice, may be served by advertisement in appropriate newspapers, in each case, in accordance with and subject to the requirements of applicable legislation (including, without limitation, the Ordinance) and/or the requirements of the Stock Exchange from time to time."

- (n) by amending Article 166 in the following manner:

"(i) re-numbering the existing Article 166 as sub-clause (1) of Article 166; and

(ii) adding the following as sub-clause (2) of Article 166:

"A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if such death, mental disorder or bankruptcy had not occurred."";

- (o) by replacing Article 170 in its entirety with the following:

“Any Notice or other document published on the Company’s website, transmitted, delivered or sent by post to or left at the registered address of any member, in pursuance of these Articles shall, notwithstanding that such member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly published, transmitted, served or delivered in respect of any share registered in the name of such member as sole or joint holder unless his name shall, at the time of the publication, transmission, service or delivery of the Notice or document, have been removed from the register as the holder of the share, and such publication, transmission, service or delivery shall for all purposes be deemed a sufficient publication, transmission, service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.”;

- (p) by replacing Article 171 in its entirety with the following:

“Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post. In proving such service of delivery, it shall be sufficient to prove that the envelope or wrapper containing the Notice or document was properly

addressed and put in the post, and a certificate in writing signed by the Secretary or other office of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (b) if published, served or delivered in any other manner contemplated by these Articles, shall be deemed to have been published, served or delivered at the time of publication, personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such publication, service or delivery, a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such publication, service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (c) may, notwithstanding any provision in these Articles to the contrary but subject always to the requirements of applicable legislation and/or rules and regulations of the Stock Exchange, be given to a member either in either the English language or the Chinese language, or both; and for the purposes of this Article, such Notice and document shall include (but not limited to):
- (i) the Directors’ report, the Company’s annual accounts together with a copy of the auditors’ report and where applicable, its summary financial report;

- (ii) the interim report of the Company;
 - (iii) a notice of meeting;
 - (iv) a listing document; and
 - (v) a circular.”; and
- (q) by replacing Article 177 in its entirety with the following:
- “~~177~~(1) Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 165 of the Ordinance) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damages or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, provided that this Article shall only have effect insofar as its provisions are not avoided by the Ordinance.
- (2) Subject to Section 165 of the Ordinance, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.
 - (3) The Company may purchase and maintain insurance for the benefit of the Company and/or any related company and/or of any Director, manager, secretary or officer of the Company against:
 - (a) (in the case of the Company and/or any related company) any loss, damage, liability and claim which it may suffer or sustain in connection with any breach by the Directors (and/or other officers and/or other persons) or any of them of their duties to the Company;
 - (b) (in the case of any Director, manager, secretary or officer of the Company) any liability to the Company, a related company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or a related company; and

- (c) (in the case of any Director, manager, secretary or officer of the Company) any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or a related company.

For the purpose of this Article 177(3), “related company” means any company that is the Company’s subsidiary or holding company or a subsidiary of that holding company.””

9. To transact any other business.

By Order of the Board

Liu Lit Mo

Managing Director

Hong Kong, 10th March, 2004

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. 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 thereof, must be lodged with the registered office of the Company at 7/F., New World Tower Two, 18 Queen’s Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The Register of Members of the Company will be closed from Thursday, 15th April, 2004 to Wednesday, 21st April, 2004, (both dates inclusive) during which period no transfer of shares will be effected. In order to qualify for the final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s Share Registrars, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than Wednesday, 14th April, 2004.
4. The Company’s Memorandum and Articles of Association is written in the English language and there is no official Chinese translation thereof. In case of any discrepancies between the English version of the proposed amendments to the Company’s Articles of Association and its Chinese translation, the English version shall prevail in all circumstances.