

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at Unit 903-906, 9th Floor, Tower I, Harbour Centre, 1 Hok Cheung Street, Hunghom, Kowloon, Hong Kong on Tuesday, 8 June 2004 at 11:15 a.m. for the following purposes:–

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2003.
2. To re-elect retiring directors and to authorise the board of directors to fix the directors' remuneration.
3. To appoint Charles Chan, Ip & Fung CPA Ltd. as auditors and to authorise the board of directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:–

(A) **"THAT:**

- (i) subject to sub-paragraph (iii) 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 deal with additional shares of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this resolution 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 powers after the end of the Relevant Period;
- (iii) 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 sub-paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue

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(as hereinafter defined); (b) the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares of the Company; (c) any share option scheme of the Company; (d) any scrip dividend or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company in force from time to time, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the approval granted under (A)(i) and A(ii) shall be limited accordingly; and

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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 laws to be held; or
- (c) the revocation or variation of the authority set out in this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members 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,

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any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(B) **“THAT:**

(i) subject to sub-paragraph (ii) 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 issued shares in the capital of the Company subject to and in accordance with all applicable laws and the Articles of Association of the Company, be and is hereby generally and unconditionally approved;

(ii) the aggregate nominal amount of shares in the capital of the Company which the Company is authorised to repurchase pursuant to the approval in sub-paragraph (i) of this resolution shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the approval granted under paragraph (B)(i) shall be limited accordingly; and

(iii) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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 laws to be held; or
- (c) the revocation or variation of the authority set out in this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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(C) **“THAT** the general mandate granted to the directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution numbered 4(A) above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) above.”

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:-

“THAT the articles of association of the Company be amended as follows:-

1. Article 2

by deleting the existing definition of “associate” and replacing it with the following new definition:

“ “associate(s)” shall have the same meaning attributed to it in the Rules Governing the Listing of Securities on the Stock Exchange;”

2. Article 16

(i) by adding the words “10 business days after” before the words “lodgement of a transfer”.

(ii) by adding the following words to the end of Article 16:

“For the purpose of this Article “business days” means any day on which the Stock Exchange is open for the business of dealing in securities, and “transfer” means a transfer duly stamped and otherwise valid, and does not include such transfer as the Company is for any reason entitled to refuse to register and does not register.”

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3. Article 80

by re-numbering Article 80 as 80(A) and inserting a new Article 80(B) as follows:

"Where any member is, under the Rules Governing the Listing of Securities on 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."

4. Article 95

by adding the following new paragraph to Article 95 as paragraph (E):

"A Director appointing an alternate Director shall not be vicariously liable for any tort committed by the alternate Director while acting in the capacity of an alternate Director".

5. Article 101

by deleting the word "special" in paragraph (A)(vii).

6. Article 102

(i) by deleting paragraph (G) in its entirety and replacing it with the following new paragraph (G):

" Save as otherwise provided by the Articles, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or any of his associates has a material interest, but this prohibition shall not apply to any of the following matters namely:-

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- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of them or obligations undertaken by him or any of them for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving by the Company or any of its subsidiaries of any security to a third party in respect of a debt or obligation of the Company or any of its subsidiaries which the Director or his associate(s) has himself or themselves guaranteed or secured in whole or in part;
- (iii) any contract or arrangement by a Director or his associate(s) to subscribe for shares, debentures or other securities of the Company or any of its subsidiaries issued or to be issued pursuant to any offer or invitation to members or debenture holders of the Company or any class thereof ("the Offerees") or to the public or any section thereof which does not provide in respect of any Director or his associate(s) as such any privilege or advantage not accorded to the Offerees;
- (iv) any contract or arrangement concerning an offer of the shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as participant in the underwriting or sub-underwriting of the offer;
- (v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company or any of its subsidiaries (as the case may be);

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- (vi) any contract or arrangement concerning any other company (not being a company in which the Director and any of his associate(s) in aggregate are beneficially interested in 5 per cent or more) in which the Director or his associate(s) is/are interested directly or indirectly whether as a shareholder or officer;
 - (vii) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or his associate(s) as such any privilege or advantage not accorded to the employees to which such scheme or fund relates;
 - (viii) any proposal or arrangement concerning the adoption, modification or operation of any employees' share scheme or share incentive or share option scheme under which the Director or his associate(s) may benefit."
- (ii) by deleting the existing paragraph (H) and replacing it with the following new paragraph (H):

"A company shall be deemed to be a company in which a Director together with any of his associate(s) own(s) 5 per cent or more if and so long as (but only if and so long as) he together with any of his associate(s) are (either directly or indirectly) the holders of or beneficially interested in 5 per cent or more of any class of the equity share capital of such company or of the voting rights available to members of such company. For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the Director's or any of his associate(s)'s interest is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in any authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder."

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- (iii) by adding the words "or his associate(s)" after the word "he" in paragraph (K).

7. Article 107

By deleting Article 107 in its entirety and replacing it with the following new article:

" No person, other than a retiring Director, shall unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged with the Company no earlier than the day after despatch of the notice of the general meeting and no later than seven days before the date of the general meeting and provided that the minimum length of the period during which such notice may be given shall be at least seven days."

8. Article 109

- (i) by deleting the words "special resolution" and replacing them with the words "ordinary resolution";
- (ii) by adding the words "provided that special notice is given of a proposed resolution to remove a Director or to appoint somebody in place of a Director so removed at the meeting at which he is removed" to the end of the first sentence after the words "another person in his stead".

9. Article 183(A)

by deleting the words "in paragraph (c)" and replacing them with the words "in paragraph (2)".

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6. To transact any other business of the Company.

By Order of the Board

Tam Wing Kin

Company Secretary

Hong Kong, 29 April, 2004

Registered Office:

27th Floor

Henley Building

5 Queen's Road Central

Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney (if any) or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the registered office of the Company at 27th Floor, Henley Building, 5 Queen's Road Central, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. With reference to Resolution 4(B) above, the explanatory statement containing the information relating to the repurchase of shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, will be despatched to shareholders in due course.