

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of shareholders of Moulin International Holdings Limited (the "Company") will be held at 3:30 p.m. on Monday, 14 June 2004 at 4/F, Kenning Industrial Building, 19 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong for the following purposes:

1. to receive and approve the audited consolidated financial statements and the reports of the directors of the Company and the auditors for the financial year ended 31 December 2003;
2. to declare a final dividend ;
3. to elect directors and to authorize the board of directors to fix the remuneration of the directors;
4. to re-appoint auditors and to authorize the board of directors to fix their remuneration;
5. As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

(A) "That:

- (a) subject to sub-paragraph (c) below, 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 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 might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) above shall authorize 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 sub-paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in sub-paragraph (d) below); (ii) the exercise of the subscription rights under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares; (iii) the exercise of the subscription rights under the terms of any warrants issued by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-Laws of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and



(C) "That conditional upon Resolutions 5A and 5B above being passed, the general unconditional mandate as mentioned in Resolution 5A above shall be extended by the directors pursuant to such general unconditional mandate of any amount representing the aggregate nominal amount of the share capital repurchased by the Company pursuant to the general unconditional mandate referred to in Resolution 5B above, provided that such extended amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution."

6. As special business, to consider and, if thought fit, pass the following resolutions as Special Resolutions:

"That the Bye-laws of the Company be and are hereby amended in the following manner:

(A) by inserting the following new definitions in Bye-law 1 :

- "Associate"            the meaning ascribed to it under the Listing Rules.
- "electronic"           relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time.
- "full financial statements"    the financial statements that are required under section 87(1) of the Companies Act.
- "Listing Rules"        the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time).
- "summarized financial statements"    the meaning ascribed to them in the section 87A(3) of the Companies Act.

(B) by deleting the definitions of "clearing house" in Bye-law 1 and substituting therefor the following:

"clearing house"    a recognized clearing house within the meaning of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorized shares depository recognized by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.

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(C) by deleting Bye-law 76 in its entirety and substituting therefor the following:

- "(1) No Member shall, unless the Board otherwise determines, be entitled to attend and vote and to be reckoned in quorum at any General Meeting unless he is duly registered and all calls or other sums presently payable by him in respect of shares in the Company have been paid; and
- (2) Where any Member is under the Listing Rules, 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."

(D) by deleting Bye-law 88 in its entirety and substituting therefor the following:

"No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a 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 at the head office or at the Registration 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 lodgment of such Notice(s) shall commence no earlier than the day after the dispatch 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."

(E) by deleting Bye-law 103 in its entirety and substituting therefor the following:

- "(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or 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:
- (a) the giving of any security or indemnity either:—
- (i) to such Director or his Associate(s) in respect of money lent by him or any of them to or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
- (ii) 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 himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security; or
- (b) any proposal concerning an offer of the 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 his Associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer; or

- (c) any proposal concerning any other company in which the Director or his Associate(s) is/are interested, whether directly or indirectly, as an officer or executive or member or in which the Director and his Associate(s) is/are beneficially interested in shares of the company, provided that the Director and/or his Associate(s) is/are not in aggregate beneficially interested in five (5) per cent or more of the issued shares of any class of such company (or of any third company through which his interest or that of his Associate(s) is derived) or of the voting rights; or
  - (d) any proposal or arrangement concerning the benefit of employees of the issuer or its subsidiaries including:—
    - (i) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or any of his associates may benefit; or
    - (ii) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, their Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or any of his Associates, as such any privilege or advantage not generally be accorded to the class of persons to which such scheme or fund relates;
  - (e) 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.
- (2) A company shall be deemed to be a company in which a Director and/or any of his Associates owns five (5) per cent or more of any class of the voting equity share capital of such company or of the voting rights of any class of shares of such company if and so long as (but only if and so long as) he and/or his Associates is (either directly or indirectly) the holder of or beneficially interested in five (5) per cent or more of any class of the equity share capital of such company (or of any third company through which his interest or that of his Associate(s) is derived) or of the voting rights of any class of shares of the company. For the purpose of this paragraph, there shall be disregarded any shares held by a Director or his Associates 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 interest of the Director or his Associates 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 an authorized unit trust scheme in which the Director or his Associates is interested only as a unit holder.
- (3) Where a company in which a Director and/or his associate(s) holds five (5) per cent or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.

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(4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the Meeting) or any of his Associates or as to the entitlement of any Director (other than such chairman) 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 referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his Associates concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting or his Associates, such question shall be decided by a resolution of the Board (for which purpose such chairman 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 chairman or his Associates as known to such chairman has not been fairly disclosed to the Board."

(F) by deleting the Bye-law 153 in its entirety and substituting therefor the following:

"(1) Subject to Section 88 of the Act and Bye-law 153 (2) below, 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 twenty-one (21) days before the date of the general meeting and laid before the Company in general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

(2) The Company may send summarized financial statements to members of the Company who have, in accordance with the Statutes, Listing Rules and any applicable laws, rules and regulations, consented and elected to receive summarized financial statements instead of the full financial statements. The summarized financial statements must be accompanied by the Auditor's report must be sent not less than twenty-one (21) days before the general meeting to those members that consented and elected to receive the summarized financial statements."

(G) by deleting the existing Bye-laws 160 to 161 (inclusive) in their entirety and substituting therefor the following:

"160. Any notice or document to be given or issued under these Bye-laws in writing may be served or delivered by the Company by any of the following means subject to and to such extent permitted by and in accordance with the Statutes, the Listing Rules and any applicable laws, rules and regulations:

(a) personally;

(b) by sending it through the post in a properly prepaid letter, envelope or wrapper addressed to a member at his registered address as appearing in the register of members;

- (c) by delivering or leaving it at such address as aforesaid;
- (d) by advertisement in an English language newspaper and a Chinese language newspaper in Hong Kong in accordance with the Listing Rules;
- (e) by transmitting it as an electronic communication to the entitled person at such electronic address as he may have provided; or
- (f) by publishing it on a computer network.

In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register of members and notice so given shall be sufficient notice to all the joint holders.

161. Any notice or document (including any "corporate communication" within the meaning ascribed thereto in the Listing Rules) given or issued by or on behalf of the Company:

- (a) if served or delivered by post, shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office (airmail if posted from Hong Kong to an address outside Hong Kong) and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so properly prepaid, addressed and put into such post office shall be conclusive evidence thereof;
- (b) if not served or delivered by post but delivered or left at a registered address by the Company, shall be deemed to have been served on the day it was so delivered or left;
- (c) if published by way of a newspaper advertisement, shall be deemed to have been served on the date on which it is advertised in one English language newspaper and one Chinese language newspaper in Hong Kong;
- (d) if sent as an electronic communication, shall be deemed to have been served at the time when the notice or document is transmitted electronically provided that no notification that the electronic communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served; and
- (e) if published on the Company's computer network, shall be deemed to have been served on the day on which the notice or document is published on the Company's computer network to which the entitled person may have access.

The signature to any notice or document by the Company may be written, typed, printed or made electronically."

