

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Shareholders of the Company will be held at 4th Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 25th August, 2004 at 11:00 a.m. for the following purposes :-

1. To receive and consider the Reports of the Directors and the Auditors and the Statement of Accounts for the year ended 31st March, 2004.
2. To approve the payment of the final dividend recommended by the Directors in respect of the year ended 31st March, 2004.
3. To re-elect Directors and to fix the fees of the Directors.
4. To re-appoint Auditors for the ensuing year and to authorise the Directors to fix their remuneration.
5. As special business, to consider and if thought fit, pass the following resolution as an Ordinary Resolution :-

“THAT :-

- (A) subject to paragraph 5(C) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot and issue additional shares in the share capital of the Company 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 5(A) 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 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) by the Directors of the Company pursuant to the approval in paragraph 5(A), otherwise than pursuant to a Rights Issue, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (D) for the purposes 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 law to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of Shareholders of the Company in General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

“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, on a fixed record date in proportion to their then holdings of such shares (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 outside Hong Kong).”

6. As special business, to consider and if thought fit, pass the following resolution as an Ordinary Resolution :-

“THAT :-

- (A) subject to paragraph 6(C) below, the exercise by the Directors of the Company during the Relevant Period 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 be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph 6(A) shall be in addition to any other authorisation given to the Directors of the Company;
- (C) the aggregate nominal amount of share capital purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph 6(A) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (D) for the purposes 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 law to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of Shareholders of the Company in General Meeting.”

7. As special business, to consider and if thought fit, pass the following resolution as an Ordinary Resolution :-

“THAT conditional upon the passing of the Ordinary Resolutions as set out in paragraphs 5 and 6, the general mandate granted to the Directors of the Company pursuant to paragraph 5(A) shall be 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 in paragraph 6, provided that such 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 the passing of this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

8. As special business, to consider and if thought fit, pass the following resolution as an Ordinary Resolution :-

“THAT the authorised share capital of the Company be increased from HK\$99,999,999.90 to HK\$108,999,999.90 by the creation of 30,000,000 additional shares of HK\$0.30 each and such shares to rank pari passu in all respects with the existing issued shares in the capital of the Company.”

9. As special business, to consider and if thought fit, pass the following resolution as an Ordinary Resolution :-

“THAT :-

- (A) upon the recommendation of the Directors of the Company, the sum of HK\$7,693,669.50, being part of the Company’s retained profits, be capitalised and accordingly such sum be applied in paying up in full at par 25,645,565 shares of HK\$0.30 each in the capital of the Company, such shares to be allotted and distributed (subject to paragraph 9(C) below) credited as fully paid among the persons who were registered as holders of the existing issued shares in the capital of the Company on Wednesday, 25th August, 2004 (“the allottees”) in the proportion of one share for every ten existing shares held and share certificates to such allottees in respect thereof be issued immediately;
- (B) such shares shall not rank for the recommended final dividend or any bonus issue in respect of the financial year ended 31st March, 2004 but shall, subject to the Memorandum of Association and new Bye-laws of the Company, rank pari passu in all other respects with the existing issued shares in the capital of the Company;
- (C) no fractional shares shall be allotted and distributed as aforesaid, and the fractional entitlements shall be rounded down to the nearest whole number, aggregated and sold for the benefit of the Company; and
- (D) the Directors of the Company be authorised to do all acts and things as may be necessary or expedient in relation to the bonus issue of shares.”

10. As special business, to consider and if thought fit, pass the following resolution as a Special Resolution :-

“THAT the new Bye-laws of the Company be amended as follows :-

(1) (i) By inserting the following new definitions in Bye-law 1 :-

““associate” shall have the meaning attributed to it in the rules of the Designated Stock Exchange;”

““clearing house” shall mean a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;”

““competent regulatory authority” shall mean a competent regulatory authority in the Relevant Territory;”

““Designated Stock Exchange” shall mean a stock exchange which is an appointed stock exchange for the purposes of the Companies Act in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company;”

NOTICE OF ANNUAL GENERAL MEETING

““Directors” shall mean the directors of the Company from time to time;”.

- (ii) By inserting the following paragraphs as new paragraphs before the third paragraph of Bye-law 1 :-

“Expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member’s election comply with all applicable Statutes, rules and regulations.

References to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”

- (iii) By deleting the words “held in accordance with these presents” at the end of the sixth paragraph of Bye-law 1 and substituting therefor the words “of which not less than fourteen days’ notice has been duly given”.

- (iv) By re-arranging the sequence of the various definitions in Bye-law 1 according to alphabetical order.

- (2) By deleting the existing Bye-law 3 in its entirety and substituting therefor the following new Bye-law 3 :-

“3. (A) Subject to the Companies Act, the Company’s Memorandum of Association and, where applicable, the rules of the Designated Stock Exchange and/or any competent regulatory authority, any powers of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.

(B) Neither the Company nor any of its subsidiaries shall directly or indirectly give financial assistance to a person who is acquiring or proposing to acquire shares in the Company for the purposes of that acquisition whether before or at the same time as the acquisition takes place or afterwards provided that nothing in this Bye-law shall prohibit transactions permitted by the Companies Act.”

- (3) By inserting the words “Subject to the Companies Act, these Bye-laws, any direction that may be given by the Company in general meeting and, where applicable, the rules of the Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares,” at the beginning of the first sentence of Bye-law 12.

NOTICE OF ANNUAL GENERAL MEETING

(4) By deleting the existing Bye-law 15 in its entirety and substituting therefor the following new Bye-law 15 :-

“15. (A) The Company shall keep in one or more books the register and shall enter therein the following particulars, that is to say :-

- (i) the name and address of each member, the number and class of shares held by him and, in respect of any shares that are not fully paid, the amount paid or agreed to be considered as paid on such shares;
- (ii) the date on which each person was entered in the register; and
- (iii) the date on which any person ceased to be a member.

(B) Subject to the Companies Act, the Company may keep an overseas or local or other branch register of members resident in any place, and the Board may make and vary such regulations as it determines in respect of the keeping of any such register and maintaining a Registration Office in connection therewith.

(C) The register (including the Principal Register and any branch register, as the case may be) shall be open for inspection between 10:00 a.m. and 12:00 noon on every business day by members without charge or by any other person, upon a maximum payment of five Bermuda dollars, at the Transfer Office in accordance with the Companies Act or, if appropriate, upon a maximum payment of ten dollars at the Registration Office or the maximum fee as such Designated Stock Exchange may from time to time determine.”

(5) By deleting the words “stock exchange in Hong Kong” and/or “stock exchange” in the fourth, fifth, eighth and fifteenth lines respectively of Bye-law 16 and substituting therefor the words “Designated Stock Exchange”.

(6) By deleting the words “stock exchange in Hong Kong” and “stock exchange” in the tenth and eleventh lines respectively of Bye-law 17(b) and substituting therefor the words “Designated Stock Exchange”.

(7) (i) By deleting the words “stock exchange in Hong Kong” and “stock exchange” in the fourth and fifth lines respectively of Bye-law 20(A) and substituting therefor the words “Designated Stock Exchange”.

(ii) By deleting the words “stock exchange in Hong Kong” and “stock exchange” in the sixth and seventh lines respectively of Bye-law 20(B) and substituting therefor the words “Designated Stock Exchange”.

(8) By deleting the words “stock exchange in Hong Kong” and “stock exchange” in the third and fourth lines respectively of Bye-law 21 and substituting therefor the words “Designated Stock Exchange”.

(9) (i) By inserting the words “or in a form prescribed by the Designated Stock Exchange” after the words “in the usual or common form” in the second line of Bye-law 38.

(ii) By inserting the words “, if the transferor or transferee is a clearing house or its nominee(s), by hand” after the words “under hand” in the third line of Bye-law 38.

NOTICE OF ANNUAL GENERAL MEETING

(10) By deleting the existing Bye-law 40(A) in its entirety and substituting therefor the following new Bye-law 40(A) :-

“40. (A) The Board in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the Principal Register to any branch register or any share on any branch register to the Principal Register or any other branch register. In the event of any such transfer, the shareholder requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines.”

(11) By deleting the words “stock exchange in Hong Kong” and “stock exchange” in the first and third lines respectively of Bye-law 42(i) and substituting therefor the words “Designated Stock Exchange”.

(12) By inserting the words “Subject to Section 52 of the Companies Act,” at the beginning of the first sentence of Bye-law 48.

(13) (i) By inserting the words “may issue certificates in respect of fractions of shares and” before the word “may” in the sixth line of Bye-law 66(A)(i).

(ii) By inserting the following paragraph as Bye-law 66(A)(vi) :-

“(vi) change the currency denomination of its share capital.”

(14) By deleting the existing Bye-law 70 in its entirety and substituting therefor the following new Bye-law 70 :-

“70. The Board may whenever it thinks fit convene special general meetings, and members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be convened by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act.”

(15) By deleting the existing Bye-law 73 in its entirety and substituting therefor the following new Bye-law 73 :-

“73. All business shall be deemed special that is transacted at a special general meeting, and also all business that is transacted at an annual general meeting, with the exception of sanctioning dividends, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors and other officers in the place of those retiring, the appointment of Auditors and the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors.”

NOTICE OF ANNUAL GENERAL MEETING

(16) By deleting the existing Bye-law 83 in its entirety and substituting therefor the following new Bye-law 83 :-

“83. (A) Subject to the Companies Act, a resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Bye-laws, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and where the resolution states a date as being the date of his signature thereof by any member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant members.

(B) Notwithstanding any provisions contained in these Bye-laws, a resolution in writing shall not be passed for the purpose of removing a Director before the expiration of his term of office under Bye-law 117 or for the purposes set out in Bye-law 175(D) relating to the removal and appointment of the Auditor.”

(17) (i) By inserting the words “or by proxy” after the word “Act” in the sixth line of Bye-law 85.

(ii) By inserting the words “Where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.” at the end of Bye-law 85.

(18) By inserting the following paragraph as Bye-law 89(C) :-

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

(19) By deleting the existing Bye-law 90 in its entirety and substituting therefor the following new Bye-law 90 :-

“90. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise provided that the proxies representing the same member (other than a clearing house) shall have together one vote on a show of hands.”

NOTICE OF ANNUAL GENERAL MEETING

(20) By deleting the existing Bye-law 91 in its entirety and substituting therefor the following new Bye-law 91 :-

“91. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.”

(21) (i) By re-numbering the existing Bye-law 95 as Bye-law 95(A).

(ii) By inserting the following paragraph as Bye-law 95(B) :-

“(B) Anything which under these Bye-laws a member may do by proxy he may likewise do by his duly appointed attorney and the provisions of these Bye-laws relating to proxies and instruments appointing proxies shall apply mutatis mutandis in relation to any such attorney and the instrument under which such attorney is appointed.”

(22) By deleting the existing Bye-law 96 in its entirety and substituting therefor the following new Bye-law 96 :-

“96. (A) Any corporation which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member and such corporation shall for the purposes of these Bye-laws be deemed to be present in person at any such meeting if a person so authorised is present thereat.

(B) Where a member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually on a show of hands.

(C) Any reference in these Bye-laws to a duly authorised representative of a member being a corporation shall mean a representative authorised under the provisions of this Bye-law.”

NOTICE OF ANNUAL GENERAL MEETING

(23) By deleting the existing Bye-law 100 in its entirety and substituting therefor the following new Bye-law 100 :-

“100. Subject to Bye-law 113, the number of Directors shall not be less than two. There shall be no maximum number of Directors unless otherwise determined from time to time by the members in general meeting. The Directors shall be elected or appointed in the first place at the statutory meeting of members and thereafter at the annual general meeting in accordance with Bye-laws 111 and 112 or at any special general meeting and shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.”

(24) By deleting the existing Bye-law 101 in its entirety and substituting therefor the following new Bye-law 101 :-

“101.(A) Neither a Director nor an alternate Director shall be required to hold any shares of the Company by way of qualification and a Director or alternate Director (as the case may be) who is not a member shall be entitled to receive notice of and to attend and speak at any general meeting of the Company and of all classes of shares of the Company.

(B) (i) The Board shall cause to be kept in one or more books at the registered office of the Company in Bermuda a Register of Directors and Officers and shall enter therein the following particulars with respect to each Director and Officer, that is to say :-

- (a) in the case of an individual, his or her present first name, surname and address; and
- (b) in the case of a company, its name and registered office.

(ii) The Board shall within a period of fourteen days from the occurrence of :-

- (a) any change among the Directors and Officers; or
- (b) any change in the particulars contained in the Register of Directors and Officers,

cause to be entered in the Register of Directors and Officers the particulars of such change and of the date on which it occurred.

(iii) The Register of Directors and Officers shall be open for inspection by members of the public without charge at the registered office of the Company in Bermuda between 10:00 a.m. and 12:00 noon on every business day.

(iv) In this Bye-law “Officer” has the meaning ascribed to it in Section 92A(7) of the Companies Act.”

NOTICE OF ANNUAL GENERAL MEETING

(25) By deleting the existing Bye-law 103 in its entirety and substituting therefor the content of the existing Bye-law 194(v).

(26) By inserting the following sentence at the end of Bye-law 104(A) :-

“No alternate Director shall by virtue of that position be a director for the purposes of the Statutes, but shall nevertheless be subject to the provisions of the Statutes in so far as they relate to the duties and obligations of directors (other than the obligation, if any, to hold any qualifying share in the Company) when performing the functions of a director.”

(27) (i) By re-numbering the existing Bye-law 105 as Bye-law 105(A).

(ii) By inserting the following paragraph as Bye-law 105(B) :-

“(B) The Board shall obtain the approval of the Company in general meeting before making any payment to any Director or past Director by way of compensation for loss of office, or as consideration for or in connection with his retirement from office (not being payment to which the Director is contractually entitled).”

(28) By deleting Bye-law 109(A)(viii) in its entirety.

(29) By deleting the existing Bye-law 110 (except (A)(ii) and (B)(iii) be retained and re-numbered as new Bye-law 110(D)(ii) and (D)(v)) in its entirety and substituting therefor the following new Bye-law 110 :-

“110.(A) A Director may :-

- (i) hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and, subject to the relevant provisions of the Companies Act, upon such terms as the Board may determine. Any remuneration (whether by way of salary, commission, participation in profits or otherwise) paid to any Director in respect of any such other office or place of profit shall be in addition to any remuneration provided for by or pursuant to any other Bye-law;
- (ii) act by himself or his firm in a professional capacity for the Company (otherwise than as Auditor) and he or his firm may be remunerated for professional services as if he were not a Director;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) continue to be or become a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and (unless otherwise agreed) no such Director shall be accountable for any remuneration, profits or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of or from his interests in any such other company. Subject as otherwise provided by these Bye-laws the Directors may exercise or cause to be exercised the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them as directors, managing directors, joint managing directors, deputy managing directors, executive directors, managers or other officers of such company) or voting or providing for the payment of remuneration to the director, managing director, joint managing director, deputy managing director, executive director, manager or other officers of such other company and any Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or about to be, appointed a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in manner aforesaid.
- (B) Subject to the Companies Act and to these Bye-laws, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Bye-law 110(C) herein.
- (C) A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first considered, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested. For the purposes of this Bye-law, a general notice to the Board by a Director to the effect that :-
- (i) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or
- (ii) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him;

shall be deemed to be a sufficient declaration of interest under this Bye-law in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to ensure that it is brought up and read at the next Board meeting after it is given.

NOTICE OF ANNUAL GENERAL MEETING

- (D) (i) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely :-
- (a) any contract, arrangement or proposal for the giving of any security or indemnity to such Director or his associate(s) in respect of money lent by him or any of his associates 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;
 - (b) any contract, arrangement or proposal for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which such Director or his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (c) any contract, arrangement or 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 such 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;
 - (d) any contract, arrangement or proposal in which such 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 by virtue only of his/their interest in shares or debentures or other securities of the Company;
 - (e) any contract, arrangement or proposal concerning any other company in which such Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which such Director and any of his associates are not in aggregate beneficially interested in five per cent. or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associates is derived); or
 - (f) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, their 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 generally accorded to the class of persons to which such scheme or fund relates.
- (iii) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five per cent. or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders of or beneficially interested in five 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 (or of any third company through which his interest or that of any of his associates is derived). 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 interest of the Director or his associate(s) is/are 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 authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.

NOTICE OF ANNUAL GENERAL MEETING

- (iv) Where a company in which a Director and/or his associate(s) holds five 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.”
- (30) By deleting the existing Bye-law 111(A) in its entirety and substituting therefor the content of the existing Bye-law 194(viii).
- (31) By deleting the word “shall” in the first line of Bye-law 113 and substituting therefor the word “may”.
- (32) By deleting the existing Bye-law 116 in its entirety and substituting therefor the following new Bye-law 116 :-
- “116. No person other than a Director retiring at the meeting shall, unless recommended by the Board 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 representing not less than ten per cent. of the total voting rights of all the members having the right to 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 days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.”
- (33) By deleting the existing Bye-law 117 in its entirety and substituting therefor the following new Bye-law 117 :-
- “117. The members may, at any general meeting convened and held in accordance with these Bye-laws, by special resolution remove a Director (including a managing or other executive director) at any time before the expiration of his period of office notwithstanding anything to the contrary in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.”
- (34) By inserting the words “(other than shares)” after the words “at a discount” in the second line of the existing Bye-law 121.
- (35) By deleting the words “shall as soon as practicable following each annual general meeting elect one of its body to the office of President of the Company and another to be Vice-President of the Company” in Bye-law 124 and substituting therefor the words “may elect from their members a President and/or Vice-President”.
- (36) By inserting the words “(subject to the proviso to Bye-law 111(A))” after the word “Company” in the third line of Bye-law 126.

NOTICE OF ANNUAL GENERAL MEETING

(37) (i) By inserting the following paragraph as Bye-law 128(B)(iii) :-

“(iii) to resolve that the Company be discontinued in Bermuda and continued in a named country or jurisdiction outside Bermuda subject to the provisions of the Companies Act.”

(ii) By deleting Bye-law 128(C) in its entirety.

(38) By deleting the existing Bye-law 132 in its entirety and substituting therefor the following new Bye-law 132 :-

“132. The Board shall elect or otherwise appoint a Director to be a President or Chairman, and shall appoint another Director to be a Vice-President or Deputy Chairman, and shall have power to determine the period for which they are to hold office. The President or the Chairman (or in his absence, the Vice-President or Deputy Chairman), as the case may be, shall act as chairman at all meetings of the members and of the Board at which he is present. In his absence a chairman shall be appointed or elected by those present at the meeting.”

(39) By inserting the sentence “The Company may adopt one or more common seals for use in any territory outside Bermuda.” after the first sentence in Bye-law 147(A).

(40) By inserting the following sentence at the end of Bye-law 149(A) :-

“Such attorney or attorneys may, if so authorised under the seal of the Company, execute any deed or instrument under their personal seal with the same effect as the affixation of the seal.”

(41) By inserting the following paragraph as Bye-law 155(C) :-

“(C) No dividend shall be paid or distribution made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than the aggregate of its liabilities and its issued share capital and share premium accounts.”

(42) By deleting the existing Bye-law 174 in its entirety and substituting therefor the following new Bye-law 174 :-

“174.(A) Subject to Section 88 of the Companies Act and Bye-law 174(B), a printed copy of the Directors’ report, accompanied by the balance sheet (signed on behalf of the Board by two Directors) 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, shall be sent to each person entitled thereto at least twenty-one days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company in general meeting in accordance with the requirements of the Companies 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 of or to more than one of the joint holders of any shares or debentures.

NOTICE OF ANNUAL GENERAL MEETING

- (B) To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 174 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial report derived from the Company's annual accounts and the Directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company and the Directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial report, a complete printed copy of the Company's annual accounts and the Directors' report thereon.
- (C) The requirement to send to a person referred to in Bye-law 174(A) the documents referred to in that provision or a summary financial report in accordance with Bye-law 174(B) shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 174(A) and, if applicable, a summary financial report complying with Bye-law 174(B), on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents."
- (43) (i) By deleting the existing Bye-law 175(C) in its entirety and substituting therefor the following new Bye-law 175(C) :-
- "(C) Subject to Section 89 of the Companies Act, a person, other than an incumbent Auditor, shall not be capable of being appointed Auditor at an annual general meeting unless notice in writing of an intention to nominate that person to the office of Auditor has been given not less than twenty-one days before the annual general meeting and furthermore, the Company shall send a copy of any such notice to the incumbent Auditor and shall give notice thereof to the members not less than seven days before the annual general meeting provided that the incumbent Auditor may by notice in writing to the Secretary waive such requirement."
- (ii) By inserting the following paragraph as Bye-law 175(D) :-
- "(D) The members may, at any general meeting convened and held in accordance with these Bye-laws, by a resolution passed by at least two-thirds of the votes cast remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term."
- (44) By deleting the existing Bye-law 177 in its entirety and substituting therefor the following new Bye-law 177 :-
- "177. The statement of income and expenditure and the balance sheet provided for by these Bye-laws shall be examined by the Auditor and compared by him with the books, accounts and vouchers relating thereto; and he shall make a written report thereon stating whether such statement and balance sheet are drawn up so as to present fairly the financial position of the Company and the results of its operations for the period under review and, in case information shall have been called for from the Board or officers of the Company, whether the same has been furnished and has been satisfactory. The financial statement of the Company shall be audited by the Auditor in accordance with generally accepted auditing standards. The Auditor shall make a written report thereon in accordance with generally accepted auditing standards and the report of the Auditor shall be submitted to the members in general meeting. The generally accepted auditing standards referred to herein may be those of a country or jurisdiction other than Bermuda. If the auditing standards of a country or jurisdiction other than Bermuda are used, the financial statements and the report of the Auditor should disclose this fact and name such country or jurisdiction."

NOTICE OF ANNUAL GENERAL MEETING

(45) By deleting the existing Bye-law 178 in its entirety and substituting therefor the following new Bye-law 178 :-

“178. Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such notice and 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 or wrapper 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 transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the member or may also be served by advertisement in appointed newspapers (as defined in the Companies Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the member by any of the means set out above. In the 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 and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”

(46) By deleting the existing Bye-law 180 in its entirety and substituting therefor the following new Bye-law 180 :-

“180. 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 or wrapper containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer 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 sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a member on the day following that on which a notice of availability is deemed served on the member;
- (C) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such 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 fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and
- (D) may be given to a member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations of the Designated Stock Exchange.”

NOTICE OF ANNUAL GENERAL MEETING

(47) By deleting the existing Bye-law 184 in its entirety and substituting therefor the following new Bye-law 184 :-

“184. For the purposes of these Bye-laws, a cable or telex or facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director or Secretary, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such respective persons in the terms in which it is received.”

(48) By deleting the existing Bye-law 190 in its entirety and substituting therefor the following new Bye-law 190 :-

“190. Where the Company appoints and maintains a resident representative ordinarily resident in Bermuda in accordance with the Companies Act, the resident representative shall comply with the provisions of the Companies Act. The Company shall provide the resident representative with such documents and information as the resident representative may require in order to be able to comply with the provisions of the Companies Act. The resident representative shall be entitled to have notice of, attend and be heard at all meetings of the Directors or of any committee of such Directors or general meetings of the Company.”

(49) By deleting the existing Bye-law 192 in its entirety and substituting therefor the following new Bye-law 192 :-

“192. Notwithstanding any other provision of these Bye-laws the Company or the Directors may fix any date as the record date for :-

- (a) determining the members entitled to receive any dividend, distribution, allotment or issue and such record date may be on, or at any time before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made; and
- (b) determining the members entitled to receive notice of and to vote at any general meeting of the Company.”

(50) By deleting the existing Bye-law 194 in its entirety.”

By Order of the Board



Or Suk Ying, Stella
Company Secretary

Hong Kong, 8th July, 2004

NOTICE OF ANNUAL GENERAL MEETING

Notes :-

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not also be a member of the Company.
2. To be valid, a proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged with the Company's Hong Kong Branch Registrar, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong as soon as possible and in any event before 11:00 a.m. on Monday, 23rd August, 2004.
3. The Register of Members of the Company will be closed from Tuesday, 24th August, 2004 to Wednesday, 25th August, 2004, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend and the bonus shares, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Registrar, Tengis Limited at the address as mentioned in note 2 above not later than 4:30 p.m. on Monday, 23rd August, 2004.
4. With regard to item 3, Mr. Nicholas Peter Etches, Mr. Edwin Ing, Mr. Leung Kai Hung, Michael and Mr. Walter Josef Wuest will retire at the Annual General Meeting. Mr. Nicholas Peter Etches, Mr. Edwin Ing and Mr. Walter Josef Wuest, being eligible, have offered themselves for re-election. Details of the aforesaid Directors who have offered themselves for re-election are contained in the circular accompanying the 2004 Annual Report of the Company.
5. With regard to items 5 and 8, the Directors wish to state that, currently, they have no plans to issue any additional new shares of the Company (other than pursuant to the bonus issue). The present general mandate given by members pursuant to the provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Listing Rules") expires at the forthcoming Annual General Meeting and, accordingly, a renewal of that general mandate is now being sought.
6. With regard to items 6 and 7, the present general mandate given by members pursuant to the provisions of the Listing Rules and the Hong Kong Code on Share Repurchases ("the Repurchase Code") expires at the forthcoming Annual General Meeting and, accordingly, a renewal of that general mandate is now being sought. In accordance with the Listing Rules and the Repurchase Code, the terms and conditions upon which such power will be exercised are contained in the circular as mentioned in note 4 above.



* * * * *

NOTICE OF ANNUAL GENERAL MEETING

7. With regard to items 8 to 10, details of the proposals for the increase of the authorised share capital, the bonus issue and the amendments to the new Bye-laws of the Company are contained in the circular as mentioned in note 4 above.
8. The procedure by which members may demand a poll is contained in the circular as mentioned in note 4 above.
9. As at the date of this Notice, the Board of Directors of the Company comprises :-

Executive Directors :

Dickson Poon (*Group Executive Chairman*)

Raymond Lee (*Deputy Chairman*)

Chan Tsang Wing, Nelson

Ching Sau Hong, Kevin

Edwin Ing

Ng Chan Lam

Walter Josef Wuest

Independent Non-Executive Directors :

Nicholas Peter Etches

Christopher Patrick Langley, OBE

Leung Kai Hung, Michael