



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Miramar Ballroom, Hotel Miramar Penthouse, 130 Nathan Road, Kowloon, on Tuesday, 31 August 2004 at 12:00 noon for the following purposes:

- (1) To receive and consider the audited Statement of Accounts and the Reports of the Directors and of the Auditors for the year ended 31 March 2004;
- (2) To declare a final dividend;
- (3) To re-elect Directors;
- (4) To re-appoint Auditors and authorise the Directors to fix their remuneration;
- (5) To consider as special business and, if thought fit, pass the following resolution as Special Resolution:

SPECIAL RESOLUTION

“THAT the Articles of Association of the Company be amended as follows:

(a) Article 3

- (i) By adding the following interpretation:

“associate” has the same meaning as provided in the Listing Rules;

“Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China;

“Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time;

- (ii) By rearranging the definitions in alphabetical order; and

- (iii) By deleting the paragraph “references to writing shall include typewriting, printing, lithography, photography and other modes (including telex and facsimile transmission) of representing or reproducing words in a legible and non-transitory form;” and substituting therefor the following paragraph:

“references to writing shall include anything written or printed or printed by lithography or printed by photography or typewritten or produced by any other modes of representing words or figures in a visible form or, to the extent permitted by, and in accordance with the Ordinance and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or partly in one visible form and partly in another visible form;”;

(b) Article 13

- (i) By deleting the words “,without payment,” and “(or within such shorter period as shall from time to time be prescribed by The Stock Exchange of Hong Kong Limited)”;
- (ii) By deleting the words “two months” and substituting therefor the words “the relevant time limit as prescribed by the Ordinance or as the Listing Rules may from time to time determine whichever is the shorter”;

(c) Article 14

By deleting the words “a fee not exceeding 2 Hong Kong Dollars (or such higher amount as shall for the time being be approved by The Stock Exchange of Hong Kong Limited)” and substituting therefor the words “such fee not higher than the relevant maximum amount as may from time to time be set out in the Listing Rules”;

(d) Article 56

By adding the words “or unless a poll must be taken as may from time to time be required under the Listing Rules or under any other applicable laws, rules or regulations” immediately after the words “a poll is duly demanded” and also immediately after the words “the demand is not withdrawn”;

(e) Article 57

By adding the words “or if a poll must be taken as may from time to time be required under the Listing Rules or under any other applicable laws, rules or regulations” immediately after the words “If a poll is duly demanded”;

(f) Article 65

By adding the following at the end of this Article:

“Where the Company has knowledge that 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.”;

(g) Article 71A (B)

By deleting the words “Securities and Futures (Clearing Houses) Ordinance of Chapter 420 of the Laws of Hong Kong” and substituting therefor “Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)”;

(h) Article 74

By deleting the words “special resolution” and substituting therefor the words “ordinary resolution”;

(i) Article 75

By deleting the words “, not less than seven and not more than twenty-eight clear days before the day appointed for the meeting,” and adding the following words immediately after the words “elected” at the end of this Article:

“provided that the minimum length of the period, during which such notices are given, shall be at least seven days. The period for lodgment of the aforesaid notices shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting.”;

(j) Article 85(H)

By deleting Article 85(H) in its entirety and substituting therefor the following new Article:

“(H) Save as otherwise provided by the Articles, 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, to the knowledge of such Director, materially interested, but this prohibition shall not apply to any of the following matters namely:–

- (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 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;
- (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/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any contract or arrangement 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;
- (iv) 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 by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (v) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates 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 associates is derived) or of the voting rights;
- (vi) any proposal or arrangement concerning the benefit of employees of the Company or 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 generally accorded to the class of persons to which such scheme or fund relates;
- (vii) any proposal concerning the adoption, modification or operation of any share scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of the employees of the Company or its subsidiaries under which the Director or his associate(s) may benefit.”;

(k) Article 85(I)

By deleting Article 85(I) in its entirety and substituting therefor the following new Article:

“(I) A company shall be deemed to be a company in which a Director and/or his associate(s) own(s) 5 per cent. or more if and so long as (but only if and so long as) he and/or his associate(s), either directly or indirectly, is/are the holder(s) 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 interest of the Director or that of 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.”;

(l) Article 85(J)

By deleting the word “holds” and substituting therefor the words “and/or his associate(s) together hold”;

(m) Article 97

By adding the following sentences at the end of this Article:

“Any Director may participate in a meeting of the Board or of any such committee of the Board by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other and such participation shall constitute attendance at the meeting of the Board or of any such committee of the Board as if such Director was present in person. Meetings of the Board may be held in Hong Kong or in any other place.”;

(n) Article 103

By deleting Article 103 in its entirety and substituting therefor the following new Article:

“Any decision that may be made or any action that may be taken by the Directors or a committee of Directors at a meeting may be passed as a resolution of the Directors or the committee of Directors if such resolution is consented to in writing or by telex, telegram, cable, facsimile, electronic mail or other written electronic communication by all the directors, except such as are absent from Hong Kong or temporarily unable to act through ill-health or disability, of the Company (or their respective alternates, where appropriate) or all the members of the committee of Directors, as the case may be, without the need for any notice. Such written consent may be contained in one document or in several documents. Any resolution so passed shall be as valid and effectual as if the resolution had been passed at a meeting of the Directors or of the committee of Directors respectively duly convened and held.”;

(o) Article 125

By adding the words “or by telex, facsimile transmission or electronic mail at such telex, facsimile transmission number or electronic mail address supplied by such Member to the Company or by publishing on the Company’s website” after the words “Register of Members”;

(p) Article 127

By adding the following sentence at the end of this Article:

“Any notice or other document sent by telex, facsimile transmission or electronic mail or published on the Company’s website shall be deemed to have been duly served upon the Members on the same day as transmitted and a certificate in writing signed by the Secretary or other officer of the Company as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof and that any failure in transmission beyond the sender’s control shall not invalidate the effectiveness of the notice or document being served.”;

(q) Article 129

By adding the words “published on the Company’s website or sent by telex, facsimile transmission or electronic mail to or” after the words “Any notice or document”;

(r) Articles 121 to 132

By renumbering existing Articles 121 to 132 as Articles 120 to 131 respectively as a result of the deletion of Article 120 in its entirety pursuant to a special resolution passed at the Company’s Annual General Meeting held on 18th September 1998;

(s) Article 133

(i) By renumbering existing Article 133 as 132(A);

(ii) By adding the following new Article 132 (B):

“The Company shall have power to purchase and maintain for any Director, Executive Director, manager, secretary, officer of the Company, or any person employed by the Company as auditor:–

- (a) insurance against 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
- (b) insurance against 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, related company means any company which is the Company’s subsidiary or holding company or a subsidiary of the Company’s holding company.”;

(6) To consider as special business and, if thought fit, pass the following resolution as Ordinary Resolution:

ORDINARY RESOLUTION

“THAT:

- (i) subject to paragraph (ii) 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 HK\$0.70 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of 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;
- (ii) the aggregate nominal amount of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (i) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution, and the said approval shall be limited accordingly; and
- (iii) for the purposes of this Resolution, “Relevant Period” means the period from 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 law to be held; and
 - (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”.

By Order of the Board

CHU KWOK SUN

Secretary

Hong Kong, 13 July 2004

Notes:

1. The register of members of the Company will be closed from 24 August 2004 to 31 August 2004, both days inclusive.
2. In order to qualify for the proposed final dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Registrars of the Company, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:00 p.m. on 23 August 2004.
3. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. To be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the registered office of the Company at 118-130 Nathan Road, Kowloon, Hong Kong not less than 48 hours before the time for holding the meeting.