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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Millennium Sense Holdings Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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MILLENNIUM SENSE HOLDINGS LIMITED

千禧智慧控股有限公司*

(Incorporated in Bermuda with limited liability)

**PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT
ON THE GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME
AND
PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES**

Financial Adviser

Hercules

HERCULES CAPITAL LIMITED

A notice convening a special general meeting of Millennium Sense Holdings Limited to be held on Thursday, 11 March 2004 at 9:30 a.m. at Royal Park Hotel, 4/F, New Town Tower, 8 Pak Hok Ting Street, Shatin, Hong Kong is set out in pages 13 to 16 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment of the meeting should you so wish.

* For identification purpose only

24 February 2004

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RESPONSIBILITY STATEMENT

This document includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context otherwise requires:

“associates”	have the same meanings ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Millennium Sense Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Eligible Employee”	means any employee (whether full time or part time employee, including any executive directors but not any non-executive director and independent non-executive directors) of the Company, its subsidiaries or any Invested Entity
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“General Scheme Limit”	the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Group and which must not in aggregate exceed 10 per cent. of the Shares in issue as the day of the passing of the relevant ordinary resolution for the approval of the Share Option Scheme
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Invested Entity”	any entity in which the Group holds any equity interest
“Issue Mandate”	the mandate proposed to be sought at the SGM to authorise the Directors to allot, issue and deal with additional Shares or convertible securities or similar rights to subscribe for any Shares or convertible securities of the Company not exceeding 20% of the issued share capital of the Company

DEFINITIONS

“Latest Practicable Date”	20 February 2004 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Old Share Option Scheme”	the share option scheme adopted by the Company on 13 June 2000 and was terminated on 28 November 2002
“Participants”	<p>means any person belonging to any of the following classes of participants:</p> <ul style="list-style-type: none">(a) any Eligible Employee;(b) non-executive director (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;(c) any supplier of goods or services to any member of the Group or any Invested Entity;(d) any customer of the Group or any Invested Entity;(e) any person or entity that provides research, development or technological support or services to the Group or any Invested Entity;(f) any shareholder or any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and(g) any ex-employees who has contributed to the development and growth of the Group and any Invested Entity
“Repurchase Mandate”	the mandate proposed to be sought at the SGM to authorise the Directors to repurchase fully paid Shares on the Stock Exchange up to 10% of the issued share capital of the Company

DEFINITIONS

“SGM”	the special general meeting of the Company, which is proposed and expected to take place on Thursday, 11 March 2004 at 9:30 a.m. at Royal Park Hotel, 4/F, New Town Tower, 8 Pak Hok Ting Street, Shatin, Hong Kong, the notice of which is set out on pages 13 to 16 of this circular, and any adjournment of such meeting
“Share(s)”	the share(s) of HK\$0.10 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 28 November 2002 and expiring on 27 November 2012
“Shareholders(s)”	the holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	percentage or per cent.

LETTER FROM THE BOARD



MILLENNIUM SENSE HOLDINGS LIMITED

千禧智慧控股有限公司*

(Incorporated in Bermuda with limited liability)

Executive Directors:

Mr. KANJANAPAS Chong Kwong Derek
(alias WONG Chong Kwong, Derek) (Chairman)
Mr. LAM Yat Keung
Ms. LAM Pik Wah
Mr. LAM Hung Kit

Independent non-executive Directors:

Mr. HO Chi Fai
Mr. PAI Te Tsun

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Flat D, 19th Floor
Wah Ha Factory Building
8 Shipyard Lane
Quarry Bay
Hong Kong

24 February 2004

To the Shareholders

Dear Sir or Madam,

**PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT
ON THE GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME
AND
PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the proposed refreshment of the 10% general limit on the grant of options under the Share Option Scheme and the proposed grant of the General Mandates, and give you notice of the SGM.

* For identification purpose only

LETTER FROM THE BOARD

REFRESHMENT OF THE 10% GENERAL SCHEME LIMIT ON THE GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed on 28 November 2002 (the date on which the operation of the Old Share Option Scheme was terminated). Under the rules of the Share Option Scheme:

- (a) The maximum number of Shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 30 per cent. of the issued share capital of the Company from time to time;
- (b) The total number of Shares which may be issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme) to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10 per cent. of the Shares in issue as at the day of the passing of the relevant ordinary resolution for the approval of the Share Option Scheme;
- (c) Subject to (a) above and without prejudice to (d) below, the Company may seek approval of the Shareholders in general meeting and the issue of a circular containing relevant requirements of the Listing Rules to refresh the General Scheme Limit provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company must not exceed 10 per cent. of the Shares in issue as at the date of approval of the limit and for the purpose of calculating the limit, options previously granted (including those outstanding, cancelled, lapsed or exercised in accordance with the New Share Option Scheme and any other share option scheme of the Company) will not be counted; and
- (d) Subject to (a) above and without prejudice to (c) above, the Company may issue a circular to the Shareholders and seek separate Shareholders' approval in general meeting to grant options beyond the General Scheme Limit or, if applicable, the limit referred to in (c) above to Participants specifically identified by the Company before such approval is sought. The circular must contain a generic description of the specified participants who may be granted such options, the number and terms of the options to be granted, the purpose of granting options to the specified participants with an explanation as to how the terms of the options serve such purpose.

LETTER FROM THE BOARD

No share options have been granted under the Old Share Option Scheme. Based on the number of Shares in issue on 28 November 2002, the General Scheme Limit was 15,000,000 Shares. As at the Latest Practicable Date, all of these 15,000,000 options have been granted to 13 Eligible Employees (but not Directors) under the Share Option Scheme in recognition of their contribution to the Group and have been exercised in full by them. None of these Eligible Employees has been granted with options which exceed 1% of the issued share capital of the Company.

The Directors believe that unless the General Scheme Limit is “refreshed”, their ability to grant options to other eligible participants who contributes to the Group would be restricted.

As at the Latest Practicable Date and assuming that no Shares are issued or repurchased by the Company prior to the SGM, if the “refreshment” of the General Scheme Limit is approved by the Shareholders at the SGM, on the basis of the Company having an issued share capital of 195,000,000 Shares, the number of Shares which may be issued upon the exercise of all options granted under the 10 per cent. General Scheme Limit will be reset to 19,500,000 Shares. Accordingly, the Company will be allowed to grant further options under the Share Option Scheme carrying the rights to subscribe for a maximum of 19,500,000 Shares.

Application will be made to the Stock Exchange for the listing of and permission to deal in any Shares, representing 10 per cent. of the issued share capital as at the date of the SGM which may fall to be issued upon the exercise of any options that may be granted under the refreshed 10 per cent. General Scheme Limit.

Currently, the Company does not have any share option scheme apart from the Share Option Scheme.

GENERAL MANDATES

At the SGM, the Directors also propose to seek the approval of the Shareholders to grant to the Directors the General Mandates.

Issue Mandate

At the SGM, an ordinary resolution will be proposed that the Directors be given an unconditional mandate to allot, issue and deal with unissued Shares or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares (other than by way of rights or pursuant to a share option scheme for employees or directors of the Company and/or any of its subsidiaries or bonds convertible into Shares) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20 per cent. of the aggregate nominal amount of the issued Shares on the date of passing the relevant resolution.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had an aggregate of 195,000,000 issued Shares. Subject to the passing of the resolution for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the SGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 39,000,000 Shares, in addition to such number of Shares which may have been repurchased by the Company pursuant to the Repurchase Mandate if resolution 4 set out in the notice of SGM is passed.

Repurchase Mandate

At the SGM, an ordinary resolution will also be proposed that the Directors be given an unconditional mandate to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, of an aggregate nominal amount of up to 10 per cent. of the aggregate nominal amount of the issued Shares on the date of passing the relevant resolution.

The General Mandates shall continue in force during the period from the date of passing of the resolutions for the approval of the General Mandates up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company and the laws of Bermuda; or (iii) the revocation or variation of the General Mandates by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

Shareholders should refer to the explanatory statement in connection with the Repurchase Mandate contained in the appendix to this circular which set out further information relating to the Repurchase Mandate.

SGM

The SGM will be held on Thursday, 11 March 2004 at 9:30 a.m. at Royal Park Hotel, 4/F, New Town Tower, 8 Pak Hok Ting Street, Shatin, Hong Kong for the purpose of considering, and if thought fit, approving the refreshment of the 10 per cent. general limit on the grant of options under the Share Option Scheme and the General Mandates. A notice of the SGM is set out on pages 13 to 16 of this circular.

LETTER FROM THE BOARD

Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy and return the same to the Company's branch registrar at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong in accordance with the instructions printed thereon not later than 48 hours before the time of the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the SGM (or any adjournment thereof) should the Shareholders so wish.

RECOMMENDATIONS

The Directors consider that the proposed refreshment of the 10 per cent. general limit on the grant of options under the Share Option Scheme and the proposed granting of the General Mandates to the Directors are all fair and reasonable and in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the ordinary resolutions to be proposed at the SGM.

DOCUMENT AVAILABLE FOR INSPECTION

Copy of the Share Option Scheme is available for inspection at the head office and principal place of business of the Company at Flat D, 19/F, Wah Ha Industrial Building, 8 Shipyard Lane, Quarry Bay, Hong Kong during normal business hours up to and including the date of the SGM.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information as set out in the appendix to this circular.

Yours faithfully,
For and on behalf of the Board
Millennium Sense Holdings Limited
KANJANAPAS Chong Kwong, Derek
(alias WONG Chong Kwong, Derek)
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had an aggregate of 195,000,000 Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the SGM, exercise in full of the Repurchase Mandate will result in up to a maximum of 19,500,000 Shares (representing 10% of the issued share capital of the Company), being repurchased by the Company during the Relevant Period as referred to in ordinary resolution numbered 3 of the notice of the SGM.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws, the Listing Rules and the applicable laws of Bermuda. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. GENERAL

There might be a material adverse impact on the working capital requirements or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 30 June 2003) in the event that the Repurchase Mandate were exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest closing prices at which the Shares were traded on the Stock Exchange during each of the twelve calendar months immediately preceding the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2003		
February	0.150	0.140
March	0.140	0.140
April	0.140	0.120
May	0.108	0.092
June	0.100	0.092
July	0.100	0.100
August	0.100	0.100
September	0.375	0.100
October	0.270	0.220
November	0.430	0.250
December	0.420	0.340
2004		
January	0.670	0.345
February (up to the Latest Practicable Date)	0.760	0.590

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association and bye-laws of the Company and the applicable laws of the Bermuda.

7. TAKEOVERS CODE CONSEQUENCE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rules 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the controlling shareholder of the Company, Smart Number Investments Limited (“Smart Number”), holds approximately 51.3% of the issued share capital of the Company. Assuming that Repurchase Mandate is exercised in full and other things being equal, Smart Number will hold approximately 57.0% of the issued share capital of the Company.

The Directors are not aware of any other consequences which may arise under the Takeovers Code if the Repurchase Mandate is exercised in full. However, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates have any present intention, if the Repurchase Mandate is approved by the Shareholders at the SGM, to sell Shares to the Company or its subsidiaries.

As at the Latest Practicable Date, no connected person (as defined in the Listing Rules) of the Company had notified the Company that it had a present intention to sell any of the Shares to the Company, or had undertaken not to do so, in the event that the Repurchase Mandate was approved by the Shareholders at the SGM.

8. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares had been made by the Company (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

NOTICE OF SPECIAL GENERAL MEETING



MILLENNIUM SENSE HOLDINGS LIMITED

千禧智慧控股有限公司*

(Incorporated in Bermuda with limited liability)

NOTICE IS HEREBY GIVEN that a special general meeting of Millennium Sense Holdings Limited will be held on Thursday, 11 March 2004 at 9:30 a.m. at Royal Park Hotel, 4/F, New Town Tower, 8 Pak Hok Ting Street, Shatin, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

“THAT:

1. the maximum limit (the **“General Scheme Limit”**) in respect of the granting of share options under the share option scheme adopted by the Company on 28 November 2002 (the **“Share Option Scheme”**) be refreshed provided that the total number of shares of HK\$0.10 each in the capital of the Company (each a **“Share”**) which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company must not exceed 10 per cent. of the Shares in issue as at the date of approval of the refreshed General Scheme Limit.”
2. **“THAT**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors (the **“Directors”**) of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued Shares or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements, options and warrants, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors 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;

* For identification purpose only

NOTICE OF SPECIAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate nominal amount of the issued Shares on the date of the passing of this resolution as enlarged by the allotment and issue of the Subscription Shares; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no.3 as enlarged by the allotment and issue of the Subscription Shares).

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (the **“Companies Act”**) or any other applicable law of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

NOTICE OF SPECIAL 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 open for a period fixed by the Directors to eligible holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

3. “**THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, The Stock Exchange of Hong Kong Limited, the bye-laws of the Company, the Companies Act and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares as at the date of the passing of this resolution as enlarged by the allotment and issue of the Subscription Shares and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable law of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF SPECIAL GENERAL MEETING

4. “**THAT** subject to the ordinary resolution nos. 2 and 3 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 2 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 3 as enlarged by the allotment and issue of the Subscription Shares.”

By Order of the Board
Millennium Sense Holdings Limited
KANJANAPAS Chong Kwong, Derek
(alias WONG Chong Kwong, Derek)
Chairman

Hong Kong, 24 February 2004

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be returned to the Company's branch registrar at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or on the poll concerned and, in such event, the instruction appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.