

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Guangdong Building Industries Limited (the “Company”) will be held at Suite 2316, 23/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong, on Wednesday, 23 May 2001 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited Consolidated Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 December 2000.
2. To re-elect retiring Directors and to authorise the Board of Directors to fix the Directors’ fees.
3. To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration.
4. As Special Business, to consider and if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT:

- (A) subject to the following provisions of this Resolution and pursuant to Section 57B of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares or such convertible securities in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this Resolution shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers 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 (A) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of the subscription or conversion rights attaching to any warrants, convertible bonds or other securities issued (if any) by the Company which are convertible into shares of the Company, (iii) the exercise of options granted by the Company, any share option scheme or similar arrangement adopted (if any) for the grant or issue to executives and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the capital of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

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(D) for the purpose of this Resolution:

“Relevant Period” means the period from 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 Articles of Association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Company (or by the Directors of the Company) to holders of shares on the register of shareholders of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company or, where appropriate, such other securities (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 applicable to the Company).”

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

“THAT:

The name of the Company be changed to Hi Sun Holdings Limited (高陽控股有限公司).”

6. To transact other business, if necessary.

By Order of the Board
YIP Wai Ming
Company Secretary

Hong Kong, 24 April 2001

Notes:

- (i) Every shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy needs not be a shareholder of the Company.

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- (ii) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be lodged with the Company's Hong Kong Registrar, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong or the Company's Australian Branch Registrar, Computershare Investor Services Pty. Ltd. at Level 12, 565 Bourke Street, Melbourne, Victoria 3000, Australia not less than 48 hours before the time appointed for the holding of the meeting (or the adjourned meeting, as the case may be).
- (iii) A form of proxy for use at the meeting is enclosed in the 2000 Annual Report. Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting at the meeting if the shareholder so desires.
- (iv) In order to determine the shareholders' entitlement to attend the forthcoming meeting of the Company, the Principal Register of Members in Hong Kong will be closed on Tuesday, 22 May 2001, to Wednesday, 23 May 2001. During these two days no transfer of shares will be effected in Hong Kong. For the purpose of determining the identity of shareholders who are entitled to attend and vote at the meeting, any person who has acquired shares registered on the Hong Kong Register but who has not lodged the share transfer with the Hong Kong Registrar, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong, should do so before 4:00 p.m. Hong Kong time on Monday, 21 May 2001.

The Branch Register in Australia will remain open to effect transfer of shares. However, for the purpose of determining the identity of shareholders who are entitled to attend and vote at the meeting, any person who has acquired shares registered on the Branch Register in Australia but who has not lodged the share transfer with the Australian Branch Registrar, Computershare Investor Services Pty. Ltd. at Level 12, 565 Bourke Street, Melbourne, Victoria 3000, Australia should do so before, 5:00 p.m. Australian Eastern Standard Time on Tuesday, 22 May 2001. Transfers between the Principal Register and Branch Register will not be carried out while the Principal Register is closed.

- (v) In respect of resolution no. 2, approval is being sought from shareholders for the re-election of Messrs. Kui Man Chun, Li Wenjin, Chan Yiu Kwong, Su Terry Lumin, Xu Chang Jun, Wang Xiao Qing, Colin Clive Hiles and Xu Sitao as Directors of the Company. According to the Articles of Association of the Company, Mr. Colin Clive Hiles will retire and, being eligible, will offer himself for re-election at the meeting; and Messrs. Kui Man Chun, Li Wenjin, Chan Yiu Kwong, Su Terry Lumin and Xu Chang Jun who were appointed Directors of the Company on 9 March 2001 and Messrs. Wang Xiao Qing and Xu Sitao, who were appointed Directors of the Company on 10 April 2001, will hold office until the meeting and, being eligible, will offer themselves for re-election at the meeting.
- (vi) In respect of resolution no. (5), approval is being sought from shareholders for the change of the name of the Company due to the recent change of management of the Company.
- (vii) In respect of resolution no. 4, approval is being sought from shareholders for a general mandate to authorise the allotment and issuance of shares and other securities in the share capital of the Company. The general mandate is however subject to the operation of certain restrictions contained in the listing rules of the Australian Stock Exchange Limited (the "ASX Rules"). The ASX Rules provide that a company may issue new securities numbering up to 15% of its securities in issue in the 12 months before the date of issue (the "15 in 12" rule) without requiring the approval of the shareholders. Such Rules do not include a provision allowing for a general mandate to issue shares in excess of the "15 in 12" rule. Due to such restrictions, even if a general mandate to issue shares is approved, if the Company wishes to issue in excess of 15% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of resolution no. 4, the Company must seek the approval of the shareholders pursuant to the ASX Rules. The Directors of the Company wish to confirm that they have no immediate plans to issue any new shares in the share capital of the Company pursuant to the general mandate so given.