

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that Annual General Meeting of the shareholders of the Company will be held at the Tang Room of Sheraton Hong Kong Hotel and Tower at 20 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 25th May 2001 at 10:30 a.m. for the following purposes:-

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and auditors for the year ended 31st December, 2000;
2. To re-elect the retiring Directors and to authorize the Directors to fix their remuneration of the Directors;
3. To re-appoint the auditors and to authorize the Directors to fix their remuneration; and
4. As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:-

A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with additional securities and to make or grant offers, agreements and options (including warrants to subscribe for Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall, in addition to any other authorisation given to the Directors, authorise the Directors during the Relevant Period to make or grant offers, agreements or options (including warrants to subscribe for Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of securities allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of the rights of subscription or conversion under the terms of any securities or bonds which are convertible into Shares; or (iii) any options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (iv) scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and that the 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 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 any applicable laws of Hong Kong and the Cayman Islands or the Company’s articles of association to be held;
- (iii) the revocation or variation of the authority granted under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Right Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the

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Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).

B. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “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 and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such securities, subject to and in accordance with all applicable laws and/or requirements of the Stock Exchange or any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall, in addition to any other authorisation given to the Directors, authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its Shares at a price determined by the Directors;
- (c) the aggregate nominal amounts of Shares to be repurchased or agreed conditionally or unconditionally to 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 share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) the expression “Relevant Period” shall for the purposes of this resolution have the same meaning as assigned to it under ordinary resolution 4A (d) of this notice.

- C. **“THAT** conditional upon the passing of ordinary resolutions numbered 4A and 4B set out in the notice of the meeting of which this resolution forms part, the aggregate nominal amount of the securities in the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution numbered 4B shall be added to the aggregate nominal amount of the securities in the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the said ordinary resolution numbered 4A.”

Notes:

- (a) A member entitled to attend and vote at the Annual General meeting is entitled to appoint one proxy to attend and vote on his/her behalf. A proxy needs not be a member of the Company; and
- (b) Form of proxy, to be valid, must be lodged at the Company’s registrar in Hong Kong, Secretaries Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, no less than 48 hours before the time fixed for holding the Annual General Meeting.

By Order of the Board
Prime Success International Group Limited
Ip Ching Bun Ben
Company Secretary

Hong Kong, 25th April, 2001