

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Tang Room I, 3rd Floor, Sheraton Hong Kong Hotel and Towers, 20 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on 31 August 2001 (Friday) at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 March 2001.
2. To elect directors.
3. To appoint auditors and to authorise the directors to fix their remuneration.
4. As special business, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"THAT the authorised share capital of the Company be increased from HK\$50,000,000 to HK\$100,000,000 by the creation of an additional 500,000,000 new shares of par value HK\$0.10 each, such new shares ranking pari passu in all respects with the existing issued shares of the Company."

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

"THAT:

- (A) a general mandate be and is hereby unconditionally given to the directors of the Company to issue and dispose of and to make or grant offers, agreements or options of or in relation to such of the Company's unissued share capital during the Relevant Period, as does not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution; and

- (B) for the purposes of this resolution:

'Relevant Period' means the period from the passing of this resolution until whichever is the earlier 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 the Bye-laws of the Company or any applicable law to be held; and
- (c) the revocation or variation of this resolution by an ordinary resolution of the members of the Company in general meeting."

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

"THAT:

- (A) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (A) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval be limited accordingly; and
- (C) for the purposes of this resolution:

'Relevant Period' means the period from the passing of this resolution until whichever is the earlier 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 the Bye-laws of the Company or any applicable law to be held; and
- (c) the revocation or variation of this resolution by an ordinary resolution of the members of the Company in general meeting."

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

"THAT conditional upon passing of the resolution numbered 6 set out in the notice of this meeting, the general mandate granted to the directors of the Company to issue, dispose of or otherwise deal with the unissued share capital of the Company pursuant to the resolution numbered 5 set out in the notice of this meeting be and is hereby 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 pursuant to the resolution numbered 6 set out in the notice of this meeting."

By Order of the Board
Chi Kwong TO
Company Secretary

Hong Kong
 5 July 2001

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. To be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any), must be deposited at the principal office of the Company at 6th Floor, Hong Kong Spinners Industrial Building, Phase 1 & 2, 601-603 Tai Nan West Street, Kowloon not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
2. With respect to the Ordinary Resolution numbered 4 above, approval is being sought from the members for the proposed increase in authorised share capital of the Company.
3. With respect to the Ordinary Resolution numbered 5 above, approval is being sought from the members for a general mandate to authorise allotment of shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. However, the directors have no immediate plans to issue any new shares of the Company pursuant to such approval.
4. An explanatory statement containing further details regarding Ordinary Resolution numbered 6 above will be sent to the members together with the Annual Report of the Company.