

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Dailywin Group Limited (the "Company") will be held at 3rd Floor, Yee Lim Industrial Building, Stage 2, 8 Ka Ting Road, Kwai Chung, New Territories, the Hong Kong Special Administrative Region of the People's Republic of China ("Hong Kong") on Tuesday, 28th August, 2001 at 2:30 p.m. (Hong Kong time) for the following purposes:—

### AS ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and the Reports of the Directors and Auditors for the year ended 31st March, 2001.
2. To authorise the Board of Directors to appoint additional number of Directors as they think appropriate up to a maximum of 16.
3. To re-appoint Mr. Wai Chi Kin, Franklin as a Director.
4. To authorise the Board of Directors to fix the Directors' remuneration.
5. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the Directors to fix the auditors' remuneration.

### AS SPECIAL BUSINESS

To consider and, if thought fit, pass the resolutions set out as Resolution Nos. 6, 7 and 8 in this notice as Ordinary Resolutions:—

6. **"THAT:—**

- (i) subject to paragraph (iii) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Listing Rules of the UK Listing Authority, a division of the UK Financial Services Authority, the exercise by the directors of the Company ("the Directors") during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options including warrants to subscribe for shares of the Company, which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options including warrants to subscribe for shares of the Company, which might require the exercise of such powers after the end of the Relevant Period;
- (iii) 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 pursuant to the approval in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as defined below), (b) an issue of shares by the exercise of options granted under the Share Option Scheme (as defined below), (c) an issue of shares as scrip dividends pursuant to the Bye-Laws of the Company, or (d) an issue of shares by the conversion of loan stock of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the authority pursuant to paragraph (i) above be limited accordingly; and

## Notice of Annual General Meeting (Cont'd)

- (iv) for the purposes of this resolution:–

“Relevant Period” means the period from the time of 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 time at which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the Directors to holders of shares in the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such 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 any recognised regulatory body or any stock exchange in any territory applicable to the Company.

“Share Option Scheme” means the share option scheme adopted by the Company on 16th October, 1997 pursuant to which the Company may grant options to the directors or employees of the Company or any of its subsidiaries to subscribe for shares in the capital of the Company.

### 7. **“THAT:–**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for such purposes, subject to and in accordance with all applicable laws and/or the requirements of the Hong Kong Stock Exchange and UK Listing Authority 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 shares of the Company which may be repurchased pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing 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 earlier of:–

- (a) the conclusion of the next annual general meeting of the Company;

## Notice of Annual General Meeting (Cont'd)

- (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 time at which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting."
8. **"THAT**, conditional upon the passing of Resolutions Nos. 6 and 7 set out in the notice convening this Meeting of which this resolution forms part the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company pursuant to Resolution No. 6 set out in the notice convening this Meeting of which this resolution forms part be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 7 set out in the notice convening this Meeting of which this resolution forms part provided that such extended amount 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 this resolution."

By Order of the Board  
**Leong Weng Kin**  
*Secretary*

Hong Kong, 30th July, 2001

*Registered Office:—*

Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

*Principal Office:—*

3rd Floor, Yee Lim Industrial Building  
Stage II, 8 Ka Ting Road  
Kwai Chung  
New Territories  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy together with 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 deposited at the offices of the United Kingdom branch registrars of the Company, Capita IRG plc, Balfour House, 390/398 High Road, Ilford, Essex IG1 1NQ, United Kingdom (for members whose Shares are registered on the United Kingdom branch register and/or on the principal register), or the Hong Kong branch registrars of the Company, Secretaries Limited, 5/F Wing On Centre, 111 Connaught Road Central, Hong Kong (for members whose Shares are registered on the Hong Kong branch register) by no later than 2:30 p.m. (Hong Kong time) on Sunday, 26th August, 2001.