

**NOTICE IS HEREBY GIVEN** that the 2001 Annual General Meeting of the Company will be held on Monday, 3 September 2001 at Hotel Nikko Hong Kong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong at 2:30 p.m. for the following purposes:

1. To receive and consider the statements of accounts and the reports of the directors and auditors for the year ended 31 March 2001.
2. To declare a final dividend.
3. To re-elect retiring directors and to fix the remuneration of the directors.
4. To re-appoint the retiring auditors and to authorise the directors to fix their remuneration.
5. As special business to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

**(A) THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to purchase shares of the Company be generally and unconditionally approved;
- (b) the aggregate nominal amount of shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 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 said approval shall be limited accordingly;
- (c) for the purpose of this Resolution “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
  - (aa) the conclusion of the next Annual General Meeting of the Company; and
  - (bb) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

(B) **THAT:**

- (a) subject to paragraph (c), pursuant to Section 57B of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period 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 which might require the exercise of such power be generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (which pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue, (ii) the exercise of options granted under any share option scheme adopted by the Company or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed the aggregate of (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue plus (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 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), and the said 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 earlier of:

- (i) the conclusion of the next Annual General Meeting of the Company;  
and
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holding of such shares or class thereof (subject to such exclusion 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, and territory outside Hong Kong).

- (C) **THAT** the directors of the Company be authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as resolution 5(B) in the notice of this meeting in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.

6. To transact any other ordinary business of the Company.

By order of the Board

**YUNG Cheong Wei, Terence**

*Company Secretary*

Hong Kong, 24 July 2001

*Notes:*

- (1) A Member entitled to attend and vote at the above Meeting may appoint one or two proxies to attend and, on a poll, 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 thereof, must be deposited at the Company's registered office not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be).
- (3) The register of members will be closed from 28 August 2001 to 3 September 2001, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Abacus Share Registrars Limited, at 2401 Prince's Building, Central, Hong Kong not later than 4:00 p.m. on Monday, 27 August 2001.
- (4) With regard to item 5, the present general mandates to issue and to repurchase shares of the Company, given by members to the Directors, expire at the forthcoming Annual General Meeting and, accordingly, a renewal of those general mandates is now being sought.
- (5) In connection with item 5(A) and (C) above, the attention of shareholders is drawn to a circular setting out further information regarding Resolution 5 above will be sent to the shareholders together with the 2001 Annual Report.