

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of SiS International Holdings Limited (the "Company") will be held at Barker Room, 7/F, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on May 31, 2002 at 4:00 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the financial year ended December 31, 2001.
2. To declare a final dividend.
3. To re-elect Directors and to authorise the Board to fix the remuneration of the Directors.
4. To appoint Auditors and to authorise the Directors to fix their remuneration.

As special business, to consider, and if thought fit, pass the following resolutions as ordinary resolutions:

5. **"THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme or pursuant to a Rights Issue (as hereinafter defined), with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of this resolution; and
- (b) for the purpose 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;
  - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by any applicable laws or the Company's Bye-laws to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and
- (c) for the purpose of this resolution. "Rights Issue" means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the law of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities."

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6. **"THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors authorising repurchase by the Company on The Stock Exchange of Hong Kong Limited up to 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of this resolution;
- (b) such mandate shall authorise the Directors to procure the Company to repurchase shares at such price as the Directors may at their discretion determine;
- (c) for the purpose of this resolution, "Relevant Period" has the same meaning as defined in resolution No. 5 of the notice convening this meeting."

7. **"THAT** conditional upon the passing of the resolution Nos. 5 and 6 as set out in the notice convening this meeting, the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company pursuant to and in accordance with resolution No. 6 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution No. 5."

By Order of the Board

**Chu Chung Yi**

*Company Secretary*

Hong Kong, April 18, 2002

*Notes:*

- 1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, in the event of poll, vote in his stead. A proxy need not be a member of the Company.
- 2. In order to be valid, the 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 such power or authority must be deposited, at the Company's Branch Share Registrar in Hong Kong, Secretaries Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not less than 48 hours before the time for holding the Meeting or adjourned Meeting.
- 3. The Register of Members will be closed from May 27, 2002 to May 31, 2002, both days inclusive, during which period no share transfer will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Secretaries Limited, at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, not later than 4:00 p.m. on May 24, 2002.