

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 30 August 2002 (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 2002.
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\$100,000,000 to HK\$200,000,000 by the creation of an additional 1,000,000,000 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 conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant listing of and permission to deal in the new shares of par value HK\$0.10 each in the capital of the Company to be issued pursuant to this resolution ("Bonus Shares"):

- (A) upon the recommendation of the directors of the Company (the "Directors"), a sum up to HK\$10,286,156 standing to the credit of the share premium account of the Company be capitalised and the Directors be and are hereby authorised to apply such sum in paying up in full at par such number of Bonus Shares to be allotted and issued, credited as fully paid, to the members of the Company whose names appear on the principal or branch register of members of the Company in Bermuda or Hong Kong respectively (collectively referred to as the "Register of Members") as at the close of business on 30 August 2002 ("Record Date"), other than those members whose addresses as shown on the Register of Members on the Record Date are outside Hong Kong ("Overseas Shareholders"), on the basis of one Bonus Share for every four existing shares then held, provided that arrangements will be made for the Bonus Shares which would otherwise have been allotted to the Overseas Shareholders to be sold in the market as soon as practicable after dealings commence, if a premium (net of expenses) can be obtained; proceeds of such sales, less expenses, will be distributed to Overseas Shareholders on a pro rata basis and be sent to them, at their own risk, in Hong Kong Dollar as soon as practicable; individual amount of less than HK\$100 will be retained for the benefit of the Company ;
- (B) no fractional Bonus Shares shall be allotted to the members of the Company, but fractional entitlements shall be aggregated and sold in the market for the benefit of the Company;
- (C) the Bonus Shares to be issued pursuant to this resolution shall rank pari passu in all respects with the existing issued shares of the Company except that they will not eligible for the Bonus Shares mentioned in this resolution; and

- (D) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including but not limited to determining the amount up to HK\$10,286,156 to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be allotted and distributed in the manner referred to in paragraph (A) of this resolution.”

6. 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 hereinafter defined), 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 as may be enlarged by the issue of the Bonus Shares pursuant to Ordinary Resolution numbered 5 set out in the notice of this meeting and the said approval shall be limited accordingly; 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.”

7. 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 (as hereinafter defined) of all the 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) of this resolution 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 as may be enlarged by the issue of the Bonus Shares pursuant to Ordinary Resolution numbered 5 set out in the notice of this meeting 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."

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

"THAT conditional upon passing of the Ordinary Resolution numbered 7 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 Ordinary Resolution numbered 6 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 Ordinary Resolution numbered 7 set out in the notice of this meeting, provided that such amount 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 as may be enlarged by the issue of the Bonus Shares pursuant to Ordinary Resolution numbered 5 set out in the notice of this meeting."

By Order of the Board

Chi Kwong TO

Company Secretary

Hong Kong

27 June 2002

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 6 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 of the Company have no immediate plans to issue any new shares of the Company pursuant to such approval.
4. A circular containing further details regarding the Ordinary Resolutions numbered 4, 5, 6 and 7 will be sent to the members together with the Annual Report for the year ended 31 March 2002.
5. The Company's Register of Members will be closed from 26 August 2002 (Monday) to 30 August 2002 (Friday), both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the entitlements to the Bonus Shares, all transfers forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrars, Computershare Hong Kong Investor Services Limited of Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 23 August 2002 (Friday).