

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of First Dragoncom Agro-Strategy Holdings Ltd. (the “Company”) will be held at Joint Professional Centre, Unit 1, Ground Floor, The Centre, 99 Queen’s Road Central, Hong Kong on Monday, 30 June, 2003 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors (the “Directors”) and auditors of the Company (the “Auditors”) for the year ended 31 December, 2002.
2. To re-elect the Directors and to authorize the Board of Directors to fix their remuneration.
3. To re-appoint Auditors and to authorize the Board of Directors to fix their remuneration.
4. As special business to consider and, if thought fit, pass the following resolutions numbered below as Ordinary Resolutions of the Company:

## Ordinary Resolutions

### (1) **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with Securities (as defined below) in the capital of the Company and to make or grant any offer, agreement and option (including derivatives, bonds, warrants, debentures, notes, options or convertible securities of the Company) which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Securities allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the approval being granted pursuant to paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) exercise of subscription rights attaching to warrants of the Company; (iii) exercise of conversion rights attaching to any convertible securities of the Company; (iv) exercise of subscription rights attaching to options granted by the Company including those granted under a share option scheme adopted by the Company; or (v) issue of Securities pursuant to any scrip dividend scheme or any other issue of Securities in lieu of the whole or part of the payment of dividend by the Company, shall not exceed 20 per cent. of the aggregate nominal amount of shares in the capital of the Company in issue as at the time of passing this Resolution; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until the earliest of the:

- (i) conclusion of the next annual general meeting of the Company following the passing of this Resolution (unless the authority given under this Resolution has been renewed by an ordinary resolution passed at the next annual general meeting); or

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- (ii) expiration of the period within which the next annual general meeting of the Company is required by the bye-laws or any applicable laws of the Company to be held; or
- (iii) passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this Resolution;

“Securities” shall mean securities of any and all classes in the capital of the Company including shares, warrants and other securities carrying a right to subscribe or purchase securities of the Company; and

“Rights Issue” refers to the offer of Securities by the Directors with a fixed period of acceptance to all holders of the Company’s Securities, or class of Securities, as recorded in its register of members on a fixed record date in proportion to their then holdings of such Securities (subject to any exclusion or alternative arrangements as the Directors may deem necessary or expedient in relation to overseas holders or fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of relevant regulatory bodies and stock exchanges in any territory outside Hong Kong).”

(2) **“THAT:**

- (a) subject to sub-paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Securities in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Securities may be listed and recognised by The Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“recognised stock exchange”), subject to and in accordance with the bye-laws and applicable laws of the Company and the rules and requirements of the Securities and Futures Commission, the Stock Exchange or any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Securities the Company is authorised to repurchase pursuant to the approval in sub-paragraph (a) above shall not exceed 10 per cent. of the issued share capital of the Company and the number of relevant class of other Securities as at the date of the passing of this Resolution;
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until the earliest of the:

- (i) conclusion of the next annual general meeting of the Company following the passing of this Resolution (unless the authority given under this Resolution has been renewed by an ordinary resolution passed at the next annual general meeting); or

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- (ii) expiration of the period within which the next annual general meeting of the Company is required by the bye-laws or any applicable laws of the Company to be held; or
  - (iii) passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this Resolution.”
- (3) **“THAT** conditional upon Resolutions numbered (1) and (2) in this notice being passed, the aggregate nominal amount of Securities that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors in accordance with their powers to allot, issue and otherwise deal with Securities pursuant to the authority granted under Resolution number (1) shall be and is hereby increased and extended by the nominal amount of Securities repurchased by the Company under the authority granted to the Directors as mentioned in Resolution numbered (2), provided that such amount of Securities so repurchased shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital and the number of such relevant class of other securities (if any) of the Company at the date of passing of this resolution .”

By Order of the Board of Directors

**Dr. Hon Fong Ming Perry**

*Chairman*

Hong Kong, 28 April, 2003

*Notes:*

- (1) A shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company and any appointment of proxy shall not preclude the shareholder entitled to vote at the said meeting to attend and vote in person if he so desires. A form of proxy will be enclosed in the 2002 Annual Report 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 notorially certified copy thereof, must be deposited at the Company's branch registrar in Hong Kong, Tengis Limited, G/F., BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meetings thereof.
- (3) In case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.