

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Vantage International (Holdings) Limited (the “Company”) will be held at Ching Room, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Tsimshatsui, Kowloon, Hong Kong at 11:00 a.m. on Friday, 15 August 2003 for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2003.
2. To declare a final dividend.
3. To consider and, if thought fit, re-elect Professor Ko Jan Ming as Director.
4. To authorise the Board to fix the fees of the Directors.
5. To re-appoint Auditors and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby 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 would or might require the exercise of such powers after the end of the Relevant Period;

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- (c) 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 of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of any option under the share option scheme or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend or shares of the Company in accordance with the Bye-Laws of the Company, shall not exceed the aggregate of:
- (i) twenty (20) per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution; and
 - (ii) (if the Directors 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 ten (10) per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution), and the said approval shall be limited accordingly; and
- (d) 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 revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) 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.

“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 holdings of such shares of class thereof (subject to such exclusions 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 of the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares, subject to and in accordance with all applicable laws and/or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed ten (10) per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution and the said approval shall be limited accordingly; and
- (c) 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 revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) 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.”

8. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT the general mandate granted to the Directors of the Company to exercise the powers of the Company to issue, allot and deal with shares pursuant to Resolution 6 above be and is hereby extended by the addition thereto an amount representing the total nominal amount of shares in the capital of the Company which has been purchased by the Company since the granting of such general mandate pursuant to Resolution 7 above, provided that such amount shall not exceed ten (10) per cent. of the total nominal amount of the share capital of the Company in issue at the date of this Resolution.”

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9. To consider and, if thought fit, pass with or without amendments the following resolution as a Special Resolution:

“**THAT** the Bye-laws of the Company be and is hereby amended by deleting the definition of “clearing house” in its entirety and substituting the following definition in clause 1 of the Bye-laws:

“clearing house” a recognised clearing house within the meaning of Part I of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.”

By Order of the Board
Ngai Chun Hung
Chairman

Hong Kong, 8 July 2003

Notes:

- (1) The register of members will be closed from Friday, 8 August 2003 to Friday, 15 August 2003 both days inclusive.
- (2) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
- (3) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power of attorney or authority, must be lodged with the Company’s branch share registrars in Hong Kong, Tengis Limited at G/F Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- (4) Concerning Resolution 6 of this Notice, approval is being sought from members for a general mandate to ensure flexibility and discretion being given to the Directors to issue and allot additional shares in the capital of the Company in the event that it becomes desirable. The Directors have no immediate plan to issue any new shares of the Company.
- (5) Concerning Resolution 7 of this Notice, approval is being sought from members for a general mandate to ensure flexibility and discretion being given to the Directors to repurchase shares. The Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefits of the Company and the shareholders.
- (6) Concerning Resolution 8 of this Notice, the purpose of the resolution is to seek approval from members for an extension of the general mandate given to the Directors of the Company to allot, issue and deal with additional shares pursuant to Resolution 6 by adding thereto the number of shares repurchased under the authority granted pursuant to Resolution 7 of this Notice.
- (7) A circular containing the explanatory statement regarding Resolution nos. 6 to 8 will be sent to shareholders together with the Company’s Annual Report.