

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of the Members of Tack Hsin Holdings Limited (the “Company”) will be held at Jade Terrace Restaurant, 2/F., Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 8 September 2003 at 3:00 p.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2003;
2. To elect Directors and to authorise the Board of Directors to fix the Directors’ fees;
3. To appoint Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration; and
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

**“THAT**

- (1) subject to paragraph (3), 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 power be and is hereby generally and unconditionally approved;
- (2) the approval in paragraph (1) 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;
- (3) 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 (1), otherwise than pursuant to (i) a Rights Issue, (ii) the exercise of any option under the Share Option Scheme, (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company or (iv) the exercise of subscription rights attaching to the warrants issued by the Company and from time to time outstanding, shall not exceed 20 percent of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this Resolution and the said approval shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING (Continued)

(4) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 meetings; 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 on the register on a fixed record date in proportion to their then holdings of such shares (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 the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

By Order of the Board

**Tam Cheuk Ho**

*Company Secretary*

Hong Kong, 24 July 2003

*Notes:*

- (1) The Register of Members of the Company will be closed from Monday, 1 September 2003 to Monday, 8 September 2003, both days inclusive, during which period no transfer of shares will be registered.
- (2) All transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s Share Registrar in Hong Kong, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 29 August 2003.
- (3) A Member entitled to attend and vote at the above Meeting is entitled to appoint a proxy or proxies (if holding two or more shares) to attend and vote instead of him. A proxy need not be a Member of the Company.
- (4) 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 a notarially certified copy of that power of attorney or authority, must be lodged with the Company’s Share Registrar in Hong Kong, Tengis Limited at Ground Floor, 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.
- (5) Concerning item 4 above, the approval is being sought from Members as a general mandate, in compliance with the listing rules of The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to 20 percent of the issued share capital.