

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “Annual General Meeting”) of the Company will be held at Office 3509, 35th Floor, Tower II, Lippo Centre, 89 Queensway, Hong Kong on Friday, 19 May 2006 at 3:00 p.m. for the following purposes:

1. To receive and adopt the audited financial statements of the Company and the reports of the directors and the auditors for the year ended 31 December 2005.
2. To declare a final dividend.
3.
  - (a) To re-elect Mr. Yang Xin Min as a director of the Company.
  - (b) To re-elect Mr. Li Fu Ping as a director of the Company.
  - (c) To authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions;

**A. “THAT,**

- (i) subject to sub-paragraph (iii) of this Resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with new shares in the 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;
- (ii) the approval in sub-paragraph (i) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraph (i) of this Resolution, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly, otherwise than pursuant to the following:
  - (a) a Rights Issue (as defined below);
  - (b) any shares issued pursuant to the exercise of rights of subscription or conversion under the terms of any warrants or any debentures, bond warrants, notes issued by the Company or any securities which are convertible into shares of the Company;
  - (c) any share options granted or exercised pursuant to any option scheme or, any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and / or employees of the Company and / or any of its subsidiaries of shares or rights to acquire shares of the Company; and

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- (d) 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 articles of association of the Company; and
- (iv) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 articles of association of the Company or any applicable laws to be held; or
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors; and

“Rights Issue” means an offer of shares, open for a period fixed by the Directors to shareholders of the Company on the register on a fixed record date in proportion to their then holdings of such new 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 outside Hong Kong).”

### B. “THAT,

- (i) subject to sub-paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in sub-paragraph (i) of this Resolution, shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (iii) for the purposes of this Resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;

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- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors."

**C.** **"THAT,** the general mandate granted to the Directors to issue and dispose of additional shares pursuant to Ordinary Resolution No. 5A set out in the notice convening 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 Ordinary Resolution No. 5B set out in the notice convening 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 of the said Resolution."

6. As special business, to consider and if thought fit, pass the following resolutions as Special Resolutions:-

**"THAT,** the articles of association of the Company be and are amended in the following manner:-

- A.
  - (a) By inserting the words "voting by way of a poll is required by the rules of the Designated Stock Exchange or" immediately after the words "A resolution put to the vote of a meeting shall be decided on a show of hands unless" in the first paragraph of the existing article 66;
  - (b) By replacing the full-stop at the end of the existing article 66(d) with a semi-colon;
  - (c) By inserting the word "or" at the end of the existing article 66(d); and
  - (d) By adding the following paragraph as article 66(e) immediately after article 66(d):-
    - "(e) by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent (5%) or more of the total voting rights at such meeting."
- B. By deleting the sentence "There shall be no requirement for the chairman to disclose the voting figures on a poll." in the existing article 68 in its entirety and substituting thereof with a new sentence "The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange."
- C. By inserting the following words ", if more than one person is so authorised," immediately after the words "If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that" in the existing article 84(2).

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- D. By deleting the word "annual" immediately after the words "Any Director so appointed by the Board shall hold office only until the next following" in the last sentence of article 86(3);
- E. By deleting the words "special resolution" in article 86(5) and replacing therewith the words "ordinary resolution"; and
- F. (a) By deleting article 87(1) in its entirety and substituting thereof with the following:
- "87. (1) Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not three (3) or a multiple of three (3), the number nearest to but not less than one-third), shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years."; and
- (b) By deleting the first sentence "A retiring Director shall be eligible for re-election." in the existing article 87(2) and substituting thereof with a new sentence "A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires." "
7. To deal with other ordinary businesses of the Company.

By Order of the Board  
**Li Mei Kuen**  
*Company Secretary*

Hong Kong, 10 April 2006

Principal Place of Business in Hong Kong:  
Office 3509, 35th Floor  
Tower II, Lippo Centre  
89 Queensway  
Hong Kong



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*Notes:*

1. The register of members of the Company will be closed from 17 May 2006 to 19 May 2006, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and to attend the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Registrar in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 16 May 2006.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. 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 a copy of such authority notarially certified, must be deposited at the Company's branch share registrars not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
4. An explanatory statement containing further information on the above Resolution 5B will be despatched to the shareholders together with 2005 Annual Report.

