



ONFEM HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 230)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of ONFEM Holdings Limited (“**Company**”) will be held at The Board Room, 7th Floor, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on 27 May 2004 at 10:30 a.m. for the following purposes:

- To receive and consider the Audited Consolidated Accounts and the Reports of the Directors and Auditors for the year ended 31 December 2003.
- To re-elect Mr. Qian Wenchao, Ms. He Xiaoli and Ms. Tam Wai Chu, Maria as directors of the Company and to authorise the board of directors of the Company (“**Directors**”) to fix the remuneration of directors.
- To fix a maximum number of directors at 12 and to authorise the Directors to appoint additional directors up to such maximum number.
- To re-appoint Messrs. PricewaterhouseCoopers as the auditors for the ensuing year and to authorise the Directors to fix their remuneration.
- As special business, to consider and, if thought fit, pass with or without modifications the following resolution as an Ordinary Resolution of the Company:

“THAT

- subject to paragraph 5(c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph 5(d) below) of all the powers of the Company to allot, issue and deal with additional 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;
 - the approval in paragraph 5(a) above shall authorise the Directors 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;
 - 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 pursuant to the approval in paragraphs 5(a) and 5(b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph 5(d) below) or (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company or (iii) an issue of shares under 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 or (iv) 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, shall not exceed the aggregate of (aa) 20 per cent. of the total nominal amount of the share capital of the Company in issue on the date of passing this Resolution plus (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (“**Shareholders**”)) the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of such resolution (up to a maximum amount equivalent to 10 per cent. 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 to the Directors in paragraphs 5(a) and 5(b) above shall be limited accordingly; and
 - for the purpose of this Resolution:

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

 - the conclusion of the next Annual General Meeting of the Company;
 - the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
 - the revocation or variation of the authority given under this Resolution by ordinary resolution of the Shareholders in general meeting; and

“Rights Issue” means an offer of shares or other securities open for a period fixed by the Directors to the Shareholders on the register on a fixed record date in proportion to their shareholdings as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any recognised regulatory body or any stock exchange).”
6. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as an Ordinary Resolution of the Company:

“THAT

- subject to paragraph 6(c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph 6(d) below) of all the powers of the Company to repurchase its own shares (including redeemable shares) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission in Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or the listing rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - the approval in paragraph 6(a) above shall authorise the Directors during the Relevant Period to procure the Company to repurchase its own shares at a price determined by the Directors;
 - the aggregate nominal amount of share capital repurchased by the Company pursuant to paragraph 6(a) above shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company in issue on the date of passing this Resolution and the said approval to the Directors in paragraphs 6(a) and 6(b) above shall be limited accordingly;
 - for the purpose of this Resolution:

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

 - the conclusion of the next Annual General Meeting of the Company;
 - the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
 - the revocation or variation of the authority given under this Resolution by ordinary resolution of the Shareholders in general meeting.”
7. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as an Ordinary Resolution of the Company:
- “**THAT** conditional upon Resolution No. 6 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution No. 6 above shall be added to the aggregate nominal amount of share capital that may be allotted by the Directors pursuant to Resolution No. 5 above, provided that the amount of share capital repurchased by the Company shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company in issue on the date of passing this Resolution.”
8. As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution of the Company:

“THAT the Bye-laws of the Company be and are hereby amended in the following manner:

- By inserting the following definitions within the appropriate alphabetical sequence in Bye-law 1 and alphabetically reordering the current definitions within Bye-law 1 in general:

““associates” shall have the meaning as defined in the Listing Rules;”

““Clearing House” shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);” and

““Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);”
- By deleting the words “HK\$2” appearing in Bye-law 16 and substituting therefor the words “such sum as prescribed by the stock exchange in Hong Kong for such purpose from time to time”.
- By deleting the words “HK\$2” appearing in Bye-law 20(A) and substituting therefor the words “such sum as prescribed by the stock exchange in Hong Kong for such purpose from time to time”.
- By deleting the words “HK\$2” appearing in Bye-law 20(B) and substituting therefor the words “such sum as prescribed by the stock exchange in Hong Kong for such purpose from time to time”.
- By deleting the words “HK\$2” appearing in Bye-law 21 and substituting therefor the words “such sum as prescribed by the stock exchange in Hong Kong for such purpose from time to time”.
- By adding the words “or by proxy” immediately after the words “(or, in the case of a member being a corporation, by its duly authorised representative)” appearing in Bye-law 74.
- By adding the words “or by proxy” immediately after the words “Section 78 of the Companies Act” appearing in Bye-law 85.

- By adding the sentence “Subject to the provisions of Bye-law 96A, the rights of a member to appoint a proxy shall include the right to appoint separate proxies to represent respectively such number of the shares held by him as may be specified in their instruments of appointment; but (without prejudice to the appointment of alternates) the number of proxies so appointed by any member to attend on the same occasion shall not exceed 2.” immediately after the last sentence of Bye-law 85.

- By adding immediately after Bye-law 85 the following new Bye-law 85A:

“Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”

- By adding the words “or in the case of a member being a corporation, by its duly authorised representative” immediately after the words “either personally” appearing in Bye-law 89(A).

- By deleting the existing Bye-law 90(A) in its entirety and substituting therefor the following new Bye-law 90(A):

“Any member of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a vote on a show of hands or on a poll votes may be given either personally (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy. Subject to the provisions of Bye-law 96A, the rights of a member to appoint a proxy shall include the right to appoint separate proxies to represent respectively such number of the shares held by him as may be specified in their instruments of appointment; but (without prejudice to the appointment of alternates) the number of proxies so appointed by any member to attend on the same occasion shall not exceed 2.”

- By adding immediately after Bye-law 96 the following new Bye-law 96A:

“If a Clearing House (or its nominee) is a member of the Company, it may authorise such person or persons as it thinks fit to act as its proxy or proxies or as its corporate representative or representatives at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person authorised under the provisions of this Bye-law shall be entitled to exercise the same powers on behalf of the Clearing House (or its nominee) which he represents as that Clearing House (or its nominee) could exercise if it were an individual member of the Company, including the right to vote individually on a show of hands notwithstanding the provisions of Bye-laws 85 and 90(A). The number of persons a Clearing House (or its nominee) may appoint to act as its proxy or proxies or as its corporate representative or representatives shall not exceed the number of shares held by a Clearing House (or its nominee), being the shares entitling a Clearing House (or its nominee) to attend and vote at the relevant meeting.”

- By deleting the words “under section 18 of the Securities (Disclosure of Interests) Ordinance 1988 (Cap. 396 of the Laws of Hong Kong)” appearing in Bye-law 97(B) and substituting therefor the words “pursuant to the relevant section of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) applicable to the Company”.

- By deleting the words “under the said section 18” appearing in Bye-law 97(D) and substituting therefor the words “pursuant to the relevant section of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) applicable to the Company”.

- By deleting the words “under section 24 of the Securities (Disclosure of Interests) Ordinance 1988 (Cap. 396 of the Laws of Hong Kong)” appearing in Bye-law 97(E) and substituting therefor the words “pursuant to the relevant section of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) applicable to the Company”.

- By deleting the existing Bye-law 110(B)(ii) in its entirety and substituting therefor the following new Bye-law 110(B)(ii):

“(ii) A Director shall not vote or be counted in the quorum on any resolution of the Board in respect of any contract, arrangement or other proposal in which he or any of his associates (as defined in the Listing Rules) has or have a material interest, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any contract, arrangement or other proposal for or concerning:

- the giving of any security or indemnity either:

- to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
- to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

- any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

- any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights;

- any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:

- the adoption, modification or operation of any employees’ share scheme or any share incentive or share option scheme involving the issue or grant of options over shares or other securities by the Company under which the Director or his associate(s) may benefit; or
- the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

- any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”

- By deleting the last sentence of Bye-law 116 in its entirety and substituting therefor the following sentence at the end of Bye-law 116:

“The period for lodgment of the said notices will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.”

- To transact any other business.

By order of the Board
Wang Xingdong
Managing Director

Hong Kong, 19 April 2004

Notes:

- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
- To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s principal place of business in Hong Kong at 18th Floor, China Minmetals Tower, 79 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting.
- The Register of Members will be closed from Friday, 21 May 2004 to Thursday, 27 May 2004, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the Meeting convened by the above, all share certificates with completed transfer forms either overleaf or separately, must be lodged with the Company’s Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:00 p.m. on Thursday, 20 May 2004.
- As at the date of this notice, the Directors comprise eight directors, of which five are executive directors, namely, Mr. Lin Xizhong, Mr. Wang Xingdong, Mr. Yan Xichuan, Mr. Qian Wenchao and Ms. He Xiaoli; and three are independent non-executive directors, namely, Mr. Selwyn Mar, Ms. Tam Wai Chu, Maria and Mr. Lam Chun, Daniel.