



# SUN EAST TECHNOLOGY (HOLDINGS) LIMITED

日東科技（控股）有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock code: 365)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Sun East Technology (Holdings) Limited (the “**Company**”) will be convened and held at Orchid Room, 2/F, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, 18 September 2006 at 11:00 a.m. (or any adjournment thereof), for the following purposes:

1. to receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and the auditors (the “**Auditors**”) of the Company thereon for the year ended 31 March 2006;
2. to re-elect the retiring Director and to authorize the board of Directors to fix his remuneration;
3. to re-appoint auditors and to authorize the Directors to fix their remuneration;

### ORDINARY RESOLUTIONS

4. “as special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

#### A. THAT:

- (a) subject to sub-paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), 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 or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors of the Company pursuant to the approval in sub-paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under any share option scheme or similar arrangement of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue 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 in force from time to time; or (iv) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution, and the authority pursuant to sub-paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution;

“Rights Issue” means an offer of shares, or an offer or issue of warrants, options or other securities giving rights to subscribe for 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 of members of the Company on a fixed record date in proportion to their then holdings of shares or class thereof (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction or any recognized regulatory body or any stock exchange).”

#### B. THAT:

- (a) subject to sub-paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares in the capital of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of the Shares which may be purchased by the Company pursuant to the approval in sub-paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to sub-paragraph (a) of this resolution shall be limited accordingly; and
  - (c) for the purposes of this resolution:
- “Relevant Period” means the period from the date of 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 expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law to be held; and

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution;

#### C. THAT:

conditional upon the resolutions numbered 4A and 4B set out in the notice convening this meeting being duly passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to resolution numbered 4A in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors of the Company pursuant to such general mandate, an amount representing the aggregate nominal amount of shares in the share capital of the Company which has been purchased by the Company under the authority granted pursuant to resolution numbered 4B in the notice convening this meeting, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

### SPECIAL RESOLUTION

5. “as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as special resolution:

**THAT**, with effect from the conclusion of the annual general meeting at which this resolution is passed, the Bye-laws of the Company be amended in the following manner:–

- (a) by inserting the following after the words “the Members present in person” appearing in the last sentence of the existing Bye-law 63:  
“or (in the case of a Member being a corporation) by its duly authorised representative.”
- (b) by inserting the following sentence to replace the second sentence of the existing Bye-law 68:  
“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 amending the existing Bye-law 86 as follows:
  - (i) deleting the words “Subject to any provision to the contrary in these Bye-laws the” and replacing therewith the word “The” at the beginning of existing Bye-law 86(4);
  - (ii) deleting the word “special” and replacing therewith the word “ordinary” in the second line of the existing Bye-law 86(4); and
  - (iii) inserting the words “to the contrary” after the words “notwithstanding anything” in the forth line of the existing Bye-law 86(4).
- (d) by amending the existing Bye-law 87 as follows:
  - (i) deleting the existing Bye-law 87(1) in its entirety and substituting therefor the following:  
“87. (1) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not 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 at least once every three years.”
  - (ii) inserting the words “and shall continue to act as a Director throughout the meeting at which he retires” after the word “re-election” in the first sentence of the existing Bye-law 87(2).
- (e) by replacing the letter “T” appearing at the start of the existing Bye-law 129 with “Subject to these Bye-laws, t” and deleting the last sentence of the same existing Bye-law.”

Yours faithfully,  
For and on behalf of the Board  
**But Tin Fu**  
Chairman

25 August 2006

Hong Kong Special Administrative Region  
of the People’s Republic of China

#### Notes:

- (1) The register of members of the Company will be closed from 14 September 2006 to 18 September 2006, both days inclusive. All transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share and transfer office, Tengis Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 13 September 2006.
- (2) A member of the Company entitled to attend and vote at the annual general meeting of the Company convened by the above notice is entitled to appoint another person or his proxy to attend and, subject to the provisions of the bye-laws of the Company, vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
- (3) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If the instrument appointing a proxy is signed by an attorney of the appointor as an attorney, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified.  
If the appointer is a legal person, then the instrument shall be signed under a legal person seal or signed by its director or an attorney duly authorized in writing.
- (4) In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the office of the Company’s Branch Registrar in Hong Kong, Tengis Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for the holding of the annual general meeting or any adjournment thereof in order for such documents to be valid. Completion and return of the form of proxy will not preclude any member from attending and voting in person should he so desire.
- (5) In relation to proposed resolution set out in resolution number 3 in this notice regarding re-election of the retiring director of the Company, his biography is set out in Appendix 2 to this circular.
- (6) In relation to the proposed resolution set out in resolution numbered 4A of the above notice, approval is being sought from the shareholders for the grant to the directors of the Company of a general mandate to authorize the allotment and issue of shares under the Listing Rules. The directors of the Company have no immediate plans to issue any new shares of the Company.
- (7) In relation to the proposed resolution set out in resolution numbered 4B of the above notice, the directors of the Company wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision as to how to vote on the proposed resolution as required by the Listing Rules is set out in the circular published by the Company on 25 August 2006.

As at the date of this announcement, the board of directors of the Company comprises Mr. But Tin Fu, Mr. But Tin Hing, Mr. Leung Cheong and Mr. Leung Kuen, Ivan as Executive Directors; Mr. See Tak Wah, Prof. Xu Yang Sheng and Mr. Yau Wing Keung, Frankie as Independent Non-executive Directors.

\* For identification purpose only