



# 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 held at Fung Shui Room, The Marco Polo Hongkong Hotel, 3 Canton Road, Harbour City, Kowloon, Hong Kong on 31 August 2005 at 11:00 a.m. (or any adjournment thereof) for the following purposes:

- 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 2005;
- to approve and declare final dividends for the year ended 31 March 2005;
- to re-elect the retiring Directors;
- to authorize the board of Directors to fix the remuneration for Directors;
- to re-appoint Auditors and to authorize the Directors to fix their remuneration; and

### SPECIAL RESOLUTIONS

- as special business, to consider and, if thought fit, pass the following resolution as a 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 as follows:

- by adding Bye-law 86(1A) into the Bye-laws:

“(1A) Any Directors so elected after the date on which this paragraph becomes effective shall be elected for a term of not more than three years which shall expire at the conclusion of the annual general meeting of the Company held in the third year following the year of his appointment and for the avoidance of doubt, on expiration of his term, he shall be deemed a retiring Director and eligible for re-election.”

- by deleting the word “annual” before the word “general” in the sixth line of Bye-law 86(2).

- by deleting Bye-law 87(1) of the Bye-laws and substituting therefor the following:

“(1) Notwithstanding any other provisions in these Articles and subject to the manner of retirement by rotation of Director as from time to time prescribed under the Listing Rules, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that each Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years at the annual general meeting; and

- by inserting the words “and shall continue to act as a Director throughout the meeting at which he retires” at the end of the first sentence in bye-law 87(2),

and the directors be and are hereby authorized to do all such acts, deeds and things as they shall in their absolute discretion deem fit in order to effect the foregoing.”

- as special business, to consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT**, with immediate effect, the Share Option Scheme of the Company be amended as follows:

- by deleting the definition of “Option Period” and substituting therefor the following:

““Option Period” the period within which an Option may be exercised, and which will expire on 29 August 2008. The Board may also impose restrictions on the exercise of such Option during the Option Period”; and

- by deleting clause 8.1 thereof and substituting therefor the following:

“8.1 Subject to the provisions contained herein, an Option may be exercised at any time during the Option Period.”

### ORDINARY RESOLUTIONS

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

#### A. “**THAT**,

- 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;

- 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;

- the aggregate nominal amount of share capital 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

- 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:

- 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 the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law to be held; and
- 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; and

“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**:

- 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;

- 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

- 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:

- 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 the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law to be held; and
- 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 A and B 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 A 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 B 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.”

- as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

“**THAT** the grant of options (the “Options”) to Mr. But Tin Fu which would entitle him to subscribe for 7,800,000 Shares pursuant to the Share Option Scheme of the Company adopted on 30 August 2002 on the terms and conditions as set out in the circular of the Company dated 9 August 2005, a copy of which is tabled at this meeting and marked “A” and initiated by the Chairman of the meeting for identification purpose, be and is hereby ratified, confirmed and approved and any Directors of the Company be and is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to the grant and exercise of the Options.”

- as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

“**THAT** the grant of Options to Mr. But Tin Hing which would entitle him to subscribe for 7,800,000 Shares pursuant to the Share Option Scheme of the Company adopted on 30 August 2002 on the terms and conditions as set out in the circular of the Company dated 9 August 2005, a copy of which is tabled at this meeting and marked “A” and initiated by the Chairman of the meeting for identification purpose, be and is hereby ratified, confirmed and approved and any Directors of the Company be and is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to the grant and exercise of the Options.”

- as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

“**THAT** the grant of Options to Mr. Leung Cheong which would entitle him to subscribe for 7,800,000 Shares pursuant to the Share Option Scheme of the Company adopted on 30 August 2002 on the terms and conditions as set out in the circular of the Company dated 9 August 2005, a copy of which is tabled at this meeting and marked “A” and initiated by the Chairman of the meeting for identification purpose, be and is hereby ratified, confirmed and approved and any Directors of the Company be and is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to the grant and exercise of the Options.”

- as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

“**THAT** the grant of Option to Mr. Leung Kuen, Ivan which would entitle him to subscribe for 7,800,000 Shares pursuant to the Share Option Scheme of the Company adopted on 30 August 2002 on the terms and conditions as set out in the circular of the Company dated 9 August 2005, a copy of which is tabled at this meeting and marked “A” and initiated by the Chairman of the meeting for identification purpose, be and is hereby ratified, confirmed and approved and any Directors of the Company be and is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to the grant and exercise of the Options.”

By Order of the Board

**But Tin Fu**  
Chairman

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

9 August 2005

As at the date of this notice, the board of directors of the Company comprises But Tin Fu, But Tin Hing, Leung Cheong, Leung Kuen, Ivan, See Tak Wah, Yau Wing Keung and Xu Yang Sheng.

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business:*  
Unit H4, 1st Floor, Block 4  
Kwun Tong Industrial Centre  
Nos.436-446 Kwun Tong Road  
Kwun Tong  
Kowloon  
Hong Kong

#### Notes:

- A member 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.
- In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed, or a notorially 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 28/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 adjourned meeting thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person should he so desire.
- In relation to proposed resolution set out in resolution number 3 set out in this notice regarding re-election of the retiring directors of the Company, their biographies are set out in Appendix III to this circular.
- In relation to the proposed resolution set out in resolution numbered 6 of the above notice, approval is being sought from the shareholders for amendments to the Bye-laws of the Company to reflect, among others, the amended provisions of Appendix 14 of the Listing Rules which came into effect on 1 January 2005 (subject to certain transitional arrangements).
- In relation to the proposed resolution set out in resolution numbered 8A 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.
- In relation to the proposed resolution set out in resolution numbered 8B 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 9 August 2005.

\* For identification purposes only