



# IMAGI INTERNATIONAL HOLDINGS LIMITED

意馬國際控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 585)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Imagi International Holdings Limited (the “**Company**”) (the “**2004 AGM**”) will be held at Board Room, Imagi International Holdings Limited, Units 1909-12, 19th Floor, Eight Commercial Tower, 8 Sun Yip Street, Chai Wan, Hong Kong on Friday, 6th August, 2004 at 10:30 a.m. for the following purposes:

- To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31st March, 2004;
- To re-elect directors and to authorize the Board of Directors to fix their remuneration (Details of Directors to be re-elected at the 2004 AGM are set out in the circular issued to shareholders on 12th July, 2004);
- To re-appoint the Auditors, Deloitte Touche Tohmatsu, and to authorize the Board of Directors to fix their remuneration;
- By way of special business, to consider and if thought fit, pass with or without modification the following resolutions as:

### ORDINARY RESOLUTIONS

- “THAT:**
    - subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.50 each in the capital of the Company (the “**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 which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
    - the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and 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 powers at any time during or 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 paragraph (a) above, otherwise than pursuant to:
      - a Rights Issue (as defined in paragraph (d) below);
      - the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
      - the exercise of 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 and/or other eligible participants of any such scheme or arrangement of Shares or rights to acquire Shares; and
      - any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company,shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval 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 earlier 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 or any applicable laws to be held; and
      - the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion 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, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”
- “THAT:**
  - subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase its securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Hong Kong Code on Share Repurchases and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
  - the aggregate nominal amount of Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the aggregate amount of warrants to subscribe for or purchase Shares (or other relevant class of securities) which may be repurchased pursuant to such approval shall not exceed 10 per cent of the aggregate amount of the warrants (or other relevant class of securities) of the Company outstanding as at the date of the passing of this Resolution, and the said approval 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 earlier 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 or any applicable laws to be held; and
    - the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- “THAT** conditional upon the passing of the Ordinary Resolutions numbered I and II as set out in the notice of this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with 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 which might require the exercise of such powers pursuant to Resolution numbered I above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate 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 Resolution numbered II above, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of Resolution numbered II above.”
- “THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any Shares which may fall to be issued pursuant to the exercise of any option under the existing share option scheme of the Company adopted on 16th August, 2002 (the “**Share Option Scheme**”) and subject further to and in accordance with all applicable laws and the Listing Rules, the Directors be and are hereby authorised to grant further options under the Share Option Scheme provided that the total number of Shares which may be issued upon exercise of options to be granted under the Share Option Scheme on or after the date of this Resolution shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution.”

\* For identification purpose only

### SPECIAL RESOLUTION

- To amend the Bye-laws of the Company by passing the following as a special resolution:

“**THAT** the Bye-laws of the Company be amended as follows:

  - By adding the following new definition for “associate” immediately after the definition for “Act” in Bye-law 1:

““associate” has the meaning ascribed to it under the Listing Rules;”;
  - by deleting the existing definition for “clearing house” in Bye-law 1 and substituting therefor the following new definition:

““clearing house” a clearing house or authorized share depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.”;
  - by adding the following new definition for “electronic communication” immediately after the definition for ““dollars” and “\$”” in Bye-law 1:

““electronic communication” a communication sent by electronic transmission in any form through any medium.”;
  - by adding the following new definition for “Listing Rules” immediately after the definition for “head office” in Bye-law 1:

““Listing Rules” the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).”;
  - by deleting the existing paragraph (e) under Bye-law 2 and substituting therefor the following new paragraph as the new paragraph (e) under Bye-law 2:

“expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member’s election comply with all applicable Statutes, rules and regulations;”;
  - by adding the following paragraphs as new paragraphs (k) and (l) immediately after paragraph (j) under Bye-law 2:

“(k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;

(l) wherever any provision of these Bye-laws (except a provision for the appointment of a proxy) requires that a communication as between the Company, the Directors or its shareholders be effected in writing, the requirement may be satisfied by the communication being given in the form of an electronic record unless the person to whom the communication is given has signified refusal to communications being given to him in that form.”;
  - by adding the following words immediately before the words “any share premium account” in Bye-law 6:

“, save for the use of share premium expressly permitted by the Act,”;
  - by deleting the word “and” immediately after the words “the Act” and adding the following words after the words “these Bye-laws” on the first line of the existing Bye-law 12:

“, any direction that may be given by the Company in general meeting”;
  - by adding the following words immediately after the words “in any usual or common form” in Bye-law 46:

“or in a form prescribed by the Designated Stock Exchange”;
  - by adding the following words immediately after the words “Designated Stock Exchange” in Bye-law 51:

“, or any means in such manner as may be accepted by the Designated Stock Exchange,”;
  - by adding the following sentence as the second sentence immediately after the first sentence ending with the words “so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share.” in the first paragraph under Bye-law 66:

“Notwithstanding anything contained in these Bye-laws, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.”;
  - by adding in the eleventh line in the first paragraph under Bye-law 66 the words “a poll is required under the Listing Rules or” immediately after the words “demand for a poll”);
  - by adding in the first line in Bye-law 67 the words “is required under the Listing Rules or” immediately after the words “Unless a poll”;
  - by adding in the first line in Bye-law 68 the words “is required under the Listing Rules or” immediately after the words “If a poll”;
  - by adding in the second line in Bye-law 68 the words “or was required under the Listing Rules (as the case may be)” immediately after the words “at which the poll was demanded”;
  - by adding in the second line in Bye-law 69 the words “or required under the Listing Rules” immediately after the words “on any other question”;
  - by adding in the first line in Bye-law 74 the words “, subject to Bye-law 76A,” immediately after the words “any one of such joint holder may”;
  - by adding in the third line in Bye-law 75(1) the words “, subject to Bye-law 76A,” immediately after the words “managing their own affairs may”;
  - by adding in the second line in Bye-law 75(2) the words “, subject to Bye-law 76A,” immediately after the words “shares may”;
  - by adding the following new Bye-law 76A immediately after Bye-law 76:

“76A. 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 deleting the last sentence of the existing Bye-law 84(2) and substituting therefor the following as the last sentence of the new Bye-law 84(2):

“The person so authorised shall be deemed to have been duly authorised without further evidence of the facts and will be entitled to exercise the same power on behalf of the relevant clearing house as that clearing house (or its nominee(s)) could exercise if it were an individual shareholder of the Company.”;
  - by deleting the second last sentence of the existing Bye-law 86(1) and substituting therefor the following as the second last sentence of Bye-law 86(1):

“The Directors shall be elected or appointed in the first place at the statutory meeting of Members and thereafter at the annual general meeting in accordance with Bye-law 87 or at any special general meeting and shall hold office until the next appointment of Directors or until their successors are elected or appointed.”;
  - by deleting the existing Bye-law 86(4) and substituting therefor the following as the new Bye-law 86(4):

“(4) The Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.”;

(x) by adding in the third line of Bye-law 87 the words “, or such other manner of rotation as may be required by the Listing Rules or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time” immediately after the words “nearest to but not greater than one-third”;

(y) by adding the following new paragraph as the second paragraph immediately after the first paragraph under Bye-law 88:

“The minimum seven (7) days’ period for lodgment of the Notice referred to in the preceding paragraph will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven (7) days prior to the date of such meeting. For the avoidance of doubt, this paragraph applies for the purposes of calculating the minimum seven (7) days’ period, and it does not prevent the Company from accepting the notices referred to in the preceding paragraph earlier than the time when the notice of the meeting referred to in this paragraph is despatched (subject to and to such extent permitted by and in accordance with the Statutes, the Listing Rules and any applicable laws, rules and regulations).”;

(z) by deleting the existing Bye-law 103 and substituting therefor the following as the new Bye-law 103:

“103. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Directors approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest, but this prohibition shall not apply and a Director may vote (and be counted in the quorum) in respect of any resolution concerning any one or more of the following matters:

- (i) the giving to him or any of his associates of any guarantee, indemnity or security 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;
- (ii) the giving to a third party of any guarantee, indemnity or security in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself or any of 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;
- (iii) 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 any of his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iv) any proposal concerning any other company in which he or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which he or his associate(s) is/are beneficially interested in shares of that company, provided that he and any of his associates are not in aggregate beneficially interested in five (5) per cent 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 associates is derived) or of the voting rights;
- (v) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including (a) the adoption, modification or operation of any employees’ share scheme or any share incentive or share option scheme under which he or his associate(s) may benefit; or (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to him, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of him, 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;
- (vi) any contract or arrangement in which he 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.

(2) Where a company in which a Director and/or his associate(s) owns five (5) per cent or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction. A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent or more if and so long as (but only if and so long as) he and/or his associate(s) (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right.

(3) If any question arises at any meeting as to the materiality of an interest of a Director (other than the chairman of the meeting) or any of his associates or as to the entitlement of any Director (other than the chairman of the meeting) to vote and the question is not resolved by his voluntarily agreeing to abstain from voting, the question shall be referred to the chairman of the meeting and his ruling in relation to the Director concerned shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or any of his associates concerned, so far as known to him, has not been fairly disclosed. If any question shall arise in respect of the chairman of the meeting or any of his associates and is not resolved by his voluntarily agreeing to abstain from voting, the question shall be decided by a resolution of the Directors (for which purpose the chairman shall be counted in the quorum but shall not vote on the matter) and the resolution shall be final and conclusive except in a case where the nature or extent of the interest of the chairman or any of his associates, so far as known to him, has not been fairly disclosed.”;

(aa) by adding the word “, electronic” immediately after the words “conference telephone” in Bye-law 116(2);

(bb) by deleting the existing Bye-law 153 and substituting therefor the following as the new Bye-law 153:

“153. Subject to Section 88 of the Act and Bye-law 153A, a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by the Statutes to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the auditors’ report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the annual general meeting and laid before the Company in annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.”;

(cc) by adding the following new Bye-law 153A:

“153A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction and the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial report derived from the Company’s annual accounts and the Directors’ report which shall be in the form and containing the information required by applicable laws and regulations and must be accompanied by an auditor’s report and a notice informing the shareholder how to notify the Company of his election to receive the full set of the relevant financial documents, provided that any person who is otherwise entitled to the annual financial statements of the Company and the Directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial report, a complete printed copy of the Company’s annual financial statement and the Directors’ report thereon.”;

(dd) by adding the following new Bye-law 153B:

“153B. The requirement to send to a person referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, subject to and in accordance with all applicable Statutes, rules and regulations, including, without limitation, the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction and the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”;

(ee) by deleting the words “fourteen (14)” and substituting therefor the words “twenty-one (21)” of the existing Bye-law 154(2);

(ff) by deleting the existing Bye-law 157 and substituting therefor the following as the new Bye-law 157:

“157. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.”;

(gg) by deleting the last sentence of the existing Bye-law 159 and substituting therefor the following as the last sentence of the new Bye-law 159:

“If the auditing standards of a country or jurisdiction other than Bermuda are used, the financial statements and the report of the Auditor should disclose this fact and name such country or jurisdiction.”;

(hh) by deleting the existing Bye-laws 160 and 161 and substituting therefor the following as the new Bye-laws 160 and 161, respectively:

“160. Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) whether or not to be given or issued under these Bye-laws from the Company to a Member shall be in writing (including, but not limited to, by cable, telex or facsimile transmission message or other form of electronic transmission or communication) and any such notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website and giving to the Member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

161. Any notice or other document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) given or issued under these Bye-laws from the Company:

(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company’s website is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;

(c) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and

(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”;

(ii) by deleting in the first and second lines in Bye-law 162(1) the words “by post to or left at the registered address of any Member” immediately after the words “Any Notice or other document delivered or sent” and substituting therefor the words “to any Member in such manner as provided in Bye-law 160”;

(jj) by deleting in the second and third lines in Bye-law 162(2) the words “by sending it through the post in a prepaid letter, envelope or wrapper” immediately after the words “mental disorder or bankruptcy of a Member” and substituting therefor the words “in such manner as provided in Bye-law 160”; and

(kk) by adding the words “or electronic” immediately after the words “or facsimile” in Bye-law 163.”

By Order of the Board  
**Imagi International Holdings Limited**  
**Yip Kar Hang, Raymond**  
*Company Secretary*

*The Board comprises:*

<i>Executive Directors:</i>	<i>Mr. Kao Cheung Chong, Michael (Chairman)</i>	<i>Mr. Kao Wai Ho, Francis (Deputy Chairman)</i>
	<i>Mr. Zhang Liping</i>	<i>Mr. Lam Pak Kin, Philip</i>
<i>Non-executive Director:</i>	<i>Mr. Ng See Yuen</i>	
<i>Independent Non-executive Directors:</i>	<i>Mr. Alexander Reid Hamilton</i>	<i>Mr. Randy Harris</i>
	<i>Mr. Oh Kok Chi</i>	

12th July, 2004

*Principal place of business in Hong Kong*  
Units 1909-12, 19th Floor  
Eight Commercial Tower  
8 Sun Yip Street  
Chai Wan  
Hong Kong

*Notes:*

- Any member of the Company entitled to attend and vote at the meeting convened by the above notice (or at any adjournment thereof) is entitled to appoint a proxy to attend and vote in his stead at the meeting and any such member who is a holder of 2 or more shares in the Company is entitled to appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- To be valid, a form of proxy together with 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 branch share registrar in Hong Kong, Secretaries Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting on any adjourned meeting should you so wish.
- A form of proxy for use at the meeting is enclosed herewith.