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This circular, for which the directors of First Mobile Group Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to First Mobile Group Holdings Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in First Mobile Group Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.



FIRST MOBILE GROUP HOLDINGS LIMITED
(第一電訊集團有限公司)*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8110)

**PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND
TO REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of First Mobile Group Holdings Limited to be held at Tien Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on 26th April, 2005 at 3:00 p.m., is set out on pages 12 to 15 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Abacus Share Registrars Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the meeting should they so wish.

This circular will remain on the GEM website on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Tien Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on 26th April, 2005 at 3:00 p.m.
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“Associate(s)”	as such term is defined under the GEM Listing Rules
“Commission”	Securities and Futures Commission
“Company”	First Mobile Group Holdings Limited
“Director(s)”	director(s) of the Company
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange
“Group”	the Company, its subsidiaries and its associated companies from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20 per cent. of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate
“Latest Practicable Date”	24th March, 2005, being the latest practicable date prior to the printing of this circular
“Memorandum of Association”	the memorandum of association of the Company as may be amended form time to time

DEFINITIONS

“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10 per cent. of the issued share capital of the Company as at the date of passing of the resolution approving the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance
“Shareholder(s)”	holder(s) of Share(s)
“Share(s)”	share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission from time to time

LETTER FROM THE BOARD



FIRST MOBILE GROUP HOLDINGS LIMITED **(第一電訊集團有限公司)***

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8110)

Directors:

NG Kok Hong

NG Kok Tai

NG Kok Yang

SZE Tsai To Robert*

WU Wai Chung Michael*

WONG Tin Sang Patrick*

Registered Office:

Ugland House

South Church Street

P.O. Box 309

George Town

Grand Cayman

Cayman Islands

* *Independent non-executive Directors*

Head Office and

Principal Place of Business:

Suite 1919-1923

19th Floor

Grandtech Centre

8 On Ping Street

Shatin

New Territories

Hong Kong

24th March, 2005

To the Shareholders of the Company

Dear Sir or Madam,

PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES AND RE-ELECTION OF RETIRING DIRECTORS

INTRODUCTION

At an annual general meeting of the Company held on 28th April, 2004, the Shareholders passed ordinary resolutions to give general unconditional mandates to the Directors to issue and allot additional Shares and to exercise the powers of the Company to repurchase its own shares in accordance with the GEM Listing Rules. No Shares have

* *For identification purpose only*

LETTER FROM THE BOARD

been issued or repurchased pursuant to these mandates up to the Latest Practicable Date. These general mandates will lapse at the conclusion of the AGM. It is therefore proposed to renew general mandates to issue and allot additional Shares and to repurchase Shares at AGM.

The purpose of this circular is to provide you with information regarding the proposed renewal of the general mandates to issue and allot Shares, to repurchase Shares and the re-election of retiring Directors, and to seek your approval of the ordinary resolutions relating to these matters at the AGM.

ISSUE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Issue Mandate which will enable the Directors to allot, issue and otherwise deal with additional Shares up to the limit of 20 per cent. of the aggregate nominal value of the issued share capital of the Company on the date of passing such resolution. In addition, an ordinary resolution will also be proposed to authorise an extension of the Issue Mandate by adding to the aggregate number of additional Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted.

Details of the aforesaid ordinary resolutions are set out in ordinary resolution nos. 5 and 7 of the notice of AGM.

REPURCHASE MANDATE

At the AGM, another ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate which will enable the Directors to repurchase Shares on the GEM or on any other exchange on which the Shares have been or may be listed and recognised for this purpose by the Commission and the Stock Exchange up to a limit of 10 per cent. of the aggregate nominal value of the issued share capital of the Company on the date of passing such resolution. An explanatory statement as required under the GEM Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in the Appendix I to this circular.

Detail of the aforesaid ordinary resolution is set out in ordinary resolution no. 6 of the notice of AGM.

RE-ELECTION OF RETIRING DIRECTORS

Mr. Ng Kok Tai and Mr. Wong Tin Sang Patrick will retire from office in the AGM in accordance with article 116 of the Articles of Association. The retiring Directors, being eligible, offer themselves for re-election.

Biographical details of Mr. Ng Kok Tai and Mr. Wong Tin Sang Patrick which are required to be disclosed under the GEM Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice convening the AGM is set out on pages 12 to 15 of this circular.

A form of proxy for use at the AGM is enclosed with the 2004 Annual Report. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy and return the same to the Company's branch share registrar in Hong Kong, Abacus Share Registrars Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the AGM. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof if you so wish.

PROCEDURES FOR DEMANDING A POLL

Pursuant to article 80 of the Articles of Association, a poll can be demanded in respect of a resolution put to vote at any general meeting. The procedures for demanding a poll voting at a general meeting is set out in Appendix III to this circular.

RECOMMENDATION

The Directors believe that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company as well as its Shareholders. Accordingly, the Directors recommend that all the Shareholders of the Company should vote in favour of all the aforesaid resolutions.

Yours faithfully,
For and on behalf of the Board of
First Mobile Group Holdings Limited
Ng Kok Hong
Executive Chairman

This is an explanatory statement given to all the Shareholders of the Company relating to ordinary resolution no. 6 of the notice of AGM authorising the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to rule 13.08 of the GEM Listing Rules which is set out as follows:

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, there were 1,945,696,565 Shares in issue. Subject to the passing of the ordinary resolution no. 6 and on the basis that no further Shares are issued from the Latest Practicable Date and up to the date of the AGM or no Shares are repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to buyback a maximum of 194,569,656 Shares during the period up to (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 Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the 2004 annual report of the Company) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the

working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates, have any present intention, if the Repurchase Mandate is approved and exercised, to sell Shares to the Company or its subsidiaries.

No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company or its subsidiaries, or each of the connected person has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders of the Company.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a shareholder, or a group of shareholders acting in concert, depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Messrs. Ng Kok Hong, Ng Kok Tai and Ng Kok Yang, directors of the Company, (the "said directors") together with their respective associates were beneficially, interested in an aggregate of 1,349,566,292 Shares, representing approximately 69.36 per cent. of the issued share capital of the Company. Based on such shareholdings and in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the collective shareholdings of the said directors together with their respective associates in the Company would be increased to 77.07 per cent. of the issued share capital of the Company. The Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any purchases made under the Repurchase Mandate.

However, as the Company must maintain the "minimum prescribed percentage" of 15 per cent. of the issued share capital of the Company in public hands, the Directors do not intend to exercise in full the power to repurchase Shares under the Repurchase Mandate.

5. SHARE PURCHASED BY THE COMPANY

The Company has not purchased any of its Shares (whether on GEM or otherwise) during the six months preceding the Latest Practicable Date.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2004		
March	0.260	0.215
April	0.230	0.182
May	0.238	0.185
June	0.240	0.202
July	0.239	0.210
August	0.230	0.195
September	0.228	0.199
October	0.229	0.205
November	0.227	0.207
December	0.231	0.191
2005		
January	0.237	0.200
February	0.235	0.206

The biography of the Directors who will retire from office by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM, is set out as follows:

NG Kok Tai (“Mr. Ng”), aged 44, is the Executive Deputy Chairman of the Company since its listing on the GEM of the Stock Exchange on 29th December, 2000. Mr. Ng is the President to oversee the Group’s business activities and operation in Malaysia and holds directorship in First Mobile Group Sdn. Bhd, Mobile Distribution (M) Sdn. Bhd. and Exquisite Model Sdn. Bhd. He is also a director of First Telecom International Limited, the Group’s major operating company in Hong Kong.

Save as Mr. Ng is the elder brother of Mr. Ng Kok Hong, Executive Chairman of the Company, and Mr. Ng Kok Yang, Executive Director and Chief Executive Officer of the Company, brother of Mdm. Eng Sew Chin, Group Treasurer, a director and Chief Financial Officer of First Mobile Group Sdn. Bhd., and husband of Ms. Siew Ai Lian (“Ms Siew”), an alternate director of First Mobile Group Sdn. Bhd.; Mr. Ng does not have any relationships with other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Group. Save as aforesaid, Mr. Ng did not hold other directorship in any listed companies in the past three years.

Mr. Ng has entered into a service agreement with the Company for initial terms of three years commencing from 1st January, 2001 and shall continue thereafter until terminated by either party giving not less than six months’ notice in writing to the other party. As at the Latest Practicable Date, no notice of termination has been served by either the Company or Mr. Ng.

Mr. Ng’s director emolument is determined by reference to his experiences, duties and responsibilities to the Group. Under the existing service agreement, he is entitled to an annual salary of HK\$1,917,000 (not including benefits in kind (if any) and statutory retirement benefit scheme contribution) for the financial year ended 31st December, 2005 and a discretionary bonus calculated as a percentage of the audited consolidated profit of the Group attributable to the Shareholders of the Company. The percentage shall be determined by the board of Directors but in any case the aggregate amount payable in each financial year to all the executive Directors of the Company shall not exceed 10 per cent. of such profit.

Mr. Ng is deemed to be interested in 596,766,389 Shares in the Company by virtue of his corporate interest in NKT Holdings Sdn. Bhd., a company incorporated in Malaysia, which is owned as to 50% by Mr. Ng and as to 50% by Ms. Siew. He also holds 1,239,326 non-voting deferred shares of HK\$1.00 each in First Telecom International Limited. As at the Latest Practicable Date, Mr. Ng and Ms. Siew have outstanding options to subscribe for 29,400,000 Shares and 612,500 Shares in the Company respectively at an exercisable price of HK\$0.82 per Share with the final expiry date on 30th June, 2006. Save as aforesaid, Mr. Ng does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

There is no other matters that need to be brought to the attention of the Shareholders.

WONG Tin Sang Patrick ("Mr. Wong"), aged 72, was appointed as an independent non-executive Director of the Company on 1st August, 2001. Mr. Wong is also a member of the audit committee of the Company. Save as aforesaid, Mr. Wong does not hold any positions with the Group.

Mr. Wong is a retired banker. He has over 40 years of experience in the banking industry and had held senior positions in 4 banking institutions. His last position was a business adviser in the corporate banking group at CITIC Ka Wah Bank Limited. Mr. Wong was an independent non-executive director of Wealthmark International (Holdings) Limited, a company listed on the Stock Exchange, from 4th June, 2002 to 29th November, 2004. Save as aforesaid, Mr. Wong did not hold other directorship in any listed companies in the past three years.

Mr. Wong has been appointed for a fixed term and subject to retirement by rotation in accordance with the Articles of Association and the prescribed GEM Listing Rules in relation to code on corporate governance practices. His director's fee of HK\$300,000 per annum is determined with reference to his experience, industry standards and prevailing market conditions.

Mr. Wong has neither interests in the Shares of the Company within the meaning of Part XV of the SFO nor any relationships with other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Group.

There is no other matters that need to be brought to the attention of the Shareholders.

Pursuant to article 80 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:

- (a) the chairman of such meeting; or
- (b) at least five Shareholders present in person or by proxy and entitled to vote at the meeting; or
- (c) any Shareholder or Shareholders present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all Shareholders having the right to attend and to vote at the meeting; or
- (d) any Shareholder or Shareholders present in person or by proxy and holding Shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

Unless a poll is so demanded and not withdrawn, a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

NOTICE OF ANNUAL GENERAL MEETING



FIRST MOBILE GROUP HOLDINGS LIMITED **(第一電訊集團有限公司)***

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8110)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of First Mobile Group Holdings Limited (the “Company”) will be held at Tien Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on 26th April, 2005 at 3:00 p.m. for the following purposes:

1. To consider and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31st December, 2004;
2. To declare the final dividend for the year ended 31st December, 2004;
3. To re-elect retiring directors and to authorise the board of directors to fix the directors’ fees;
4. To re-appoint the auditors and to authorise the board of directors to fix their remuneration;

and, as special business, to consider and, if thought fit, pass with or without modification, the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

5. **“THAT:**
 - (A) subject to paragraph (C) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM 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 in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing securities of the Company which carry rights to subscribe for or are convertible into Shares; or (iii) an issue of Shares in the Company upon the exercise of options granted or which may be granted under the Pre-Listing Share Option Plan (as approved by an ordinary resolution passed on 15th December, 2000) or any share 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 in the Company; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed the aggregate of 20 per cent. of the aggregate nominal value of the share capital of the Company in issue at the date of the passing of this resolution and the authority granted pursuant to paragraph (A) of this resolution shall be limited accordingly; and

- (D) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 Articles of Association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the directors of the Company to holders of Shares whose names appear on the register of shareholders of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such Shares (or, where appropriate, such other securities), (subject in all cases 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 applicable to the Company).”

6. “THAT:

- (A) subject to paragraph (B) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company, including to determine the manner of repurchase, to repurchase shares in the capital of the Company (the “Shares”) on GEM of the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchanges as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal value of the Shares to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company in issue at the date of the passing of this resolution and the authority granted pursuant to paragraph (A) of this resolution shall be limited accordingly; and
- (C) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 Articles of Association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the Ordinary Resolutions Nos. 5 and 6 set out in the notice of this meeting being passed, the general unconditional mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to the Ordinary Resolution No. 5 set out in the notice of this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general unconditional mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the Ordinary Resolution No. 6 set out in the notice of this meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company in issue at the date of the passing of Ordinary Resolution No. 6.”

By order of the Board
Chan Po Yi
Company Secretary

Hong Kong, 24th March, 2005

Head Office and Principal Place of Business:
Suite 1919-1923, 19th Floor,
Grandtech Centre,
8 On Ping Street,
Shatin, New Territories,
Hong Kong

Notes:

1. Every shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. 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 that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Abacus Share Registrars Limited at G/F, 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 AGM.
3. Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting at the AGM if the shareholder so desires.