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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 Century Sunshine Ecological Technology Holdings Limited (the "Company") you should at once hand this circular, together with the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular

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**世纪阳光**

**CENTURY SUNSHINE ECOLOGICAL TECHNOLOGY HOLDINGS LIMITED**

**世紀陽光生態科技控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8276)**

**(1) PROPOSED SUBDIVISION OF SHARES**  
**(2) PROPOSED AMENDMENTS TO ARTICLES**  
**AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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This circular together with a form of proxy will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of posting.

A notice convening an extraordinary general meeting of the Company to be held at 9:30 a.m. on 1st December 2006 at Unit 3907, Cosco Tower, 183 Queen's Road Central, Hong Kong or any adjournment thereof is set out on pages 10 to 13 of this circular. A form of proxy for use at the extraordinary general meeting of the Company or any adjournment thereof is enclosed. Whether or not you propose to attend the extraordinary general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

7th November 2006

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## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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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 Main Board 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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## EXPECTED TIMETABLE

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Latest time for lodging forms of proxy for the EGM .....	9:30 a.m. on Wednesday, 29th November 2006
EGM .....	9:30 a.m. on Friday, 1st December 2006
Effective date of Share Subdivision .....	Monday, 4th December 2006
Dealing in Subdivided Shares commences .....	9:30 a.m. on Monday, 4th December 2006
Existing counter for trading in Shares in board lots of 5,000 Shares temporarily closes .....	9:30 a.m. on Monday, 4th December 2006
Temporary counter for trading in Subdivided Shares in board lots of 25,000 Subdivided Shares (in the form of Existing Share Certificates) opens .....	9:30 a.m. on Monday, 4th December 2006
First day of free exchange of Existing Share Certificates for New Share Certificates .....	Monday, 4th December 2006
Existing counter for trading in Subdivided Shares in board lots of 5,000 Subdivided Shares (in the form of New Share Certificates) reopens .....	9:30 a.m. on Monday, 18th December 2006
Parallel trading in Subdivided Shares (in the form of New Share Certificates and Existing Share Certificates) commences .....	9:30 a.m. on Monday, 18th December 2006
Temporary counter for trading in Subdivided Shares in board lots of 25,000 Subdivided Shares (in the form of Existing Share Certificates) closes .....	4:00 p.m. on Friday, 12th January 2007
Parallel trading in Subdivided Shares (in the form of New Share Certificates for Subdivided Shares and Existing Share Certificates for Shares) ends .....	4:00 p.m. on Friday, 12th January 2007
Last day for free exchange of Existing Share Certificates for New Share Certificates .....	4:00 p.m. on Friday, 19th January 2007

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## DEFINITIONS

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

“Amendments to Articles”	the proposed amendments to the Articles as set out in the Special Resolution;
“Articles”	the articles of association of the Company;
“Associates”	has the meaning ascribed thereto under the GEM Listing Rules;
“Board”	board of Directors or a duly authorised committee thereof for the time being;
“CCASS”	the General Clearing and Settlement System established and operated by HKSCC;
“Company”	Century Sunshine Ecological Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM;
“Director(s)”	director(s) of the Company for the time being and from time to time;
“EGM”	the extraordinary general meeting of the Company to be held on 1st December 2006 at 9:30 a.m. or any adjournment thereof for approving the Share Subdivision and the Amendments to Articles;
“EGM Notice”	notice convening the EGM as set out on pages 10 to 13 of this circular;
“Existing Share Certificate(s)”	the existing green certificate(s) for the Share(s);
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

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## DEFINITIONS

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“Latest Practicable Date”	6th November 2006, being the latest practicable date for the purpose of ascertaining certain information contained in this circular;
“New Share Certificate(s)”	the new red certificate(s) for the Subdivided Shares;
“Ordinary Resolution”	the proposed ordinary resolution to approve the Share Subdivision as set out in the EGM Notice;
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company;
“Shareholder(s)”	holder(s) of Shares or Subdivided Shares;
“Share Option Scheme”	the share option scheme of the Company adopted on 31st January 2004;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Share Registrar”	Tricor Investor Services Limited, the Company’s share registrar;
“Share Subdivision”	the subdivision of each of the existing issued and unissued shares of HK\$0.10 each in the share capital of the Company into five shares of HK\$0.02 each;
“Special Resolution”	the proposed special resolution to approve the Amendments to Articles as set out in the EGM Notice;
“Subdivided Share(s)”	the share(s) of HK\$0.02 each in the capital of the Company which will result from the Share Subdivision; and
“trading day”	a day on which the Stock Exchange is opened for the business of dealing in securities.

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LETTER FROM THE BOARD

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世紀陽光

CENTURY SUNSHINE ECOLOGICAL TECHNOLOGY HOLDINGS LIMITED

世紀陽光生態科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8276)

**Directors:**

*Executive Directors:*

Chi Wen Fu (*Chairman*)

Shum Sai Chit

Zhou Xing Dun

*Non-Executive Directors:*

Zou Li

Wong May Yuk

Wu Wen Jing, Benjamin

Chi Bi Fen

*Independent Non-Executive Directors:*

Shen Yi Min

Cheung Sound Poon

Kwong Ping Man

**Registered Office:**

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

**Head office and principal  
place of business:**

Unit 3907,

Cosco Tower,

183 Queen's Road Central,

Hong Kong

7th November 2006

*To the Shareholders and, for information only,  
holders of the share options of the Company*

Dear Sir/Madam,

**(1) PROPOSED SUBDIVISION OF SHARES  
(2) PROPOSED AMENDMENTS TO THE ARTICLES  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolutions as mentioned herein and which, inter alia, will be dealt with at the EGM to be held at Unit 3907, Cosco Tower, 183 Queen's Road Central, Hong Kong on 1st December 2006 at 9:30 a.m..

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## LETTER FROM THE BOARD

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This circular contains the information concerning the proposed Share Subdivision and Amendments to Articles which is required to be sent to Shareholders under the GEM Listing Rules.

### 2. SUBDIVISION OF SHARES

By an announcement dated 24th October 2006, the Board announced that the Company would put to the Shareholders a proposal that each of the existing issued and unissued shares of HK\$0.10 each in the capital of the Company be subdivided into five shares of HK\$0.02 each. Upon the Share Subdivision becoming effective, the monetary value of each board lot of the Subdivided Shares will be less than the value of the existing board lot of Shares for the purpose of trading on the Stock Exchange. In view of this, the Directors consider that the Share Subdivision may improve liquidity of the Subdivided Shares and enable the Company to attract more investors and widen its shareholder base.

As at the Latest Practicable Date, the authorized share capital of the Company is HK\$100,000,000.00 which is divided into 1,000,000,000 Shares of HK\$0.10 each, of which 407,630,000 Shares are in issue. Assuming that no further Shares will be issued or repurchased after the Latest Practicable Date and prior to the Share Subdivision becoming effective, the capital structure of the Company prior to and immediately after the Share Subdivision is set out below:-

	<b>Prior to the Share Subdivision</b>	<b>Immediately after the Share Subdivision</b>
Par Value of each share	HK\$0.10	HK\$0.02
Number of shares in the authorised share capital of the Company	1,000,000,000	5,000,000,000
Authorised share capital	HK\$100,000,000	HK\$100,000,000
Number of shares in issue	407,630,000	2,038,150,000
Issued share capital	HK\$40,763,000	HK\$40,763,000
Number of unissued shares	592,370,000	2,961,850,000
Unissued share capital	HK\$59,237,000	HK\$59,237,000

The Subdivided Shares will rank pari passu in all respects with each other and the Share Subdivision will not result in any change in the relative rights of the Shareholders.

### 3. BOARD LOT SIZE OF THE SUBDIVIDED SHARES

The Subdivided Shares will be traded in the same board lots of 5,000 as the Shares.

### 4. SHARE OPTION SCHEME

As at the Latest Practicable Date, other than the Shares in issue and the outstanding options granted by the Company pursuant to the Share Option Scheme entitling the holders thereof to subscribe for up to an aggregate of 9,455,000 Shares at the existing subscription



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## LETTER FROM THE BOARD

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price of HK\$0.63 each (subject to adjustment) and an aggregate of 10,275,000 Shares at the existing subscription price of HK\$1.47 each (subject to adjustment), the Company does not have any warrants, other types of options, derivatives, convertible securities or other securities in issue. The Share Subdivision may lead to adjustments to the terms of the outstanding options.

The Directors anticipate that upon the Share Subdivision becoming effective, the terms of each of the outstanding options will be adjusted as follows:

- (a) each option to subscribe for one Share shall be adjusted to an option to subscribe for five Subdivided Shares (thereby increasing the number of shares of the Company which would be issued upon the exercise of all the outstanding options from 19,730,000 Shares to 98,650,000 Subdivided Shares);
- (b) the existing subscription price of HK\$0.63 payable for each Share to be allotted and issued upon the exercise of an option granted on 11th October 2004 shall be adjusted such that the subscription price payable for each Subdivided Share to be allotted and issued upon the exercise of an option would be HK\$0.126; and
- (c) the existing subscription price of HK\$1.47 payable for each Share to be allotted and issued upon the exercise of an option granted on 17th June 2005 shall be adjusted such that the subscription price payable for each Subdivided Share to be allotted and issued upon the exercise of an option would be HK\$0.294.

The final adjustments will be confirmed by the independent financial adviser of the Company in accordance with Rule 23.03(13) of the GEM Listing Rules and the terms of the Share Option Scheme and holders of the options will be informed of such adjustments as soon as practicable.

### **5. CONDITIONS OF THE SHARE SUBDIVISION**

The Share Subdivision is conditional upon:

- (a) the passing of the Ordinary Resolution by the Shareholders at the EGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Subdivided Shares and the Subdivided Shares to be issued pursuant to the exercise of the options granted or to be granted under the Share Option Scheme.

Apart from the payment of the expenses for the Share Subdivision, implementation of the Share Subdivision will not, of itself, alter the underlying assets, business operations, and management or financial position of the Company or the proportional interests of the Shareholders in the Company. The Directors believe that the Share Subdivision will not have a material adverse effect on the financial position of the Company and its subsidiaries as a whole.

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## LETTER FROM THE BOARD

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### 6. LISTING AND DEALING

An application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subdivided Shares and the Subdivided Shares to be issued pursuant to the exercise of options granted or to be granted under the Share Option Scheme.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

For those persons whose interests in the Company are currently held through CCASS, dealings in the Subdivided Shares are expected to be capable of settlement through CCASS with effect from the commencement date of the dealings in the Subdivided Shares on the Stock Exchange and without any need on the part of such persons to deposit new share certificates in respect of the Subdivided Shares with HKSCC.

### 7. FREE EXCHANGE OF SHARE CERTIFICATES

Subject to fulfillment of the conditions set out in the section headed “Conditions of the Share Subdivision” in this circular and the Share Subdivision taking effect, it is expected that, as from 4th December 2006, New Share Certificates will be issued for the Subdivided Shares. Existing Share Certificates will remain effective as documents of title, on the basis of one Share for five Subdivided Shares and may be exchanged for New Share Certificates (i) free of charge at the Share Registrar at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong between 9:00 a.m. and 4:00 p.m. from 4th December 2006 to 19th January 2007, both days inclusive; or (ii) upon payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed under the GEM Listing Rules) for each New Share Certificate issued or each Existing Share Certificate submitted for cancellation with the Share Registrar at any time after 4:00 p.m. on 19th January 2007. The aforesaid fee of HK\$2.50 per share certificate will be calculated on the basis of whichever is the higher number of share certificate involved, that is in each individual case the higher of the number of the New Share Certificate issued or the number of the Existing Share Certificate submitted for cancellation.

It is expected that the New Share Certificates will be available for collection within a period of 10 trading days after the submission of the Existing Share Certificates to the Share Registrar for exchange.

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## LETTER FROM THE BOARD

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### 8. TRADING ARRANGEMENTS FOR SUBDIVIDED SHARES

Subject to the Share Subdivision becoming effective, dealings in the Subdivided Shares are expected to commence on 4th December 2006. Parallel trading arrangements will be established with the Stock Exchange and will be operated from 18th December 2006 to 12th January 2007, both days inclusive, at the counters mentioned below:

- (a) from 9:30 a.m. on 4th December 2006, the existing counter for trading in the Shares will be temporarily closed;
- (b) with effect from 9:30 a.m. on 4th December 2006, a temporary counter for trading in the Subdivided Shares (in the form of Existing Share Certificates) will be established. Only Existing Share Certificates can be traded at this counter and such Existing Share Certificates will be valid for settlement and delivery for trading transacted at this counter on the basis of one Share for five Subdivided Shares for the period up to and including 12th January 2007;
- (c) with effect from 9:30 a.m. on 18th December 2006, the existing counter will be reopened for trading in the Subdivided Shares (in the form of New Share Certificates). Only the New Share Certificates can be traded at this counter;
- (d) during the period from 18th December 2006 to 12th January 2007 (both dates inclusive), there will be parallel trading at the two counters detailed in paragraphs (b) and (c) above;
- (e) after 4:00 p.m. on 12th January 2007, the temporary counter for trading in the Subdivided Shares (in the form of Existing Share Certificates) will be closed;
- (f) after 12th January 2007, trading will only be in the form of the New Share Certificates and the Existing Share Certificates will cease to be marketable and will not be acceptable for delivery and settlement purposes in the CCASS but will remain effective as documents of title on the basis of one Share for five Subdivided Shares as referred to above.

### 9. AMENDMENTS TO ARTICLES

At the EGM, it will also be proposed, by way of special resolution (the full text of which is set out in the EGM Notice), that certain provisions in the Articles be amended to reflect the changes made to the GEM Listing Rules.

The proposed amendments are to make the Articles accord with, inter alia, certain provisions of Appendix 15 of the GEM Listing Rules in relation to the procedures for voting by poll, the requirement that all the Directors (including Chairman and/or the Managing Director) should retire by rotation once every three years and the provision of Part B of Appendix 11 of the GEM Listing Rules in relation to the removal of Directors by way of ordinary resolution. For clarification purpose, amendment in relation to the authorisation of persons representing the clearing house in meetings of the Company as provided under Part

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## LETTER FROM THE BOARD

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B of Appendix 11 of the GEM Listing Rules will be proposed. Certain minor housekeeping amendments to the Articles will also be proposed to the Shareholders at the EGM. Please refer to the EGM Notice for details of the Amendments to Articles.

### 10. EGM

You will find on pages 10 to 13 of this circular the EGM Notice convening the EGM at which the Ordinary Resolution will be proposed to approve the Share Subdivision and the Special Resolution will be proposed to approve the Amendments to Articles.

### 11. PROXY ARRANGEMENT

A form of proxy is enclosed for your use at the EGM. You are requested to complete and return the form of proxy to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible, but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

### 12. RIGHT TO DEMAND A POLL

Pursuant to Article 66 of the Articles, 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 the meeting; or
- (b) at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

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## LETTER FROM THE BOARD

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### 13. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) 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.

### 14. RECOMMENDATION

The Directors believe that the Share Subdivision and the Amendments to Articles are beneficial to the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all the resolutions set out in the EGM Notice.

Yours faithfully,  
For and on behalf of the Board  
**CHI Wen Fu**  
*Chairman*

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## NOTICE OF EGM

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**世纪阳光**

**CENTURY SUNSHINE ECOLOGICAL TECHNOLOGY HOLDINGS LIMITED**

**世紀陽光生態科技控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8276)**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of Century Sunshine Ecological Technology Holdings Limited (the “Company”) will be held at Unit 3907, Cosco Tower, 183 Queen’s Road Central, Hong Kong on 1st December 2006 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions:–

### **ORDINARY RESOLUTION**

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of the Company as subdivided (the “Subdivided Shares”) pursuant to the Share Subdivision (as defined hereinafter) and the Subdivided Shares to be issued pursuant to the exercise of the options granted or to be granted in accordance with the Company’s share option scheme, every one issued and unissued share of HK\$0.10 each in the capital of the Company be and is hereby subdivided into five shares of HK\$0.02 each (the “Share Subdivision”) with effect from the trading day (being a day on which The Stock Exchange of Hong Kong Limited is opened for the business of dealing in securities) immediately following the day on which this resolution is passed and that the directors of the Company be and are hereby authorized to do all acts and/or things and execute all deeds, instruments or documents as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Subdivision and any transactions in connection with or incidental to the Share Subdivision.”

### **SPECIAL RESOLUTION**

“**THAT** the existing articles of association of the Company be amended as follows with immediate effect following the passing of this resolution:

- (i) Article 66
  - (aa) By inserting the words “voting by way of poll is required by the rules of the Designated Stock Exchange or” after the words “a show of hands unless” in the third sentence.
  - (bb) By deleting the full stop at the end of Article 66(d) and substituting with a semi-colon and inserting the word “or” after the semi-colon.

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## NOTICE OF EGM

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(cc) By inserting the following new Article 66(e) after Article 66(d):–

“(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”

(ii) Article 68

By deleting the second sentence in its entirety and substituting therefor the following:–

“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.”

(iii) Article 84(2)

By deleting the first sentence in its entirety and substituting therefor the following:–

“If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised.”

(iv) Article 86(3)

By deleting the word “annual” after the words “Any director so appointed by the Board shall hold office only until the next following” in the second sentence.

(v) Article 86(5)

By deleting Article 86(5) in its entirety and substituting therefor the following new Article 86(5):–

“Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”

(vi) Article 87

(aa) By deleting Article 87(1) in its entirety and substituting therefor the following:–

“87. (1) Notwithstanding any other provisions in the Articles, 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

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## NOTICE OF EGM

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one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at an annual general meeting at least once every three years.”

- (bb) By inserting the following wording after the words “eligible for re-election” in the first line of Article 87(2):-

“and shall continue to act as a Director throughout the meeting at which he retires.”

- (cc) By deleting the last sentence of Article 87(2) in its entirety and substituting therefor the following:-

“Any Director appointed by the Directors pursuant to Article 86(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation”

- (vii) Article 92

By deleting the word “we” in the third sentence and substituting therefor the word “he”.

By Order of the Board  
**Tang Ying Kit**  
*Company Secretary*

Hong Kong, 7th November 2006

**Head office and principal place  
of business in Hong Kong**

Unit 3907,  
Cosco Tower,  
183 Queen’s Road Central,  
Hong Kong



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## NOTICE OF EGM

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*Notes:*

- (1) A form of proxy for use at the extraordinary general meeting of the Company or any adjournment thereof is enclosed.
- (2) Any member entitled to attend and vote at the extraordinary general meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. 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 at the extraordinary general meeting of the Company. A proxy need not be a member of the Company.
- (3) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be deposited at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting of the Company or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.
- (4) In the case of joint holders of any Share, any one of such joint holders may vote at the extraordinary general meeting of the Company, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.