

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of the Company will be held at 6/F, Oriental Press Centre, 7 Wang Tai Road, Kowloon Bay, Hong Kong on 7 August 2002 at 3:00 pm for the following purposes:-

- 1) To receive and consider the Financial Statements and the Reports of the Directors and Joint Auditors for the year ended 31 March 2002.
- 2) To declare a final dividend.
- 3) To re-elect Directors of the Company and to fix their remuneration.
- 4) To appoint auditors and to fix their remuneration, special notice having been given, (pursuant to Section 132(1) of the Companies Ordinance), of the intention to propose the following resolution as an ordinary resolution:-

“THAT:

Messrs. Deloitte Touche Tohmatsu, Certified Public Accountants, be and are hereby appointed as Auditors of the Company in place of the retiring Joint Auditors, Messrs. Deloitte Touche Tohmatsu and Lui & Mak, Certified Public Accountants, to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed with the Directors of the Company.”

- 5) To consider as special business and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this Resolution and pursuant to Section 57B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), 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 and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) 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 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) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company; or (iii) the exercise of options granted under any share option scheme or any similar

arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any subsidiaries of shares or rights to acquire shares in the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said approval 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 Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the Directors of the Company to the holders of shares whose names appear on the register of members 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 then holdings of such shares of the Company 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 outside Hong Kong).”

By Order of the Board
Lap-yip CHU
Company Secretary

Hong Kong, 20 June 2002

Notice of Annual General Meeting

(Continued)

Notes:

1. Any Member entitled to attend and vote is entitled to appoint a proxy to attend instead of him and to vote on a poll; a proxy need not also be a Member.
2. In order 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 that power or authority, must be deposited at the Company's registered office, Oriental Press Centre, 7 Wang Tai Road, Kowloon Bay, Hong Kong, at least 48 hours before the time appointed for holding the meeting or adjourned meeting.
3. The Register of Members of the Company will be closed from 31 July 2002 to 7 August 2002, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and attending the Annual General Meeting, all transfers accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Registrars, Friendly Registrars Limited, 5/F., Wing On Centre, 111 Connaught Road Central, Hong Kong for registration not later than 4:00 pm on Tuesday, 30 July 2002.
4. Concerning item 5 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the Members as a general mandate in compliance with Section 57B of the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.