

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of the Company will be held at World Trade Centre Club Hong Kong, 38/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on 29th August 2002 (Thursday) at 3:30 p.m. for the purpose of transacting the following business:-

ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st March 2002.
2. To declare a final dividend for the year ended 31st March 2002.
3. To re-elect directors and to authorise the Board to fix their remuneration.
4. To appoint auditors for the ensuing year and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolution and Special Resolutions as indicated below:-

5. Ordinary Resolution

"THAT:-

- (a) subject to paragraph (c) of this Ordinary Resolution, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all 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) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Ordinary Resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants) which might require the exercise of such power after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the directors of the Company pursuant to the approval in paragraph (a) of this Ordinary Resolution, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter), or (ii) an issue of shares upon the exercise of the rights of subscription or conversion under the terms of any securities of the Company which may be issued by the Company from time to time and carry the right to subscribe or are convertible into shares in the Company, or (iii) an issue of shares under any share option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue of shares or rights to acquire shares in the capital of the Company, or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of this Ordinary Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this Ordinary Resolution:

"Relevant Period" means the period from the passing of this Ordinary Resolution until whichever is the earliest of:-

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) 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 the Companies Act 1981 of Bermuda or any applicable laws of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company in this Ordinary Resolution; and

"Rights Issue" means an offer of shares or issue of options 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 members of the Company on a fixed record date in proportion to their then holdings of such shares (subject 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, or in any territory applicable to the Company)."

6. Special Resolutions

Special Resolution No. 1

"**THAT**, subject to the approval of the Registrar of Companies in Hong Kong, "聖安娜控股有限公司" be adopted as the Company's corporate Chinese name for the purpose of the Company's registration under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). "

Special Resolution No. 2

"**THAT** the Bye-laws of the Company be and are amended in the following manner:-

- (a) By inserting the following new definition immediately after the definition of "Company" in Bye-law 1:

"Company's website" the website of the Company or any other computer network designated by the Company from time to time, the address or domain name of which has been notified to Members at the time the Company seeks the relevant Member's consent for the purpose of Bye-laws 153A and 160.

- (b) By deleting Bye-law 2(e) in its entirety and substituting therefore the following:

"(e) expressions referring to "writing" or "printing" shall, unless the contrary intention appears, be construed as including writing, printing, lithography, photography, typewriting and other modes of representing or reproducing 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 to receive electronic transmission comply with all applicable Statutes, rules and regulations;"

- (c) By deleting the phrase "the Statutes." at the end of Bye-law 2(j) and substituting therefore the phrase "the Statutes;" and adding the following new paragraph immediately after Bye-law 2(j):

"(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."

- (d) By inserting the words "or by any means in such manner as may be accepted by the Designated Stock Exchange" in the last third and fourth lines in Bye-law 44 after the words "Designated Stock Exchange" such that Bye-law 44 shall read as follows:
- "44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon on every business day by Members without charge or by any other person, upon a maximum payment of five Bermuda dollars, at the Office or such other place in Bermuda at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of ten dollars at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares."
- (e) By inserting the words "or by any means in such manner as may be accepted by the Designated Stock Exchange" in the last third and fourth lines in Bye-law 51 after the words "Designated Stock Exchange" in Bye-law 51 such that Bye-law 51 shall read as follows:
- "51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in an appointed newspaper and, where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine."
- (f) By inserting the words "and Bye-law 153A" in the first line of Bye-law 153 after the words "Section 88 of the Act".
- (g) By inserting the following two new Bye-laws immediately after Bye-law 153:
- "153A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder and from the recipient, 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, the directors' report and any other financial information which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company and the directors' report thereon may, from time to time by written notice to the Company, require the Company to send to him a complete printed copy of the Company's annual accounts and the directors' report in addition to the summary financial report.

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, in accordance with all applicable Statutes, rules and regulations, including, without limitation, 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 website 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."

(h) By deleting Bye-law 160 in its entirety and substituting therefore the following:

"160. Any Notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or 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"), provided that the Company has received from such Member an express positive confirmation in writing that such Member agrees to receive or otherwise have made available to him the corporate communication through the Company's website. 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."

(i) By deleting the word "and" at the end of Bye-law 161(a).

- (j) By adding the following new paragraph immediately after Bye-law 161(a):
- “(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 and any failure in transmission beyond the sender’s control shall not invalidate the effectiveness of the notice or document being served. 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;”
- (k) By re-numbering the existing Bye-law 161(b) as Bye-law 161(c) and deleting therefrom the phrase “conclusive evidence thereof.” at the end and substituting therefore the phrase “conclusive evidence thereof; and”.
- (l) By adding the following new paragraph immediately after Bye-law 161(c):
- “(d) may be given to a Member in the English language or in the Chinese language only if authorized by such Member or in both the English language and Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”
- (m) By adding the words “or electronic” in the first line of Bye-law 163 after the word “facsimile”.

By Order of the Board

Lucy Wong

Secretary

Hong Kong, 11th July 2002

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or not more than two proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be deposited at the Company’s head office at 5th Floor, Express Industrial Building, 43 Heung Yip Road, Wong Chuk Hang, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of member will be closed from 24th August 2002 to 29th August 2002, both days inclusive, during which period no transfers of shares will be effected. To determine entitlement to the recommended final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Branch Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 23rd August 2002.
4. With regard to the business referred to in paragraph 5 above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company.
5. With respect to the Ordinary Resolution and the Special Resolutions above, a circular containing the information necessary to enable shareholders to make an informed decision at the annual general meeting as to whether to vote for or against the relevant resolutions will be set out in a separate document and dispatched to shareholders together with the Company’s 2002 Annual Report.