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If you have sold or transferred all your shares in **ELEC & ELTEK INTERNATIONAL HOLDINGS LIMITED**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Elec & Eltek 依利安達

Elec & Eltek International Holdings Limited

(Incorporated in Bermuda with Limited Liability)

(Stock Code: 33)

**PROPOSALS INVOLVING
GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES,
AND AMENDMENTS TO BYE-LAWS**

A notice convening a special general meeting of Elec & Eltek International Holdings Limited to be held at Pheasant Room, 1st Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on 12 October 2004, Tuesday at 12:15 p.m. (or as soon as practicable immediately after the conclusion or adjournment of the annual general meeting of the Company convened for the same place and date at 12:00 noon) or any adjournment thereof is set out on pages 11 to 21 of this circular. Whether or not the Shareholders propose to attend the meeting, they are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the principal office of the Company in Hong Kong at Unit B10, 3rd Floor, Merit Industrial Centre, 94 Tokwawan Road, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the meeting should they so wish.

Hong Kong, 10 September 2004

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DEFINITIONS

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

“2003 SGM”	the special general meeting of the Company held on 3 November 2003
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company as may be amended from time to time
“Company”	Elec & Eltek International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company for the time being
“Group”	the Company and its Subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	7 September 2004, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or supplemented from time to time
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the SGM Notice
“SGM”	the special general meeting of the Company to be held at Pheasant Room, 1st Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on 12 October 2004, Monday at 12:15 p.m. (or as soon as practicable immediately after the conclusion or adjournment of the annual general meeting of the Company convened for the same place and date at 12:00 noon) or any adjournment thereof
“SGM Notice”	the notice convening the SGM as contained on pages 11 to 21 of this circular
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in Ordinary Resolution no. 2
“Share Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in Ordinary Resolution no. 1

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s)
“Special Resolution”	the proposed special resolution as referred to in the SGM Notice
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



Elec & Eltek 依利安達

Elec & Eltek International Holdings Limited

(Incorporated in Bermuda with Limited Liability)

(Stock Code: 33)

Directors:

Executive Directors:

Thomas TANG Koon Yiu
Canice CHUNG Tai Keung

Non-Executive Directors:

David SO Cheung Sing
Marcus TSANG Ming Pui
Wilson TAM Kam Ho
Johnny NG Ho Kin

Independent Non-Executive Directors:

Peter LEE Yip Wah
Eugene LEE
Kenneth SHIM Hing Choi

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Principal Office in Hong Kong:

Unit B10, 3rd Floor
Merit Industrial Centre
94 Tokwawan Road
Kowloon
Hong Kong

10 September 2004

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES,
AND AMENDMENTS TO BYE-LAWS**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposals involving the Share Repurchase Mandate, the Share Issue Mandate and the amendments to Bye-Laws.

2. SHARE REPURCHASE MANDATE

At the 2003 SGM, an ordinary resolution was passed giving a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares up to 119,626,240 Shares representing 10% of the existing issued share capital of the Company as at the date of passing of such resolution. This general mandate will lapse at the conclusion of the forthcoming annual general meeting of the Company.

LETTER FROM THE BOARD

Ordinary Resolution no. 1 will be proposed at the SGM to give a new general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase, at any time until the conclusion of the next annual general meeting of the Company or such earlier period as stated therein, Shares up to a maximum of 10% of the existing issued share capital of the Company as at the date of passing Ordinary Resolution no. 1.

An explanatory statement as required under the Listing Rules giving certain information regarding the Share Repurchase Mandate is set out in Appendix hereto.

3. SHARE ISSUE MANDATE

At the 2003 SGM, another general mandate was given to the Directors to issue Shares up to 239,252,481 Shares representing 20% of the existing issued share capital of the Company as at the date of passing of such resolution and to extend such general mandate to issue Shares by adding to it the number of Shares repurchased under the repurchase mandate granted at the 2003 SGM. Such general mandates will also lapse at the conclusion of the forthcoming annual general meeting of the Company.

Ordinary Resolution no. 2 will be proposed at the SGM to give a new general mandate to the Directors to exercise the powers of the Company to issue, allot and deal with Shares representing up to 20% of the existing issued share capital of the Company as at the date of passing Ordinary Resolution no. 2. In addition, Ordinary Resolution no. 3 will be proposed to extend the Share Issue Mandate which increases the limit of the Share Issue Mandate by adding to it the number of Shares repurchased by the Company under the Share Repurchase Mandate.

4. AMENDMENTS TO BYE-LAWS

The Board proposes to amend the Bye-Laws in order to align the Bye-Laws with the recent amendments to Appendix 3 of the Listing Rules in respect of the provision of the bye-laws of a listed company which have become effective since 31 March 2004. In this connection, the Special Resolution as set out in the SGM Notice is proposed to make amendments to the existing Bye-Laws to comply with the requirements of the amended Appendix 3 of the Listing Rules.

In addition, the Securities and Futures Ordinance has come into effect on 1 April 2003. In this regard, certain amendments proposed to be made to the existing Bye-Laws will reflect such legislative changes.

LETTER FROM THE BOARD

To align the existing Bye-Laws with the Listing Rules (amended) and the Securities and Futures Ordinance, the Board proposes the existing Bye-Laws be amended in the manner as set out in the Special Resolution. The full text of the proposed amendments to the existing Bye-Laws are set out in the SGM Notice set out on pages 11 to 21 of this circular. A brief description of the proposed amendments to the Bye-Laws is set out below:

- | | |
|-----------------|---|
| (a) Bye-Law 1 | (i) To add the definitions of “address”, “electronic”, “full financial statements”, “Statutes” and “summarised financial statements”; |
| | (ii) To amend the definitions of “associate”, “clearing house”, “Hong Kong”, “writing or printing” and to delete the word “daily” in the definition of “newspaper”. |
| (b) Bye-Law 78 | To amend the provision for the procedure for which a poll is required. |
| (c) Bye-Law 87 | To restrict voting by those shareholders whom the Company has knowledge is restricted from voting, as required by the Listing Rules. |
| (d) Bye-Law 106 | To restrict a director from voting at the board meeting on any contract or arrangement or proposal in which he or any of his associates has a material interest nor shall he be counted towards the quorum of the relevant board meeting. |
| (e) Bye-Law 110 | To state the timing for lodgment by a shareholder of the notice to nominate a director. |
| (f) Bye-Law 170 | To allow the Company to distribute summarised financial statements to shareholders. |
| (g) Bye-Law 174 | To allow the Company to send notices to shareholders in person, by post, by telex or facsimile transmission, by electronic communication or by press advertisement. |
| (h) Bye-Law 175 | To allow deemed services of notice to be delivered by post, electronic communication or by press advertisement to Shareholders. |

5. SPECIAL GENERAL MEETING

On pages 11 to 21 of this circular, you will find the SGM Notice containing therein the Ordinary Resolutions to grant to the Directors the Share Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate and the Special Resolution to amend the Bye-Laws which will be respectively proposed at the SGM.

LETTER FROM THE BOARD

6. PROCEDURE BY WHICH A POLL MAY BE DEMANDED

Pursuant to Bye-Laws 78 of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded by:

- (i) the Chairman of the meeting; or
- (ii) at least three members present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) any member or members present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) a member or members present in person or by a duly authorised corporate 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 the shares conferring that right.

Unless a poll be so demanded and the demand is 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 book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

7. ACTION TO BE TAKEN

A proxy form for use at the SGM is enclosed herein. Whether or not you intend to attend the SGM, you are requested to complete the accompanying proxy form and return it to the principal office of the Company in Hong Kong at Unit B10, 3rd Floor, Merit Industrial Centre, 94 Tokwawan Road, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the SGM if they so wish.

8. RECOMMENDATION

The Directors believe that the Share Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate and the amendments to Bye-Laws, are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of all the Ordinary Resolutions and the Special Resolution.

By Order of the Board
Thomas TANG Koon Yiu
Chairman and Managing Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Share Repurchase Mandate. For the purpose of this appendix, the term “shares” is defined in the Listing Rules to include securities carrying a right to subscribe for or purchase shares.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange.

2. SHAREHOLDERS' APPROVAL

All proposed repurchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,224,672,408 Shares.

Subject to the passing of Ordinary Resolution no. 1 and on the basis that no further Shares are issued or repurchased prior to the SGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 122,467,240 Shares representing not more than 10% of the issued share capital of the Company as at the date of passing Ordinary Resolution no. 1.

4. REASONS FOR REPURCHASE

The Directors believe that the Share Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchase 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 earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

5. FUNDING OF REPURCHASES

Repurchases must be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available for the purpose and in accordance with the laws of the jurisdiction in which the Company is incorporated or otherwise established, the memorandum of association and Bye-Laws of the Company.

Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the shares to be repurchased, or the funds of the company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose of the repurchase. Bermuda law further provides that the amount of premium payable on repurchase may only be paid out of either the funds of the company that would otherwise be available for dividend or distribution or out of the share premium account of the company.

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 annual report for the year ended 30 June 2004 in the event that the power to repurchase Shares pursuant to the Share Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
September 2003	1.35	1.16
October 2003	1.50	1.17
November 2003	1.76	1.37
December 2003	1.56	1.43
January 2004	1.58	1.46
February 2004	1.72	1.50
March 2004	1.70	1.49
April 2004	1.55	1.40
May 2004	1.63	1.36
June 2004	1.45	1.30
July 2004	1.46	1.29
August 2004	1.34	1.24
September 2004 up to the Latest Practicable Date	1.36	1.27

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases under the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of Bermuda and the memorandum of association and Bye-Laws of the Company.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company under the Share Repurchase Mandate in the event that the Share Repurchase Mandate is approved by the Shareholders.

No other connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to do so, in the event that the Share Repurchase Mandate is approved by the Shareholders.

8. DISCLOSURE OF INTERESTS

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeover Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and thereby become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeover Code.

To the best of the knowledge of the Directors, the following Shareholders held 5% or more interests in the issued share capital of the Company as at the Latest Practicable Date:

Name of shareholder	No. of Shares	Approximate percentage of interest in Shares
Elec & Eltek Investments Limited ("EEIL")	521,921,359	42.62%
Hallgain Management Limited ("HML")	335,164,000	27.37% <i>(Note 1)</i>
Kingboard Chemical Holdings Limited ("KCHL")	335,164,000	27.37% <i>(Note 2)</i>
Jamplan (BVI) Limited ("Jamplan")	192,835,000	15.75% <i>(Note 2)</i>
Kingboard Investments Limited ("KIL")	131,920,000	10.77% <i>(Note 2)</i>

As at the Latest Practicable Date, 2,950 Shares representing approximately 30.97% of the issued share capital of EEIL was held by Plenty Gain Limited, a company ultimately wholly-owned by a discretionary trust, the eligible beneficiaries of which included the family members of Mr David SO Cheung Sing other than Mr David SO Cheung Sing himself. 2,855 Shares representing approximately 29.98% of the issued share capital of EEIL was held by Champion Oriental Inc. which held such shares as trustee of a unit trust of which approximately 99.9999948% of its units was owned by a discretionary trust, the eligible beneficiaries of which included the family members of Mr Marcus TSANG Ming Pui other than Mr Marcus TSANG Ming Pui himself with the remaining units being owned by Mr Marcus TSANG Ming Pui directly. 2,855 Shares representing approximately 29.98% of the issued share capital of EEIL was held by Goldful Holdings Limited, a company ultimately wholly-owned by a discretionary trust, the eligible beneficiaries of which included the family members of Mr Wilson TAM Kam Ho other than Mr Wilson TAM Kam Ho himself. The remaining 864 Shares representing approximately 9.07% of the issued share capital of EEIL was held by Expert Gold Inc. which held the shares as trustee of a unit trust of which approximately 99.99998% of its units was owned by a discretionary trust, the eligible beneficiaries of which included the family members of Mr Johnny NG Ho Kin other than Mr Johnny NG Ho Kin himself.

In addition, save for the shareholding interests disclosed hereinabove, the Directors named in the preceding paragraph (together the “said Directors”) had the following beneficial interests (including family interests and corporate interests) in the issued share capital of the Company:

	No. of Shares	Approximate percentage of interest in Shares
David SO Cheung Sing	32,136,800	2.62%
Marcus TSANG Ming Pui	27,632,775	2.26%
Wilson TAM Kam Ho	15,950,000	1.30%
Johnny NG Ho Kin	19,293,904	1.58%

EEIL, together with the said Directors and their respective associates (as defined in the Listing Rules), were the beneficial owners of Shares representing approximately 50.38% of the issued share capital of the Company. If the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to Ordinary Resolution no. 1, the shareholding of EEIL would increase to approximately 47.35% of the issued share capital of the Company and the shareholding of EEIL together with the said Directors and their respective associates in the Company would increase to approximately 55.97% of the issued share capital of the Company. On the basis that EEIL and the said Directors and their respective associates are considered to be concert parties (as defined under the Takeover Code), the aggregate percentage shareholdings of such concert group before such repurchase would be 50.38% and the exercise of the Share Repurchase Mandate will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeover Code.

The Directors do not intend to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such an extent as to result in the number of Shares held by the public would fall below 25%.

Note:

1. HML was deemed to be interested in 335,164,000 Shares in the Company which was directly or indirectly held by KCHL by virtue of its holding 36.17% interests in the issued share capital of KCHL.
2. KCHL was directly interested in 142,329,000 Shares in the Company and was deemed to be interested in 192,835,000 Shares in the Company as held by Jamplan through its direct subsidiaries KIL owning 131,920,000 Shares in the Company, Kingboard Laminates Limited owning 55,155,000 Shares in the Company and through its indirect subsidiary Hong Kong Copper Foil Limited owning 5,760,000 Shares in the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, there was no purchase, sale or redemption of the Company’s Shares by the Company or any of its subsidiaries.



Elec & Eltek 依利安達

Elec & Eltek International Holdings Limited

(Incorporated in Bermuda with Limited Liability)

(Stock Code: 33)

NOTICE IS HEREBY GIVEN that a special general meeting of Elec & Eltek International Holdings Limited (the “Company”) will be held at Pheasant Room, 1st Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on 12 October 2004, Tuesday at 12:15 p.m. (or as soon as practicable immediately after the conclusion or adjournment of the annual general meeting of the Company convened for the same date and place at 12:00 noon) or any adjournment thereof for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions which will be proposed as ordinary resolutions and a special resolution:

ORDINARY RESOLUTIONS

1. **“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 to repurchase shares of HK\$0.10 each in the capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed ten (10) per cent. 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
- (c) for the purpose 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 any applicable law or the Bye-Laws of the Company to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF THE SPECIAL GENERAL MEETING

2. “THAT:

- (a) subject to paragraph (c) 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 to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into Shares) 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, notes, debentures and other securities which carry rights to subscribe for or are convertible into Shares) 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) and issue 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); (ii) the exercise of any rights of subscription or conversion under any existing warrants, bonds, notes, debentures, and any securities of the Company which carry rights to subscribe for or are convertible into Shares; (iii) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement or rights to acquire Shares; or (iv) an issue of Shares pursuant to any scrip dividends 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 from time to time, shall not exceed twenty (20) per cent. 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 purpose 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 any applicable law or the Bye-Laws of the Company to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF THE SPECIAL GENERAL MEETING

“Rights Issue” means an offer of Shares or issue of option, warrants or other securities of the Company giving the right to subscribe for Shares, open for a period fixed by the Directors of the Company to the holders of Shares, or any class 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 (or, where appropriate, such other securities) as at that date (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, any territory applicable to the Company).”

3. “**THAT** conditional upon the passing of ordinary resolutions nos. 1 and 2 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to ordinary resolution no. 2 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution no. 1 set out in the notice convening this meeting, provided that such extended amount of Shares so repurchased shall not exceed ten (10) per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said ordinary resolution no. 1.”

SPECIAL RESOLUTION

“**THAT** the existing Bye-Laws be and are hereby amended in the following manner:

(A) Bye-Law 1

- (i) By adding the following new definitions:

““**address**” shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Bye-Laws;”

““**electronic**” shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;”

““**full financial statements**” shall mean the financial statements that are required under section 87(1) of the Companies Act as may be amended from time to time;”

““**Statutes**” shall mean the Companies Act, the Electronic Transactions Act 1999 of Bermuda, and every other act (as amended from time to time) for the time being in force of the Legislature of Bermuda applying to or affecting the Company, the Memorandum of Association and/or these presents;”

““**summarised financial statements**” shall have the meaning ascribed to them in the section 87A(3) of the Companies Act as may be amended from time to time;”

NOTICE OF THE SPECIAL GENERAL MEETING

- (ii) By deleting the definition of “associate” in its entirety and substituting therefor the following new definition:

“**“associate(s)”** shall have the meaning attributed to it under the rules of the Stock Exchange;”

- (iii) By deleting the definition of “clearing house” in its entirety and substituting therefor the following new definition:

“**“clearing house”** shall mean a recognised clearing house within the meaning of Section 37 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on the Stock Exchange;”

- (iv) By deleting the definition of “Hong Kong” in its entirety and substituting therefor the following new definition:

“**“Hong Kong”** shall mean the Hong Kong Special Administrative Region of The People’s Republic of China;”

- (v) By deleting the word “daily” in the definition of “newspaper”.

- (vi) By deleting the definition of “writing” or “printing” in its entirety and substituting therefor the following new definition:

“**“writing” or “printing”** shall include writing, printing, lithography, photography, typewriting and every other mode 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 complies with all applicable Statutes, rules and regulations;”

- (vii) By adding the following paragraph as the last paragraph of Bye-Law 1:

“References to a document being executed include references to it being executed under hand or under seal or subject to proper compliance with the Statutes, 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.”

- (viii) By rearranging the definitions in alphabetical orders;

(B) Bye-Law 28

By deleting the five occurrences of the word “daily” in Bye-Law 28.

(C) Bye-Law 46

By deleting the five occurrences of the word “daily” in Bye-Law 46.

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(D) Bye-Law 78

- (i) by adding the words “unless a poll is taken as may from time to time be required under the rules of the Stock Exchange or any other applicable laws, rules or regulations or” immediately before the word “unless” in the third line of Bye-Law 78; and
- (ii) by adding the words “so required or” immediately after the word “be” at the beginning of the second paragraph of Bye-Law 78.

(E) Bye-Law 87

By adding the following new paragraph immediately following paragraph (B) of Bye-Law 87:

“(C) Where the Company has knowledge that any member, under the rules of the Stock Exchange, is required to abstain from voting on any particular resolution of the Company or restricted to voting only for or against any particular resolution of the Company, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”

(F) Bye-Law 94(A)

By replacing the word “persons” in the third line of Bye-Law 94(A) with the word “person”.

(G) Bye-Law 106

By deleting paragraphs (H), (I), (J) and (K) of Bye-Law 106 in their entirety and substituting therefor the following new paragraphs:

- “106(H) Save as otherwise provided by these Bye-Laws, a Director shall not vote (nor be counted in the quorum) on any resolution of the Directors in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his associate(s) is materially interested, but this prohibition shall not apply to any of the following matters:
- (i) the giving of any security or indemnity to the Director or his associate(s) 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 of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or 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;

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- (iii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or of its subsidiaries or any other company which the Company may promote or be interested in for subscription or purchase where the Director or 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 the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director 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 available to members of the relevant company;
 - (v) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors, his associate(s) and employees of the Company or any of its subsidiaries and does not provide in respect of any Director 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 the Director 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.
- (I) A company shall be deemed to be a company in which a Director and/or his associate(s) own(s) 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) is/are the holder(s) 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 associate(s) 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 and/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.
- (J) Where a company in which a Director and/or his associate(s) holds 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.

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(K) If any question shall arise at any meeting of the Directors as to the materiality of the interest of a Director (other than the chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than such chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his associate(s) concerned as known to such Director has not been fairly disclosed to the Directors. If any question as aforesaid shall arise in respect of the chairman of the meeting or his associate(s), such question shall be decided by a resolution of the Directors (for which purpose such chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman or his associate(s) has not been fairly disclosed to the Directors.”

(H) Bye-Law 110

By deleting Bye-Law 110 in its entirety and substituting therefor the following new Bye-Law:

“110. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting, unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by that person to be proposed of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office provided that the minimum length of the period, during which such notice(s) are given, shall be at least 7 days and that the period for lodgement of such notice(s) shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.”

(I) Bye-Law 170

(i) By adding the words “Subject to Section 88 of the Companies Act and paragraph (C) of this Bye-Law,” at the beginning of paragraph (B) of Bye-Law 170.

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(ii) By adding the following new paragraphs (C) and (D) and marginal notes immediately after paragraph (B) of Bye-Law 170:

- “Summarised financial statement (C) To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of paragraph (B) of this Bye-Law shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s full financial statements, an Auditor’s report and a notice informing the member how to notify the Company that he elects to receive the full financial statements 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 full financial statements of the Company may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s full financial statements.
- (D) The requirement to send to a person referred to in paragraph (B) of this Bye-Law the documents referred to in that Bye-Law or summarised financial statements in accordance with paragraph (C) of this Bye-Law shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Stock Exchange, the Company publishes copies of the documents referred to in paragraph (B) of this Bye-Law and, if applicable, summarised financial statements complying with paragraph (C) of this Bye-Law, 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.”

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(J) Bye-Law 174

By deleting Bye-Law 174 in its entirety and substituting therefor the following new Bye-Law:

“174. To the extent permitted by the Statutes, any notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the 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 or in the newspapers in accordance with the requirements of the Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Stock Exchange 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.”

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(K) Bye-Law 175

By deleting Bye-Law 175 and its marginal note in their entirety and substituting therefor the following new Bye-Law:

“When notice deemed to 175. Any notice or other document:
be served

- (a) if served or delivered by post, shall where appropriate be sent by airmail or an equivalent service that is no slower 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 a post office; and 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 office and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Directors that the envelope or wrapper containing the notice or other document was so addressed and put into such post office 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 or the website of the Stock Exchange 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 Directors as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof;

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- (d) if served by advertisement in appointed newspapers or newspapers in accordance with the requirements of the Stock Exchange, shall be deemed to have been served on the day on which such notice or document is first published; and
- (e) 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.”

(L) Bye-Law 176

By deleting Bye-Law 176 and its marginal note in its entirety.”

By Order of the Board
Monica TSO Hon Yuk
Company Secretary

Hong Kong, 10 September 2004

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the principal office of the Company in Hong Kong at Unit B10, 3rd Floor, Merit Industrial Centre, 94 Tokwawan Road, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the registers of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.