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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in Saint Honore Holdings Limited, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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**SAINT HONORE HOLDINGS LIMITED**

**聖安娜控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 192)**

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND AMENDMENTS TO THE BYE-LAWS**

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The notice of annual general meeting ("AGM") of Saint Honore Holdings Limited (the "Company") to be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on 8 September 2005 at 3:30 p.m. is set out on pages 11 to 16 of this circular. Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy to the Company at its principal office at 5th Floor, Express Industrial Building, 43 Heung Yip Road, Wong Chuk Hang, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The lodging of the form of proxy will not preclude you from attending the AGM and voting in person should you so wish.

27 July 2005

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on 8 September 2005 at 3:30 p.m., notice of which is set out on pages 11 to 16 of this circular or any adjournment thereof
“associate”	shall have the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company in its present form
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Saint Honore Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKCM”	Hong Kong Catering Management Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 July 2005, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance Chapter 571 of the Laws of Hong Kong

## DEFINITIONS

“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“%”	per cent

## LETTER FROM THE BOARD



### SAINT HONORE HOLDINGS LIMITED

聖安娜控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 192)**

*Executive Directors:*

Mr. Chan Wai Cheung, Glenn (*Chairman*)  
Mr. Shum Wing Hon (*Deputy Chairman*)  
Mrs. Chan Wong Man Li, Carrina (*Managing Director*)  
Mr. Chan Ka Shun, Raymond  
Mr. Wong Chung Piu, Billy

*Non-executive Directors:*

Mr. Chan Ka Lai, Joseph  
Mrs. Chan King Catherine

*Independent Non-executive Directors:*

Dr. Cheung Wai Lam, William  
Dr. Ho Sai Wah, David  
Mr. Bingley Wong

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Office:*

5th Floor  
Express Industrial Building  
43 Heung Yip Road  
Wong Chuk Hang  
Hong Kong

27 July 2005

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND AMENDMENTS TO THE BYE-LAWS**

**I. INTRODUCTION**

The purpose of this circular is to give you information regarding (i) the re-election of Directors; (ii) the general mandates to Directors to issue and repurchase shares; and (iii) the amendments to the Bye-laws. This circular is to seek your approval for the resolutions in relation to these matters at the AGM to be held on 8 September 2005 at 3:30 p.m..

## LETTER FROM THE BOARD

### II. RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 87(1) of the Bye-laws, 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 greater than one-third) shall retire from office by rotation provided that notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. Bye-law 87(2) also provides that the retiring Directors shall be eligible for re-election. It further provides that the Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Mr. Wong Chung Piu, Billy and Dr. Ho Sai Wah, David shall retire as Directors by rotation at the AGM and, being eligible, offer themselves for re-election.

Details of the Directors proposed for re-election as required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

### III. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 26 August 2004, ordinary resolutions were passed to grant general mandates to the Directors to issue and repurchase Shares. Such general mandates will lapse at the conclusion of the AGM. Ordinary resolutions will be proposed at the AGM to grant to the Directors the following general mandates:

- (i) to allot, issue and deal with Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing such resolution (the "Issue Mandate");
- (ii) to repurchase on the Stock Exchange Shares of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing such resolution (the "Repurchase Mandate"); and
- (iii) to extend the general mandate to allot, issue and deal with Shares as mentioned in paragraph (i) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company as mentioned in paragraph (ii) above.

The Issue Mandate and the Repurchase Mandate will continue in force from the passing of the said resolutions until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

## LETTER FROM THE BOARD

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the Bye-laws to be held;  
or
- (iii) the passing of an ordinary resolution by Shareholders in general meeting revoking or varying the authority given to the Directors by such resolution.

With reference to these resolutions, the Board wishes to state that it has no immediate plans to repurchase any Shares or to issue any new Shares, whether for cash or otherwise, pursuant to the Repurchase and the Issue Mandates. An explanatory statement, as required by the Listing Rules to be given to Shareholders in connection with the Repurchase Mandate, is set out in Appendix II of this circular. It contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether or not to vote for or against the ordinary resolution to grant the Repurchase Mandate at the AGM.

#### IV. AMENDMENTS TO THE BYE-LAWS

The Stock Exchange has recently amended the Listing Rules by replacing the Code of Best Practice in Appendix 14 by a new Code on Corporate Governance Practices (the "CG Code") and adding a new Appendix 23 requiring for a Corporate Governance Report to be included in annual reports of listed issuers. Subject to certain transitional arrangements, the amendments took effect on 1 January 2005.

To ensure full compliance with the CG Code, the Directors propose to amend the Bye-laws to (i) specify that every Director shall be subject to retirement by rotation at least once every 3 years; and (ii) require that any Director appointed by the board of Directors to fill a casual vacancy should be subject to election by Shareholders at the first general meeting of the Company after such Director's appointment.

In addition to the above amendments relating to the CG Code, certain minor amendments to the Bye-laws will also be proposed at the AGM.

Details of the proposed amendments to the Bye-laws are set out in the notice of the AGM set out on pages 11 to 16 of this circular.

Special resolutions to amend the Bye-laws which require not less than 75% of the votes cast by the Shareholders attending and entitled to vote at the AGM will be put forth as special business to be considered and approved by the Shareholders at the AGM.

#### V. AGM

A notice convening the AGM to be held on Thursday, 8 September 2005 is set out on pages 11 to 16 of this circular. At the AGM, ordinary and special resolutions will be proposed to approve, inter alia, the re-election of Directors, the granting of the Issue Mandate and Repurchase Mandate, and the amendments to the Bye-laws.

## LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, please complete and return the form of proxy to the principal office of the Company in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### VI. PROCEDURES BY WHICH A POLL MAY BE DEMANDED

A resolution put to the vote of a 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 demanded:–

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person (or in the case of a Shareholder 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 Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person (or in the case of a Shareholder 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.

A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Shareholder.

### VII. RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company and the Shareholders and therefore recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

On Behalf of the Board  
**Chan Wai Cheung, Glenn**  
*Chairman*



The details of the Directors proposed for re-election at the AGM are set out below:

Mr. Wong Chung Piu, Billy, aged 46, joined Bread Boutique Limited, a subsidiary of the Company, in 1990 after working for a reputable bakery chain for 10 years. He is in charge of the Bread Boutique bakery chain. He was appointed as a Director since July 2000. Pursuant to the renewed service contract dated 19 August 2002 given by the Company to Mr. Wong, his appointment is without a fixed term and terminable by either party with 3 months prior written notice. Mr. Wong is entitled to receive an annual Director's emolument of HK\$627,736 which was determined by the Board with reference to his qualification and experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

Dr. Ho Sai Wah, David aged 47, obtained his medical degree and PhD degree from the University of Sydney, Australia. He is registered medical practitioner in Hong Kong, Australia, the United Kingdom and the United States. A renowned cardiologist, Dr. Ho has made numerous worldwide presentations and publications about his research in this field. He had taught in the University of Sydney and the University of Hong Kong before he started his own practice. Dr. Ho has been an independent non-executive Director since July 2000 and he is also a member of the audit committee of the Company. Pursuant to a service contract given by the Company to Dr. Ho, his renewed appointment has become effective from 29 September 2002. Dr. Ho's appointment is without a fixed term and terminable by either party with at least 1 month written notice in advance. Dr. Ho is entitled to receive an annual Director's fee of HK\$50,000 which was determined by the Board with reference to his qualification and experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

To the best knowledge and belief of the Board, having made all reasonable enquiries, Mr. Wong Chung Piu, Billy and Dr. Ho Sai Wah, David are not connected with any Director, senior management, substantial shareholder or controlling shareholder of the Company and, as at the Latest Practicable Date, Mr. Wong and Dr. Ho did not have any disclosable interests in the Company which were required to be disclosed under the SFO. Save as disclosed hereof, Mr. Wong and Dr. Ho do not hold any other positions in the Company and any other subsidiaries of the Company. Furthermore, none of them has any other previous experience including other directorships held in listed public companies in the last 3 years. Apart from the above, Mr. Wong, Dr. Ho and the Company are not aware of any other matter regarding their appointments that needs to be brought to the attention of the Shareholders.

The Directors confirm that in order to entitle the Company to terminate the service contract of any of them, the Company does not have to give a period of notice of more than 1 year or to pay compensation or make other payments equivalent to more than 1 year's emolument.

This appendix serves as an explanatory statement to the Shareholders as required under the Listing Rules in connection with the proposed Repurchase Mandate.

### **REASONS FOR REPURCHASE MANDATE**

Whilst the Directors do not presently intend to repurchase any Shares, they believe that the flexibility afforded by the Repurchase Mandate granted to them would be beneficial to the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years and if there are occasions in the future when Shares are being traded at a discount to their underlying value, the ability of the Company to repurchase Shares can be beneficial to those Shareholders who retain their investment in the Company since this may, depending on the circumstances, result in increases to the fully diluted net assets and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the total issued share capital of the Company is HK\$21,155,700 divided into 211,557,000 fully paid-up ordinary shares of HK\$0.10 each.

The exercise of the Repurchase Mandate up to 10% limit would enable the Company to repurchase up to a maximum of 21,155,700 Shares, assuming that there are no issues of new Shares or Shares repurchases from the Latest Practicable Date to the date of the AGM.

### **SOURCE OF FUNDS FOR REPURCHASES**

For repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws and the Companies Act, that is, out of the capital paid up on the shares or out of the funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase. The premium, if any, payable on a repurchase must be funded from the funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the shares are repurchased. Whilst the Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing ratio of the Company, the Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise thereof will not have such a material adverse impact.

**DISCLOSURE OF INTERESTS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the Companies Act. None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, presently intend to sell any Shares to the Company under the Repurchase Mandate in the event that the latter is granted by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that Repurchase Mandate is granted by the Shareholders.

**EFFECT OF THE TAKEOVERS CODE**

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

As at the Latest Practicable Date, Well-Positioned Corporation ("Well-Positioned") was beneficially interested in 73.37% of the existing issued share capital of the Company. Well-Positioned is a company beneficially owned by a trust established for the benefit of the family members of Mr. Chan Wai Cheung, Glenn and Mrs. Chan King Catherine. Well-Positioned together with its concert parties were beneficially interested in 73.69% of the existing issued share capital of the Company.

As at the Latest Practicable Date, the register of the Shareholders maintained by the Company pursuant to Section 336 under Part XV of the SFO also showed that DJE Investment S.A. was holding a beneficial interest of 6.10% of the existing issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the interests of Well-Positioned with its concert parties and DJE Investment S.A. would be increased to approximately 81.88% and 6.78% respectively of the issued share capital of the Company and such increases will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code and but will reduce the amount of Shares held by the public to be less than 25%.

The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in the amount of Shares held by the public being reduced to be less than 25% of the total issued share capital of the Company nor to an extent as would result in an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

**MARKET PRICE**

The highest and lowest traded market prices for Shares recorded on the Stock Exchange during each of previous 12 months before the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2004</b>		
July	2.175	1.640
August	2.200	2.025
September	2.150	2.000
October	2.225	1.980
November	3.000	2.250
December	3.000	2.525
<b>2005</b>		
January	3.025	2.750
February	3.000	2.925
March	3.050	2.900
April	3.050	2.750
May	2.975	2.675
June	2.675	2.500
July (up to the Latest Practicable Date)	3.000	2.500

**SHARES REPURCHASES MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company during the 6 months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

# NOTICE OF ANNUAL GENERAL MEETING



## SAINT HONORE HOLDINGS LIMITED

聖安娜控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 192)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the members of Saint Honore Holdings Limited (the “Company”) will be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on 8 September 2005 (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 31 March 2005.
2. To declare a final dividend for the year ended 31 March 2005.
3. (1) To re-elect the following directors of the Company (the “Directors”):-
  - (a) Mr. Wong Chung Piu, Billy; and
  - (b) Dr. Ho Sai Wah, David.
- (2) To authorize the board of Directors (the “Board”) to fix the remuneration of the Directors.
4. To appoint auditors for the ensuing year and to authorize the Board to fix their remuneration.

### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions:

5. (1) **As Ordinary Resolution No. 5(1):**

“THAT:

- (a) subject to paragraph (c) of this Ordinary Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of the Ordinary Resolution No. 5(2) below) 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,

## NOTICE OF ANNUAL GENERAL MEETING

agreements and options (including bonds, warrants and debentures convertible into Shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Ordinary Resolution shall authorize the Directors during the Relevant Period (as defined in paragraph (c) of the Ordinary Resolution No.5(2) below) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares of the Company) to subscribe for shares in the Company which would or might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (c) of the Ordinary Resolution No. 5(2) below);
- (c) the aggregate nominal amount of share capital allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Ordinary Resolution, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter), or (ii) the exercise of the rights of subscription or conversion under the terms of any securities of the Company which carry the right to subscribe or are convertible into shares in the Company, or (iii) the exercise of options which may be granted under any share option scheme of the Company, or (iv) an 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 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Ordinary Resolution and the said approval shall be limited accordingly; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors 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 recognized regulatory body or any stock exchange in, or in any territory applicable to the Company).”

## NOTICE OF ANNUAL GENERAL MEETING

(2) **As Ordinary Resolution No. 5(2):**

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission 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 securities of the Company repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Ordinary Resolution and the said approval pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of the Ordinary Resolutions Nos. 5(1) and 5(2), “Relevant Period” means the period from the passing of the Ordinary Resolutions Nos. 5(1) and 5(2) 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 revocation or variation of Resolutions Nos. 5(1) or 5(2) by an ordinary resolution of shareholders of the Company in general meeting.”

(3) **As Ordinary Resolution No. 5(3):**

**“THAT** conditional upon Resolution No. 5(1) and Resolution No. 5(2) mentioned above being passed, the aggregate nominal amount of the share capital of the Company which shall have been repurchased by the Company under the authority granted to

## NOTICE OF ANNUAL GENERAL MEETING

the Directors as mentioned in Resolution No.5(2) above (up to the maximum of 10% of the aggregate nominal amount of the share capital of the Company as stated in Resolution No.5(2) above) shall be added to the aggregate nominal amount of the share capital that may be allotted, issued or otherwise dealt with, or agreed conditionally and unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to Resolution No.5(1) above.”

### 6. As Special Resolution:

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

- (a) (i) by inserting the words “voting by way of a poll is required by the rules of the Designated Stock Exchange or” immediately after the words “A resolution put to the vote of a meeting shall be decided on a show of hands unless” in the first paragraph of the existing Bye-law 66;
- (ii) by replacing the full-stop at the end of the existing Bye-law 66(d) with a semi-colon;
- (iii) by inserting the word “or” at the end of the existing Bye-law 66(d);
- (iv) by adding the following paragraph as Bye-law 66(e) immediately after Bye-law 66(d):

“(e) 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.”.
- (b) (i) by deleting the sentence “There shall be no requirement for the chairman to disclose the voting figures on a poll” in the existing Bye-law 68 in its entirety and substituting thereof with a new sentence “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.”.
- (c) by inserting the following words “, if more than one person is so authorised,” immediately after the words “Where a Member is a clearing house (or its nominee and, in each case, being a corporation), 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” in the existing Bye-law 84(2).



## NOTICE OF ANNUAL GENERAL MEETING

- (d) (i) by deleting the last sentence "Any general meeting may authorise the Board to fill any vacancy in their number left unfilled at a general meeting." in the existing Bye-law 86(1) in its entirety and substituting thereof with a new sentence "Subject to the Bye-laws and the Statutes, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board."; and
- (ii) by deleting Bye-law 86(2) in its entirety and substituting thereof with the following:
- "86. (2) The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number), and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting."
- (e) (i) by deleting Bye-law 87(1) in its entirety and substituting thereof with the following:
- "87. (1) At each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years."; and
- (ii) by deleting the first sentence "A retiring Director shall be eligible for re-election." in the existing Bye-law 87(2) and substituting thereof with a new sentence "A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires."

By Order of the Board  
**Wong Tsui Yue, Lucy**  
*Company Secretary*

Hong Kong, 27 July 2005

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or 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 principal office at 5/F, Express Industrial Building, 43 Heung Yip Road, Wong Chuk Hang, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
3. The register of members will be closed from 3 September 2005 (Saturday) to 8 September 2005 (Thursday), 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 Hong Kong Branch Share Transfer Office, Computershare Hong Kong Investor Services Limited at Shops 1712-6, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 2 September 2005 (Friday).
4. With regard to the business referred to in paragraph 5 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company or to repurchase any issued shares of the Company.