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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Sing Lee Software (Group) 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.



SING LEE SOFTWARE (GROUP) LIMITED

新利軟件(集團)股份有限公司*

(Incorporated in Bermuda with limited liability)

Stock Code: 8076

GENERAL MANDATE TO REPURCHASE SHARES AND ISSUE NEW SHARES AMENDMENT OF BYE-LAWS

This circular, for which the directors of Sing Lee Software (Group) Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Sing Lee Software (Group) Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: 1. the information contained in this circular is accurate and complete in all material respects and not misleading; 2. there are no other matters the omission of which would make any statement in this circular misleading; and 3. all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of posting.

* For identification only



SING LEE SOFTWARE (GROUP) LIMITED

新利軟件(集團)股份有限公司^{*}

(Incorporated in Bermuda with limited liability)

Board of Directors

Executive Directors:

Hung Yung Lai (Chairman)

Cui Jian

Xu Shu Yi

Independent non-executive Directors:

Pan Yun He

Pao Ping Wing

Compliance Officer:

Hung Yung Lai

Head Office and Principal Place of Business
in the People's Republic of China:

32nd Floor, Morrison Plaza

5-9A Morrison Hill Road

Wanchai

Hong Kong

Registered Office:

Clarendon House, 2 Church Street

Hamilton, HM11

Bermuda

16th April, 2004

To Shareholders of the Company

Dear Sir or Madam,

GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES AMENDMENT OF BYE-LAWS

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed as at the annual general meeting (the "AGM") of the Company to be held at Plaza I-III, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on 10th May, 2004 at 10:00 a.m.

BACKGROUND

On 5th May, 2003, resolutions were passed by the shareholders of the Company granting general unconditional mandates to the directors of the Company (the "Directors") to exercise the powers of the Company to:

- (a) allot, issue and deal with shares in the capital of the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue on 5th May, 2003;

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LETTER FROM THE BOARD OF DIRECTORS

- (b) repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the shares of the Company in issue on 5th May, 2003; and
- (c) add to the general mandate for issuing shares set out in paragraph (a) above the number of shares purchased by the Company pursuant to the repurchase mandate set out in paragraph (b) above.

The above general mandates will expire at the conclusion of the forthcoming AGM and the purpose of this circular is to seek your support, at the forthcoming AGM, to approve the general mandates as referred to below.

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, it will be proposed, by way of an ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) shares in the Company up to a maximum of 10 per cent. of the shares of the Company in issue at the date of passing the ordinary resolution (the “Repurchase Mandate”).

The Repurchase Mandate, if approved, will continue in force until the conclusion of the next AGM of the Company or until revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting prior to the next annual general meeting.

An explanatory statement containing information relating to the Repurchase Mandate and as required pursuant to the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “Listing Rules”), in particular Rule 13.08, is set out in the appendix to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, it will also be proposed, by way of ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to issue new shares in the Company up to 20 per cent. of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of the ordinary resolution (“Issue Mandate”, together with the Repurchase Mandate, the “General Mandates”). In addition, it is further proposed, by way of another ordinary resolution, that the Issue Mandate be extended so that the Directors be given a general mandate to issue further shares in the Company of an aggregate nominal amount equal to the aggregate nominal amount of the share capital of the Company repurchased under the Repurchase Mandate. Any issue of new shares in the Company is subject to approval from the Stock Exchange for the listing of and permission to deal in such new shares.

LETTER FROM THE BOARD OF DIRECTORS

PROPOSAL FOR AMENDMENT OF BYE-LAWS

Due to the enactment of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”), the Company is required to amend its Bye-Laws (the “Bye-Laws”) to reflect the relevant changes in the SFO. In addition, the Stock Exchange has recently amended, among other things, Appendix 3 to the Listing Rules and the revised Listing Rules took effect on 31st March, 2004. The Company as a listed issuer is required to amend its Bye-Laws to ensure compliance with the amended provisions of Appendix 3 to the Listing Rules at the earliest opportunity and, in any event, no later than the conclusion of its next annual general meeting.

In view of the enactment of the SFO and in order to comply with the amended Listing Rules, the Directors wish to seek the shareholders’ approval at the AGM of the proposed amendments to the Bye-Laws.

The board of directors of the Company therefore proposes to put forward to the Shareholders for approval at the AGM, resolutions to amend the Bye-Laws to, among other things:

- (a) allow every proxy appointed by a member which is a clearing house to vote on a show of hands;
- (b) adopt the definition of “clearing house” in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”);
- (c) allow a member which is a clearing house to appoint multiple corporate representatives;
- (d) allow corporate communications by electronic means and provision of summary financial reports in place of annual reports and accounts;
- (e) allow members to remove a director at any general meeting before the expiration of his period of office by an ordinary resolution;
- (f) require that the minimum seven-day period for lodgment by shareholders of the notice to nominate a Director to commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting;
- (g) prohibit Directors from voting at and being counted towards the quorum of the board meeting on any matter in which any of his associates has a material interest; and

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- (h) to exclude the votes cast by a shareholder in contravention of a requirement or restriction under the Listing Rules.

Set out in the notice of AGM in special resolution No.5 on pages 10 to 16 of this circular are specific amendments to the Bye-Laws that are proposed.

ACTION TO BE TAKEN

Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar, Abacus Share Registrars Limited, Ground Floor, BEA Harbour View Center, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

RECOMMENDATION

The Directors consider that the granting of the General Mandates referred to in this circular and the proposal for amendment of the Bye-Laws are in the best interests of the Company and its shareholders as a whole and so recommend shareholders to vote in favour of the resolutions at the AGM.

Yours faithfully,
For and on behalf of the Board of
Sing Lee Software (Group) Limited
Hung Yung Lai
Chairman

The following is the Explanatory Statement required to be sent to shareholders pursuant to Rule 13.08 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“GEM Listing Rules”) in connection with the proposed Repurchase Mandate which, if approved, would authorise directors of the Company to purchase shares of HK\$0.01 each (“Shares”) in the Company.

(a) Shareholders’ approval

The Company may only purchase its Shares on GEM if:

- (i) the Shares proposed to be issued by the Company are fully-paid up;
- (ii) the Company has previously sent to its shareholders this Explanatory Statement; and
- (iii) the shareholders of the Company have in general meeting approved the Repurchase Mandate and the relevant documents in connection therewith have been delivered to the Stock Exchange.

(b) Number of shares which may be repurchased

Exercise in full of the Repurchase Mandate, on the basis of 603,000,000 shares in issue as at 16th April, 2004 (being the latest practicable date (the “Latest Practicable Date”) for ascertaining certain information prior to the printing of this circular), would result in 60,300,000 shares (representing 10% of the total issued share capital of the Company) being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate. As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate.

(c) Reasons for proposed repurchase of shares

The Directors believe that it is in the interests of the Company and its shareholders to have a general authority from shareholders to enable the Directors to repurchase shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

(d) Source of funds

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its bye-laws, the GEM Listing Rules and the laws of Bermuda. The Company shall not repurchase Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

(e) Effect of exercising the Repurchase Mandate

There will not be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2003 annual report of the Company) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate of the Company.

(f) Who may sell shares in the event the Repurchase Mandate is exercised

The GEM Listing Rules prohibit the Company from knowingly repurchasing shares from a “connected person”, that is, a director, chief executive, substantial shareholder or management shareholder of the Company or any of their associates (as defined in the GEM Listing Rules). A connected person (as defined in the GEM Listing Rules) shall not knowingly sell his shares to the Company.

As at the Latest Practicable Date, no connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell shares to the Company in the event that the Company is authorised to make repurchases of shares.

As at the Latest Practicable Date, none of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the GEM Listing Rules), has any present intention, in the event that the Repurchase Mandate is approved, to sell any Shares to the Company or its subsidiaries.

(g) Directors’ undertaking

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.

(h) The Hong Kong Code on Takeovers and Mergers

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 purposes of the Hong Kong Code on Takeovers and Mergers (the “Code”). As a result, a shareholder, or a group of shareholders acting in concert (within that term’s meaning under the Code), depending on the level of increase in the shareholders interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Code.

As at the Latest Practicable Date, Goldcorp Industrial Limited, which was an initial management shareholder of the Company, held approximately 50.75% of the issued shares. As at the Latest Practicable Date, the Directors are not aware of any consequences for Goldcorp Industrial Limited under the Code as a result, solely, of the Directors exercising the Repurchase Mandate in full.

(i) **No repurchases of shares by the Company**

The Company has not repurchased any shares in the previous six months.

(j) **Shares prices**

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve calendar months were as follows:

	Shares	
	Highest HK\$	Lowest HK\$
2003		
April	0.46	0.46
May	0.48	0.40
June	—	—
July	0.56	0.56
August	0.48	0.40
September	0.40	0.32
October	0.36	0.25
November	0.25	0.20
December	0.30	0.30
2004		
January	—	—
February	0.20	0.175
March	0.17	0.168



SING LEE SOFTWARE (GROUP) LIMITED

新利軟件(集團)股份有限公司*

(Incorporated in Bermuda with limited liability)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Members of Sing Lee Software (Group) Limited ("the Company") will be held at Plaza I-III, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 10 May 2004 at 10:00 a.m. for the following purposes:

1. to receive and consider the audited combined financial statements and the reports of the directors of the Company (the "Directors") and the auditors (the "Auditors") for the financial year ended 31 December 2003;
2. to re-elect retiring Director and authorise the board of Directors to fix his remuneration;
3. to re-appoint auditors and to authorise the board of Directors to fix their remuneration;
4. as special business, to consider and, if thought fit, pass the following resolutions with or without amendments as Ordinary Resolutions of the Company:

(A) "THAT

- (i) subject to sub-paragraph (ii) of this resolution, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares) which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved.
- (ii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below), (b) the exercise of warrants to subscribe for shares of the Company or the exercise of any options granted under the share option scheme adopted by the Company, or (c) an issue of shares of the Company in lieu of the whole or part

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of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

“Relevant Period” means the period from the date of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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 any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.

“Rights Issue” means offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares 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 overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

(B) **“THAT**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase issued shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in connection with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the GEM or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and this approval shall be limited accordingly; and

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(iii) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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 any applicable laws to be held; and
- (c) the date on which the authority sets out for this resolution is revoked or varied by an ordinary resolution in general meeting.”

(C) **“THAT** conditional upon ordinary resolutions nos. 4(A) and 4(B) above being passed, the aggregate nominal amount of shares of the Company which are repurchased by the Company under the authority granted to the Directors of the Company as mentioned in ordinary resolution nos. 4(B) above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to ordinary resolution no. 4(A) above.”

5. As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution of the Company:

“THAT the bye-laws of the Company be amended as follows:

(A) by inserting the following new definition in bye-law 1:

““associate” the meaning attributed to it in the rules of the Designated Stock Exchange.”;

(B) by substituting the existing definition of “clearing house” in bye-law 1 with the following new definition:

““clearing house” a clearing house recognized by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.”;

(C) by inserting at the end of bye-law 2(e), the following words:

“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 comply with all applicable Statutes, rules and regulations;”;

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- (D) by replacing the full stop “.” appearing at the end of bye-law 2(j) with a semi-colon “;”, by inserting the word “and” immediately after the semi-colon and by inserting the following new bye-law 2(k):

“(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.”;

- (E) by substituting the existing bye-law 6 with the following new bye-law 6:

“6. The Company may from time to time by special resolution, subject to any confirmation or consent required by law, reduce its authorised or issued share capital or, save for the use of share premium as expressly permitted by the Act, any share premium account or other undistributable reserve.”

- (F) by inserting the words “, in respect of any shares that are not fully paid,” before the words “held by him and” in the existing bye-law 43(1)(a).

- (G) by inserting the words “or by any means in such manner as may be accepted by the Designated Stock Exchange” after the words “in accordance with the requirements of any Designated Stock Exchange” in bye-law 44.

- (H) by inserting, in bye-law 51, after the words “in accordance with the requirements of any Designated Stock Exchange”, the following words:

“or by any means in such manner as may be accepted by the Designated Stock Exchange”.

- (I) by renumbering the existing bye-law 76 of the Company’s bye-laws as new bye-law 76(1) and inserting the following new bye-law 76(2):

“(2) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only 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.”

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- (J) by inserting after the words “Each person so authorized under the provisions of this Bye-Law shall” appearing in the second sentence in bye-law 84(2), the following words:

“be deemed to have been duly authorised without further evidence of the facts and”;

- (K) by substituting the words “in accordance with Bye-law 87” appearing in the third sentence of bye-law 86 with the following words:

“at the annual general meeting in accordance with bye-law 87 or at any special general meeting”;

- (L) by substituting the words “special resolution” appearing in the third line of bye-law 86(4) with the words “ordinary resolution”.

- (M) by substituting the existing bye-law 88 with the following new bye-law 88:

“88. 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 the 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 seven (7) days and that the period for lodgment of such Notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

- (N) by deleting the words “whereupon the Board resolves to accept such resignation” appearing at the end of bye-law 89(1).

- (O) by substituting the existing bye-law 103 with the following new bye-law 103:-

“103. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;

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- (ii) any contract or arrangement for 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 whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company 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 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;
 - (v) any contract or arrangement 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 a shareholder or in which the Director and any of his associate(s) are, not in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associates is derived); or
 - (vi) any proposal or arrangement 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 associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.
- (2) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders 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 associates is derived). For the purpose of this paragraph there shall be disregarded any shares held

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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 or his associate(s) is/are interested only as a unit holder.

- (3) 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.
- (4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, 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 concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman 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 has not been fairly disclosed to the Board.
- (P) by, in bye-law 153, inserting after the words "Subject to Section 88 of the Act", the following words:
- "and bye-law 153A"
- and by inserting after the words "at least twenty-one (21) days before the date of the general meeting;" the words "and at the same time as the notice of the annual general meeting."

- (Q) by inserting the following new bye-law 153A:-

"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, 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 statement derived from the Company's annual accounts and the directors' report which shall be

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in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company's annual financial statement and the directors' report thereon."

(R) by inserting the following new bye-law 153B:-

"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 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."

(S) by substituting the existing bye-law 160 with the following new bye-law 160:-

"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 or the website of the Designated 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

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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.”

- (T) by renumbering the existing bye-law 161(b) as a new bye-law 161(c) and by inserting the following new bye-law 161(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 Designated 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;”

- (U) by substituting the full stop “.” appearing at the end of the new bye-law 161(c) with a semi-colon “;” and inserting the word “and” after the semi-colon “;”.

- (V) by inserting the following new bye-law 161(d):-

“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.”

and

- (W) by inserting, in bye-law 163, after the words “a cable or telex or facsimile”, the following words “or electronic”.

and the directors of the Company be and are hereby authorised to do all such acts, deeds and things as they shall, in their absolute discretion, deem fit in order to effect and complete any of the foregoing.

By Order of the Board
Hung Yung Lai
Chairman

Hong Kong, 16 April 2004

NOTICE OF ANNUAL GENERAL MEETING

Registered office:
Clarendon House
2 Church Street
Hamilton, HM11
Bermuda

Head office and principal place of business:
32nd Floor, Morrison Plaza
5-9A Morrison Hill Road
Wanchai
Hong Kong

Notes:

- (a) A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Member of the Company.
- (b) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's principal office at 32nd Floor, Morrison Plaza, 5-9A Morrison Hill Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting.