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If you have sold or transferred all your shares in Soundwill Holdings Limited (the “Company”), you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SOUNDWILL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

**PROPOSED CAPITAL REORGANISATION,
TERMINATION OF EXISTING SHARE OPTION SCHEME,
ADOPTION OF NEW SHARE OPTION SCHEME
AND
PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE NEW SHARES**

A notice convening the special general meeting of the Company to be held at Room 2306, 23rd Floor, Soundwill Plaza, 38 Russell Street, Causeway Bay, Hong Kong on Monday, 22nd July, 2002 at 9:00 a.m. is set out on pages 20 to 24 of this circular. Whether or not you are able to attend the meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch registrar and transfer office in Hong Kong, Standard Registrars Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, as soon as practicable but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

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RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept the full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

EXPECTED TIMETABLE

2002

Latest time for return of proxy forms for the Special General Meeting	9:00 a.m. on Saturday, 20th July
The Special General Meeting	9:00 a.m. on Monday, 22nd July
Effective date of the Capital Reorganisation	9:30 a.m. on Tuesday, 23rd July
Dealings in the New Shares commence	Tuesday, 23rd July
First day of free exchange of certificates for Shares for certificates for New Shares.	Tuesday, 23rd July
Last day of free exchange of certificates for Shares for certificates for New Shares.	Friday, 23rd August

DEFINITIONS

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

“Associated Companies”	the associated companies as disclosed from time to time in the latest annual report of the Company and the latest audited financial statements of the Subsidiaries
“Associates”	shall have the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or a Sunday) on which licensed banks are generally open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities
“Capital Reduction”	the proposed reduction of the capital of the Company whereby the nominal value of all its issued Shares will be reduced from HK\$0.10 to HK\$0.01 each and the issued capital will be reduced from HK\$311,640,215.10 (on the basis of 3,116,402,151 Shares in issue as at the Latest Practicable Date) by HK\$280,476,193.59 to HK\$31,164,021.51
“Capital Reorganisation”	the Capital Reduction, the Share Premium Reduction, the diminution of all the authorised but unissued share capital of the Company and the increase in the authorised share capital of the Company to HK\$500,000,000 by the creation of additional New Shares in the capital of the Company
“CCASS”	the Central Clearing and Settlement System, established and operated by HKSCC
“Chief Executive”	shall have the same meaning ascribed to it under the Listing Rules
“Commencement Date”	in respect of any particular Option, the date upon which the Option is accepted in accordance with the New Share Option Scheme
“Company”	Soundwill Holdings Limited, incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Company Act”	the Companies Act 1981 of Bermuda
“Directors”	the directors of the Company
“Existing Share Option Scheme”	the share option scheme adopted by the Company at its general meeting on 25th February, 1997 for the employees and executive directors of the Company or any Subsidiary
“Grantee”	any Participant who accepts an offer in accordance with the terms of the New Share Option Scheme or (where the context so permits) the personal representative(s) entitled to any such Option in consequence of the death of the original Grantee

DEFINITIONS

“Group”	the Company, its Subsidiaries, Associated Companies and Jointly Controlled Entities from time to time
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Jointly Controlled Entities”	the jointly controlled companies or entities as disclosed from time to time in the latest annual report of the Company and the latest audited financial statements of the Subsidiaries
“Latest Practicable Date”	25th June, 2002, being the latest practicable date prior to the printing of this circular for ascertaining information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“New Shares”	new ordinary shares of HK\$0.01 each of the Company immediately after the Capital Reorganisation
“New Share Option Scheme”	the new share option scheme proposed to be adopted by the Company at the Special General Meeting, a summary of the principal terms of which is set out in Appendix II to this circular
“Offer Date”	the date on which an offer of the grant of an Option is made to a Participant in accordance with the New Share Option Scheme, which date must be a Business Day
“Option”	a right to subscribe for shares in the Company pursuant to the terms of the New Share Option Scheme
“Option Period”	a period to be determined by the Board at its absolute discretion and notified by the Board to each Grantee as being the period during which an Option may be exercised, and in any event such period shall not be longer than 10 years from the Commencement Date. The Board may also provide restrictions, which are not in contravention with the requirements of the Listing Rules, on the exercise of an Option during the period an Option may be exercised
“Participant”	(i) any executive or non-executive directors of the Group or any employee of the Group; (ii) any discretionary object of a discretionary trust established by any employee, executive or non-executive director of the Group; (iii) any consultant(s) and professional adviser(s) to the Group; (iv) Chief Executive or Substantial Shareholder of the Company; (v) Associates of Director, Chief Executive or Substantial Shareholder of the Company; and (vi) employees of Substantial Shareholder
“Shareholders”	holders of Shares
“Share Premium Reduction”	the reduction in the Company’s share premium account of the entire amount of HK\$1,061,335,986.43

DEFINITIONS

“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Special General Meeting”	the special general meeting of the Company to be convened to consider, and if thought fit, to approve the Capital Reorganisation, the termination of the Existing Share Option Scheme and adoption of the New Share Option Scheme and the granting of general mandates to issue and repurchase New Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the price per share at which a Grantee may subscribe for shares in the Company on the exercise of an Option
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Company Act or within the Companies Ordinance of Hong Kong (Chapter 32 of the Laws of Hong Kong)(as amended from time to time)) of the Company whether incorporated in Bermuda, Hong Kong or elsewhere
“Substantial Shareholder”	shall have the same meaning ascribed to it under the Listing Rules
“Takeover Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong



SOUNDWILL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Directors:

Foo Kam Chu, Grace, *Chairman*
Liu Guoyuan, *Vice-Chairman*
Leung Yeuk Kuk, Joseph, *Executive Director*
Chan Wai Ling, *Executive Director*
Tse Chun Kong, Thomas, *Executive Director*
Kwan Chai Ming, *Executive Director*
Liu Hanbo

Independent Non-Executive Directors:

Wong Tak Leung, Charles
Yuen Hing Man

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*

21st Floor
Soundwill Plaza
38 Russell Street
Causeway Bay
Hong Kong

28th June, 2002

To the Shareholders

Dear Sir or Madam,

**PROPOSED CAPITAL REORGANISATION,
TERMINATION OF EXISTING SHARE OPTION SCHEME,
ADOPTION OF NEW SHARE OPTION SCHEME
AND
PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE NEW SHARES**

INTRODUCTION

The Directors announced on 10th June, 2002 that the Board intends to put forward proposals for the Shareholders to approve the Capital Reorganisation, the termination of Existing Share Option Scheme and adoption of New Share Option Scheme.

The purpose of this circular is to give you further information on the Capital Reorganisation, the termination of Existing Share Option Scheme and adoption of New Share Option Scheme and the granting of general mandates to issue and repurchase New Shares and to give you the notice of the Special General Meeting at which the necessary resolutions will be proposed to consider and, if thought fit, approve the Capital Reorganisation, the termination of Existing Share Option Scheme and adoption of New Share Option Scheme and the granting of general mandates to issue and repurchase New Shares.

LETTER FROM THE BOARD

PROPOSED CAPITAL REORGANISATION

As at the Latest Practicable Date, the authorised share capital and the issued share capital of the Company were HK\$500,000,000 and HK\$311,640,215.10 respectively. The Company proposes to effect the Capital Reorganisation under which:

- (i) the nominal value of each of the issued shares in the capital of the Company will be reduced from HK\$0.10 each to HK\$0.01 each so that the issued share capital will be reduced from HK\$311,640,215.10 (on the basis of 3,116,402,151 Shares in issue as at the Latest Practicable Date) by HK\$280,476,193.59 to HK\$31,164,021.51;
- (ii) the Company's share premium account shall be reduced by the entire amount of HK\$1,061,335,986.43;
- (iii) all of the authorised but unissued share capital of the Company shall be cancelled and immediately thereafter, the authorised share capital shall be increased to HK\$500,000,000 by the creation of such number of New Shares in the capital of the Company as shall be sufficient to bring the authorised share capital to an amount of HK\$500,000,000 (on the basis of 3,116,402,151 Shares in issue as at the Latest Practicable Date, the authorised share capital shall be increased from HK\$31,164,021.51 to HK\$500,000,000 by the creation of additional 46,883,597,849 New Shares); and
- (iv) the credit arising from the Capital Reduction and the Share Premium Reduction amounting to approximately HK\$1,341,812,180.02 will be applied to partially set off the accumulated losses of the Company.

Upon the Capital Reorganisation becoming effective and on the basis of 3,116,402,151 Shares in issue as at the Latest Practicable Date, the authorised share capital of the Company will be HK\$500,000,000 comprising 50,000,000,000 New Shares, of which 3,116,402,151 New Shares will be issued and fully paid.

REASONS FOR CAPITAL REORGANISATION

The Capital Reorganisation will facilitate the Company in undertaking fund raising plan(s) in future should such opportunities arise. From 3rd September, 2001 to the Latest Practicable Date, the Shares have been trading at HK\$0.098 to HK\$0.041 as quoted on the Stock Exchange. Under the Companies Act, a company may not issue shares at a discount to the nominal value of such shares. In the circumstances, the reduction of the nominal value of the Shares from HK\$0.10 per Share to HK\$0.01 per New Share will enable the Company to issue shares above its nominal value in future. At present, the Company has no intention to issue any New Shares.

EFFECT OF THE CAPITAL REORGANISATION

Other than the expenses of approximately HK\$300,000 incurred relating to the implementation of the Capital Reorganisation, implementation of the Capital Reorganisation will not, in itself, materially alter the net asset value, the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders in the Company. The Board believes that the Capital Reorganisation will not have a material adverse effect on the financial position of the Company.

LETTER FROM THE BOARD

CONDITIONS OF THE CAPITAL REORGANISATION

The Capital Reorganisation is, inter alia, conditional upon:

- (i) the passing of the special resolution by the Shareholders at the Special General Meeting to be convened by the Company approving the Capital Reorganisation;
- (ii) the publication of a notice in an appointed newspaper in Bermuda in respect of the Capital Reduction and the Share Premium Reduction as required by section 46 of the Companies Act; and
- (iii) the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the New Shares.

APPLICATION FOR LISTING

Application will be made to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the New Shares.

Arrangements will be made to enable the New Shares to be admitted to CCASS. Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date for dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

FREE EXCHANGE OF CERTIFICATES FOR THE NEW SHARES

Subject to the passing of the resolutions approving the Capital Reorganisation, Shareholders may, on or after Tuesday, 23rd July, 2002 until Friday, 23rd August, 2002, submit existing share certificates in respect of the Shares by them to the Company's branch registrar and transfer office in Hong Kong, Standard Registrars Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, to exchange at the expense of the Company, for the new share certificates for the New Shares. After the expiry of such one month period, share certificates for the Shares will be accepted for exchange for certificates for the New Shares only on payment of a fee of HK\$2.50 (or such higher amount as may be stipulated in the Listing Rules from time to time) for each new certificate to be issued or each old certificate submitted, whichever number of certificates is higher. Certificates for Shares will continue to be good evidence of legal title for all purposes including trading, settlement and registration and may be exchanged for New Shares at any time.

In order to distinguish between the existing and the new certificates, certificates for the New Shares will be **YELLOW** in colour, which is different from the existing certificates for the Shares, which are **RED** in colour. It is expected that new share certificates for the New Shares will be available for collection on or after the 10th business day from the date of submission of the existing share certificates for the Shares to the Company's Hong Kong branch share registrar and transfer office in Hong Kong at the above address.

LETTER FROM THE BOARD

TERMINATION OF EXISTING SHARE OPTION SCHEME AND ADOPTION OF NEW SHARE OPTION SCHEME

To be in line with the updated requirements of the Listing Rules in relation to share option schemes and to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the Participants, the Board proposes to terminate the Existing Share Option Scheme, which was adopted by the Company on 25th February, 1997, and to adopt the New Share Option Scheme, which incorporates the requirements of the new Chapter 17 of the Listing Rules. A summary of the principal terms of the New Share Option Scheme is set out in Appendix II to this circular.

At the Special General Meeting, an ordinary resolution will be proposed that the Existing Share Option Scheme be terminated and the New Share Option Scheme be approved and adopted at the Special General Meeting. Subject to the approval of the Shareholders of the adoption of the New Share Option Scheme at the Special General Meeting, the Existing Share Option Scheme shall be terminated with effect from the conclusion of the Special General Meeting and the New Share Option Scheme will take effect on the date of its adoption at the Special General Meeting, subject to the grant by the Stock Exchange of the listing of, and permission to deal in, the shares to be issued and allotted under the options granted under the New Share Option Scheme. Operation of the New Share Option Scheme will commence after all conditions precedent as referred to herein below have been fulfilled.

The Board granted the options pursuant to the Existing Share Option Scheme to participants to subscribe for a total of 118,500,000 Shares representing approximately 3.8 per cent. of the issued share capital of the Company as at the Latest Practicable Date. Save as aforesaid and up to the Latest Practicable Date, no other options have been granted to any participant. As at the Latest Practicable Date, none of the options granted under the Existing Share Option Scheme has been exercised. There were 49,500,000 Shares representing outstanding options and 69,000,000 Shares representing option lapsed under the Existing Share Option Scheme. There were no Shares representing options cancelled under the Existing Share Option Scheme. The Board confirms that prior to the Special General Meeting, it will not grant any further option under the Existing Share Option Scheme. Besides the Existing Share Option Scheme, the Company has no other subsisting share option schemes as at the Latest Practicable Date.

Upon termination of the Existing Share Option Scheme, no further options may be offered thereunder. However, in respect of the outstanding options mentioned in the preceding paragraph, the provisions of the Existing Share Option Scheme shall remain in force. The abovementioned outstanding options granted under the Existing Share Option Scheme shall continue to be subject to the provisions of the Existing Share Option Scheme and the provisions of Chapter 17 of the Listing Rules which took effect from 1st September 2001 and the adoption of the New Share Option Scheme will not in any event affect the terms in respect of such outstanding options.

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,116,402,151 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of the adoption of the New Share Option Scheme, the number of Shares issuable pursuant to the New Share Option Scheme and any other option schemes on the date of its adoption would be 311,640,215 Shares, representing 10 per cent. of the issued share capital of the Company as at the date of the Special General Meeting.

LETTER FROM THE BOARD

CONDITIONS PRECEDENT OF THE NEW SHARE OPTION SCHEME

The New Share Option Scheme will take effect upon satisfaction of the following conditions:

- (i) the passing of an ordinary resolution approving the termination of the Existing Share Option Scheme by the Shareholders in general meeting;
- (ii) the passing of an ordinary resolution approving the adoption of the New Share Option Scheme by the Shareholders in general meeting; and
- (iii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the shares (which will not exceed 10 per cent. of the issued shares of the Company as at the date of approval of the New Share Option Scheme) to be issued and allotted pursuant to the exercise of the Options granted under the New Share Option Scheme.

Application will be made to the Stock Exchange for the grant of the listing of, and permission to deal in, the shares to be issued and allotted pursuant to the exercise of the Options granted under the New Share Option Scheme.

DOCUMENT AVAILABLE FOR INSPECTION

A copy of the New Share Option Scheme will be available for inspection at the principal place of business of the Company in Hong Kong during normal business hours from the date of this circular up to and including the date of the Special General Meeting.

GENERAL MANDATES TO ISSUE AND REPURCHASE NEW SHARES

At the Special General Meeting, separate ordinary resolutions will be proposed to seek the approval of the Shareholders to grant to the Directors general mandates to:

- (i) allot and issue New Shares up to a maximum of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue immediately following the Capital Reorganisation and to allot and issue further New Shares purchased by the Company pursuant to the repurchase mandate referred to in (ii) below; and
- (ii) purchase New Shares up to a maximum of 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue immediately following the Capital Reorganisation.

An explanatory statement explaining the proposed general mandate to repurchase New Shares is set out in the Appendix I to this circular in accordance with the Listing Rules.

THE SPECIAL GENERAL MEETING

A notice convening the Special General Meeting at which the relevant resolutions will be proposed to consider and, if thought fit, approve the Capital Reorganisation, the termination of Existing Share Option Scheme and adoption of New Share Option Scheme and the granting of general mandates to issue and repurchase New Shares is set out on pages 20 to 24 of this circular.

A form of proxy for use at the Special General Meeting is enclosed with this circular. Whether or not you intend to attend the Special General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch registrar and

LETTER FROM THE BOARD

transfer office in Hong Kong, Standard Registrars Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, as soon as practicable and in any event by not less than 48 hours before the time appointed for holding such meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Special General Meeting should you so wish.

RECOMMENDATION

The Board believes that the Capital Reorganisation, the termination of Existing Share Option Scheme and adoption of New Share Option Scheme and the granting of general mandates to issue and repurchase New Shares are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all the resolutions set out in the notice of the Special General Meeting.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information contained in the appendices to this circular.

Yours faithfully,
By order of the Board
Foo Kam Chu, Grace
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules to provide requisite information to you for your consideration of the proposal to permit the granting of the general mandate given to the Directors to repurchase New Shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$311,640,215.10 comprising 3,116,402,151 Shares. Immediately following the Capital Reorganisation, the issued share capital of the Company will be HK\$31,164,021.51 comprising 3,116,402,151 New Shares.

Subject to the passing of the relevant ordinary resolution and assuming that no further New Shares are issued and that no further New Shares are purchased by the Company, the Company would be allowed under the mandate to repurchase a maximum of 311,640,215 New Shares.

2. REASONS FOR REPURCHASE

The Directors believe that the mandate for repurchase New Shares is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws and the laws of Bermuda.

There might be an 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 31st December, 2001 in the event that the general mandate for repurchase New Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the general mandate for repurchase New Shares 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.

4. SHARE PRICES

The highest and lowest traded prices of the Shares on the Stock Exchange during each of the 12 months before the printing of this circular were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2001		
June	0.105	0.092
July	0.116	0.094
August	0.100	0.090
September	0.098	0.064
October	0.078	0.068
November	0.077	0.068
December	0.080	0.056
2002		
January	0.069	0.057
February	0.061	0.057
March	0.059	0.053
April	0.062	0.043
May	0.060	0.046

5. DISCLOSURE OF INTERESTS

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 pursuant to the relevant resolution and in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any New Shares to the Company or its subsidiaries under the general mandate for repurchase New Shares if such is approved by the Shareholders.

No other connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell New Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the general mandate to repurchase New Shares is approved by the Shareholders.

6. TAKEOVER CODE

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

As at the Latest Practicable Date, Madam Foo Kam Chu, Grace, through Ko Bee Limited which is beneficially owned by her, held on a beneficial basis 1,739,586,000 Shares representing approximately 55.82 per cent. of the issued share capital of the Company. Based on such shareholding and in the event that the Directors exercised in full the power to repurchase New Shares under the general mandate, the shareholding of Madam Foo Kam Chu, Grace in the Company would be increased to approximately 62.02

per cent.. The Directors are not aware of any consequences which may arise under the Takeover Code as a result of any repurchases made under the general mandate for repurchase New Shares. The Company will not purchase New Shares which would result in the number of New Shares held by the public being reduced to less than 25 per cent..

7. SHARES PURCHASE MADE BY THE COMPANY

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Reference in this appendix to “Share(s)” means the share(s) in the capital of the Company, the nominal value of each of which will, subject to the Capital Reorganisation becoming effective, be HK\$0.01 or such other nominal amount as shall be determined by the Company from time to time or as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company or any adjustment of the nominal value of the shares of the Company from time to time.

1. SUMMARY OF THE NEW SHARE OPTION SCHEME

The following is a summary of the principal terms of the New Share Option Scheme to be adopted at the Special General Meeting:

- (a) The purpose of the New Share Option Scheme is to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the Participants and to provide the Participants with the opportunity to acquire proprietary interests in the Company and to encourage Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and the Shareholders as a whole.
- (b) The New Share Option Scheme is conditional upon (i) the passing of the necessary resolution to terminate the Existing Share Option Scheme by the Shareholders in general meeting, (ii) the passing of the necessary resolution to adopt the New Share Option Scheme by the Shareholders in general meeting, and (iii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (which will not exceed 10 per cent. of the issued shares of the Company as at the date of approval of the New Share Option Scheme) to be issued and allotted pursuant to the exercise of Options under the New Share Option Scheme.
- (c) The Board may, at their discretion, invite any Participant to take up Options. An offer is deemed to have been accepted and the Option to which the offer relates is deemed to have been granted when the duplicate letter comprising acceptance of the offer duly signed by the Grantee with the number of Shares in respect of which the offer is accepted clearly stated therein together with a remittance in favour of the Company of HK\$1 by way of consideration for the grant thereof is received by the Company within 28 days from the Offer Date. The subscription price for Shares in the Company is calculated in accordance with sub-paragraph (d) below.
- (d) The Subscription Price for shares in the Company under the New Share Option Scheme will be determined by the Board and shall be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the Offer Date (which date must be a Business Day), (ii) a price being the average of the closing prices of the Shares as stated in the Stock Exchange’s daily quotations sheets for the five Business Days immediately preceding the Offer Date, and (iii) the nominal value of a Share.
- (e)
 - (i) Subject to (iv) below, the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10 per cent. of the total number of Shares in issue as at the date of approval of the New Share Option Scheme unless the Company obtains a fresh approval from its Shareholders pursuant to (ii) below.
 - (ii) Subject to (iv) below, the Company may seek approval of its Shareholders in general meeting to refresh the 10 per cent. limit set out in (i) above such that the total number of Shares in respect of which Options may be granted under the New Share Option Scheme or any other share option schemes of the Company shall not exceed 10 per cent. of the total

number of Shares in issue as at the date of approval to refresh such limit. Options previously granted under any share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the New Share Option Scheme or exercised Options) will not be counted for the purpose of calculating such refreshed 10 per cent. limit.

- (iii) Subject to (iv) below, the Company may grant Options to specified Participant(s) beyond the 10 per cent. limit if the Options in excess of the limit are granted only to specified Participant(s) identified by the Company and is specifically approved by the Shareholders in general meeting. Provided that the Options granted in excess of the limit are granted only to the Participant(s) specifically identified by the Company before the approval of the Shareholders and in compliance with the requirements of the Listing Rules.
 - (iv) Notwithstanding the above, the maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company shall not exceed 30 per cent. of the total number of Shares in issue from time to time.
- (f) Subject to the provisions of the New Share Option Scheme and the requirements of the Listing Rules, the Board may at its discretion when offering the grant of an Option imposes any conditions, restrictions or limitations in relation thereto as it may think fit.
- (g) (i) The maximum entitlement for any one Participant is that the total number of Shares issued and to be issued upon exercise of the Options granted to each Participant under the New Share Option Scheme and any other option schemes (including both exercised and outstanding Options) in any 12-month period shall not exceed 1 per cent. of the total number of Shares in issue.
- (ii) Any further grant of Options in excess of the 1 per cent. limit shall be subject to Shareholders' approval in general meeting with such Participant and his or her associates (with the meaning as ascribed under the Listing Rules) abstaining from voting. The number and terms of the Options to be granted to such Participant shall be fixed before Shareholders' approval and the date of the Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the subscription price. The Company shall send to the Shareholders a circular disclosing the identity of such Participant, the number and terms of the Options to be granted and other information as required by the Listing Rules.
- (h) (i) Any grant of Options to a Participant who is a director, chief executive or substantial shareholder (all within the meaning as ascribed under the Listing Rules) of the Company or their respective associates (within the meaning as ascribed under the Listing Rules) must be approved by the independent non-executive Directors of the Company (excluding the independent non-executive Director who is the Grantee).

(ii) Where the Board proposes to grant any Option to a Participant who is a substantial shareholder of the Company or an independent non-executive Director or any of their respective associates (within the meaning as ascribed under the Listing Rules) would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to him or her under the New Share Option Scheme and any other option schemes in the 12-month period up to and including the date of such grant:

- (1) representing in aggregate more than 0.1 per cent. of the total number of Shares in issue; and
- (2) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000,

such proposed grant of Options must be approved by the Shareholders in general meeting with all connected persons (within the meaning as ascribed under the Listing Rules) of the Company abstaining from voting (except where any connected person may vote against the relevant resolution). In such a case, the Company shall send a circular to the Shareholders containing all those terms as required under the Listing Rules. Any vote taken at the meeting to approve the grant of such Options must be taken on a poll.

- (i) An Option may be exercised in accordance with the terms of the New Share Option Scheme at any time during the Option Period after the Option has been granted by the Board. An Option Period is a period to be determined by the Board in its absolute discretion and notified by the Board to each Grantee as being the period during which an Option may be exercised, and in any event such period shall not be longer than 10 years from the Commencement Date.
- (j) Unless otherwise determined by the Board and specified at the time of grant of the Option, there is neither any minimum period for which an Option must be held before it can be exercised nor any performance target needed to be achieved by the Grantee before an Option can be exercised.
- (k) An Option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to any Option. Any breach of the foregoing shall entitle the Company to cancel any outstanding Option or part thereof granted to such Grantee.
- (l) If the Grantee of an Option dies before exercising the Option in full and the Grantee had not ceased to be a Participant by any reason other than death, the personal representative(s) of the Grantee may exercise the Option up to the entitlement of such Grantee at the date of death (to the extent he or she is entitled to exercise at the date of cessation but not already exercised) within a period of 6 months following the date of the death of the Grantee, or such longer period as the Board may determine from the date of death.
- (m) If a general offer by way of take-over is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) with the terms and conditions of such offer having been approved by the holders of not less than nine-tenths in value of the Shares comprised in the offer within four months and the offeror thereafter gives a notice pursuant to the Companies Act 1981 of Bermuda to acquire the remaining Shares, the Grantee (or his or her personal

representative(s)) may by notice in writing to the Company within 21 days of such notice exercise the Option (to the extent not already exercised) to its full extent or to the extent specified in such notice.

- (n) If a general offer by way of scheme of arrangement is made to all the holders of Shares with the scheme having been approved by the necessary number of holders of Shares at the requisite meetings and has been declared unconditional, the Grantee (or his or her personal representative(s)) may thereafter (but before such time as shall be notified by the Company) exercise the Option (to the extent not already exercised) to its full extent or to the extent specified in such notice.
- (o) An Option shall lapse automatically and not be exercisable (to the extent he or she is entitled to exercise at the date of cessation but not already exercised) on the date on which the Grantee ceases to be a Participant for any reason other than death.
- (p) In the event that a notice is given by the Company to its shareholders to convene a shareholders' meeting for the purposes of considering and, if thought fit, approving a resolution to voluntarily wind up the Company, the Company shall forthwith give notice thereof to each Grantee and thereupon, every Grantee shall be entitled to exercise his Option (if not already exercised) to its full extent or to the extent specified (such exercise to occur not later than two Business Days prior to the proposed shareholders' meeting referred to above) by notice in writing to the Company, stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised, accompanied by a remittance for the full amount of the Subscription Price for the Shares in respect of which the notice is given, and the Company shall, as soon as possible and, in any event, no later than the day immediately prior to the date of the proposed shareholders' meeting, allot such number of Shares to the Grantee which fall to be issued pursuant to the exercise of the Option. The Company shall give notice to the Grantees of the passing of such resolution within seven days after the passing thereof and thereafter, all subscription rights under the Option which have not been exercised before the date of passing of such resolution shall lapse.
- (q) The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the bye-laws of the Company for the time being in force and will rank *pari passu* in all respects with the fully paid Shares in issue on the date of exercise of the Option or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members, and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of the exercise of the Option or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members, other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the date of exercise of the Option.
- (r) In the event of a capitalisation of profits or reserves, rights issue, consolidation, subdivision or reduction of the share capital of the Company whilst any Option remains exercisable, such corresponding adjustment (if any) certified in writing by the auditors for the time being of the Company to be in their opinion as fair and reasonable will, subject to the Options already granted and to the provisions of the New Share Option Scheme, be made to (i) the number or nominal amount of Shares subject to the Option so far as unexercised and/or (ii) the Subscription Price, provided that no such adjustment shall be made so that a Share would be issued at less than its nominal value or which would give a Grantee a different proportion of the issued share

capital of the Company as that to which he or she was previously entitled. No alteration shall be made if any alteration in the capital structure of the Company is the result of an issue of Shares as consideration in a transaction.

- (s) The New Share Option Scheme will remain in force for a period of 10 years commencing on the date on which it is adopted by resolution of the Company in general meeting, after which period no further Options will be issued but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect.
- (t) The Company by resolution in general meeting or the Board may at any time cancel any Option granted but not exercised. Where the Company cancels Options and offer new Options to the same Option holder, the offer of such new Options may only be made under the New Share Option Scheme with available Options to the extent not yet granted (excluding the cancelled Options).
- (u) The Company by resolution in general meeting or the Board may at any time terminate the operation of the New Share Option Scheme and in such event no further Options will be offered but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect.
- (v) The provisions of the New Share Option Scheme may be altered in any respect by resolution of the Board except that the definitions of “Grantee” , “Option Period” and “Participant” in sub-paragraph 1.1 thereof and the provisions of sub-paragraphs 4.1, 5.1, 5.2 , 5.3 and 5.4 and paragraphs 6, 7, 8, 9, 10, 11 and 14 thereof and any provisions relating to the matters contained in Rule 17.03 of the Listing Rules cannot be altered to the advantage of the Grantees or prospective Grantees without the prior approval of the Shareholders in general meeting. Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature or any change to the terms of Options granted must be approved by the Shareholders, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme. The amended terms of the New Share Option Scheme or the Options granted shall comply with the relevant requirements of Chapter 17 of the Listing Rules. Any change to the authority of the Directors or scheme administrators of the New Share Option Scheme in relation to any alteration to the terms of the New Share Option Scheme shall be approved by the Shareholders in general meeting.

2. EXPLANATION OF THE TERMS

The terms of the New Share Option Scheme are in line with the provisions of the revised Chapter 17 of the Listing Rules, which govern the terms of the share option schemes of listed companies. Further, the New Share Option Scheme will provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the Participants. Therefore, the New Share Option Scheme, if adopted, will be in the interest of the Company as a whole in terms of management and operation. Accordingly, the Board proposes to recommend the Shareholders to approve the adoption of the New Share Option Scheme and simultaneously terminate the Existing Share Option Scheme at the Special General Meeting.

Under the New Share Option Scheme, there will be no minimum period or performance target required for exercise for an Option unless otherwise determined by the Board and specified at the time of grant of the Option. In addition, the exercise price of the Options will be determined on a fair basis as prescribed under the Listing Rules. Therefore, the Participants may exercise their Options at anytime within the Option

Period to acquire a proprietary interest in the Company, which may in turn provide an incentive to the Participants to work towards enhancing the value of the Company and the Shares. Such flexible terms of the New Share Option Scheme will provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the Participants. The purpose of the New Share Option Scheme will be achieved accordingly.

3. VALUE OF THE OPTIONS

The Board considers that it is not appropriate to state in this circular the value of all the Options that can be granted under the New Share Option Scheme as if they had been granted at the Latest Practicable Date prior to the adoption of the New Share Option Scheme given that the variables which are crucial for the calculation of the value of the Options cannot be determined at this juncture. The variables which are critical for the determination of the value of the Options include the Subscription Price for the Shares upon the exercise of the subscription rights attaching to the Options, whether or not Options will be granted under the New Share Option Scheme, and the timing of the grant of the Options, the period during which the subscription rights may be exercised, and any other conditions that the Board may impose on the Options and whether or not such Options, if granted, will be exercised by the Grantees. The Subscription Price payable for the Shares depends on the price of the Shares as quoted on the Stock Exchange, which in turn depends on when the Board are to grant Options under the New Share Option Scheme. With a scheme life of ten years, the Board is of the view that it is premature to state whether or not Options will be granted under the New Share Option Scheme, and if so, the number of Options that may be granted. It is also difficult to ascertain with accuracy the Subscription Price of the Shares given that the share price may fluctuate during the 10-year life span of the New Share Option Scheme. In the premises, the Board is of the view that the value of the Options depends on a number of variables which are difficult to be ascertained as at the date of this circular. Accordingly, the Board considers that it is premature and inappropriate to state the value of the Option for the time being in this circular.



SOUNDWILL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

NOTICE IS HEREBY GIVEN that the special general meeting of the shareholders of Soundwill Holdings Limited (the “Company”) will be held at Room 2306, 23rd Floor, Soundwill Plaza, 38 Russell Street, Causeway Bay, Hong Kong on Monday, 22nd July, 2002 at 9:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

SPECIAL RESOLUTION

1. **“THAT**, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) approving the listing of, and granting the permission to deal in, shares of HK\$0.01 each in the issued share capital of the Company upon the Proposal (as defined below) becoming effective, with effect from 9.30 a.m. on the business day (not being a Saturday) following the date on which this Resolution 1 is passed (the “Effective Date”):
 - (a) the issued share capital of the Company be reduced by cancelling paid up capital to the extent of HK\$0.09 on each of the shares of HK\$0.10 in issue on the Effective Date (the “Share Capital Reduction”) so that each issued share in the capital of the Company shall be treated as one fully-paid up ordinary share of HK\$0.01 each in the capital of the Company (the “Reduced Share”) and any liability of the holders of the Reduced Shares to make any further contribution to the capital of the Company on each such Reduced Share shall be treated as satisfied;
 - (b) the share premium account of the Company on the Effective Date be reduced by its entire amount of HK\$1,061,335,986.43 (the “Share Premium Reduction”);
 - (c) all of the authorised but unissued share capital of the Company (which shall include the authorised but unissued share capital resulting from the Share Capital Reduction) be cancelled (the “Diminution”) and forthwith upon such cancellation, the authorised share capital of the Company be increased to HK\$500,000,000 by the creation of additional shares of HK\$0.01 each (the “Increase”) in the Company;
 - (d) the entire credit amount (the “Credit Amount”) arising from the Share Capital Reduction and the Share Premium Reduction be applied to eliminate an amount equal to the Credit Amount from the accumulated loss account of the Company as at the Effective Date (the “Application of Credit”); and
 - (e) the directors of the Company be and are hereby authorised generally to do all such acts, deeds and things as they may consider necessary or appropriate to effect and implement the Share Capital Reduction, the Share Premium Reduction, the Diminution and Increase and the Application of Credit (the “Proposal”).”

NOTICE OF THE SPECIAL GENERAL MEETING

ORDINARY RESOLUTIONS

2. **“THAT:**

- (i) the existing share option scheme for the employees and executive directors of the Company and its subsidiaries which was adopted by the Company at its general meeting on 25th February, 1997 be and is hereby terminated with immediate effect; and
- (ii) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, the shares in the Company to be issued and allotted pursuant to the exercise of any options granted under the share option scheme of the Company (the “New Share Option Scheme”), the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the Chairman thereof, the New Share Option Scheme be and is hereby approved and adopted and the board of directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation:
 - (a) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for shares in the Company;
 - (b) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme and in compliance with The Rules Governing the Listing of Securities on the Stock Exchange relating to modification and/or amendment;
 - (c) to issue and allot from time to time such number of shares in the Company as may be required to be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange;
 - (d) to make application at the appropriate time or times to the Stock Exchange; and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of, and permission to deal in, any shares in the Company which may hereafter from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme; and
 - (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”

3. **“THAT** conditional upon the Capital Reorganisation referred to in Resolution 1 in the notice convening this meeting taking effect:

- (a) subject to paragraph(b) below, 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\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the

NOTICE OF THE SPECIAL GENERAL MEETING

securities of the Company 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 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 value of the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company in issue at the date of this Resolution 3, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution 3,

“Relevant Period” means the period from the passing of this Resolution 3 until 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 law or the bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this Resolution 3 is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

4. **“THAT:**

- (a) subject to paragraph (c) below, 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 of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time; or (iv) an issue of shares upon the exercise of the subscription rights under any option scheme or similar arrangement for the grant or issue to the participants as contained in such option scheme or similar arrangement of shares or rights to acquire shares of the Company, shall

NOTICE OF THE SPECIAL GENERAL MEETING

not exceed 20 per cent. of the aggregate nominal value of the issued share capital of the Company at the date of passing of this Resolution 4, and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution 4,

“Relevant Period” means the period from the passing of this Resolution 4 until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this Resolution 4 is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares 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 outside Hong Kong applicable to the Company).”

5. “**THAT** subject to the passing of the Resolutions 3 and 4 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to the Resolution 4 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 in the capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution 3 set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10 per cent. of the aggregate nominal value of the issued share capital of the Company at the date of passing of this Resolution.”

By order of the Board
Kwan Chai Ming
Company Secretary

Hong Kong, 28th June, 2002

*Head Office and Principal Place
of Business in Hong Kong:*

21st Floor
Soundwill Plaza
38 Russell Street
Causeway Bay
Hong Kong

NOTICE OF THE SPECIAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the above 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 but must be present in person to represent the member.
2. A form of proxy for use at the meeting is enclosed.
3. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Standard Registrars Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time of the meeting, delivering of an instrument appointing a proxy shall not preclude a member of the company from attending and voting in person at the meeting or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.