
IMPORTANT

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

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PacMOS

PacMOS Technologies Holdings Limited
(弘 茂 科 技 控 股 有 限 公 司) *

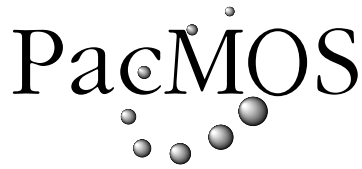
(Stock Code: 1010)

(incorporated in Bermuda with limited liability)

PROPOSED GENERAL MANDATE TO PURCHASE SHARES
AMENDMENTS TO BYE-LAWS
RIGHT TO DEMAND A POLL
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the 2004 annual general meeting of PacMOS Technologies Holdings Limited to be held at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 24th June 2004 at 10:00 a.m. is set out on pages 7 to 12 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

* For identification purpose only



PacMOS Technologies Holdings Limited

(弘 茂 科 技 控 股 有 限 公 司) *

(incorporated in Bermuda with limited liability)

Board of Directors:

Executive Directors:

Seto Yee Woon, John (*Chairman*)

Yip Chi Hung

Pang Hong

Independent Non-executive Directors:

Fung Choi On

Wong Chi Keung

Registered Office:

Canon's Court,

22 Victoria Street,

Hamilton HM12,

Bermuda

Principal Office

in Hong Kong:

12th Floor

PCL Group Building

18 Lee Chung Street

Chai Wan

Hong Kong

28th April, 2004

To all shareholders of the Company

Dear Sir or Madam,

**PROPOSED GENERAL MANDATE TO PURCHASE SHARES
AMENDMENTS TO BYE-LAWS
RIGHT TO DEMAND A POLL
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the annual general meeting of the Company to be held on 24th June, 2004 (the "Annual General Meeting"), Mr. Wong Chi Keung will retire and being eligible, offer himself for re-election as Independent Non-executive Director in accordance with Bye-law 99 of the Company's bye-laws (the "Bye-laws"). Resolution will be proposed at the Annual General Meeting to re-elect Mr. Wong Chi Keung as Independent Non-executive Director. The biographical details and interests in the shares of the Company of Mr. Wong Chi Keung are provided in the "Directors and Senior Management Biographies" section and the "Report of the Directors" in the 2003 Annual Report of the Company. You are advised to read the said sections so as to make decision on whether to vote for or against the resolution to re-elect Mr. Wong Chi Keung as Independent Non-executive Director.

* For identification purpose only

LETTER FROM THE BOARD

In addition, a resolution will be proposed to grant to the directors of the Company (the “Directors”) a general mandate to repurchase shares of the Company.

A special resolution will also be proposed to amend the Bye-laws at the Annual General Meeting.

This circular contains (1) the explanatory statement in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) to give all the information reasonably necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the grant of the general mandate for the purchase by the Company of its own shares, (2) the background for the proposed amendments to the Bye-laws, (3) briefly states the right to demand a poll on resolutions put to the meeting pursuant to the Bye-laws and also (4) the notice of Annual General Meeting (the “AGM Notice”).

I. EXPLANATORY STATEMENT OF GENERAL MANDATE TO PURCHASE SHARES

Below contains the Explanatory Statement required to be sent to shareholders of the Company under Rule 10.06 (1)(b) of the Listing Rules in connection with the proposed ordinary resolution set out in paragraph 5 of the AGM Notice contained in this circular, for the grant of the general mandate to the Directors to purchase fully paid up shares of the Company and securities which carry a right to subscribe or purchase shares of the Company. Reference in this document to “Shares” means share(s) in the capital of the Company and, where the context requires or permits, securities which carry a right to subscribe or purchase shares of the Company.

Whilst the Directors do not presently intend to purchase any Shares, they believe that the flexibility afforded by the mandate granted to them if the ordinary resolution set out in paragraph 5 of the AGM Notice (the “Purchase Mandate”) is passed would be beneficial to the Company. The general mandate of same nature was granted in last year’s annual general meeting dated 27th June, 2003 and will be expired at the forthcoming Annual General Meeting.

The following is a summary of the principal provisions under the Listing Rules concerning the purchase by the Company of Shares as well as all the information reasonably necessary to enable the Company’s shareholders to make a decision on whether to vote for or against the relevant ordinary resolution in the forthcoming Annual General Meeting.

Maximum number of shares to be purchased

It is proposed that up to 10 percent of the Shares in issue at the date of the passing of the resolution to approve the Purchase Mandate may be purchased. As at 16th April, 2004, being the latest practicable date for determining such figures, the issued share capital of the Company comprised 336,587,142 Shares. Subject to the passing of the ordinary resolution approving the Purchase Mandate and on the basis that no further Shares are issued prior to the forthcoming Annual General Meeting, the Directors would be authorised to purchase up to 33,658,714 Shares during the period up to the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held or the date of the revocation or variation of the Purchase Mandate by an ordinary resolution of the Company in general meeting, whichever occurs first.

LETTER FROM THE BOARD

Reasons for purchases

Purchases of Shares will only be made when the Directors believe that such a purchase will benefit the Company and its shareholders. Such purchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets of the Company and/or earnings and/or dividend per Share.

Funding of purchases

Purchases may only be funded out of funds legally available for the purpose in accordance with the Bye-laws and the laws of Bermuda, the jurisdiction in which the Company is incorporated.

Purchases pursuant to the Purchase Mandate would be financed entirely from the Company's available cash flow. In purchasing Shares, the Directors may only apply funds of the Company legally permitted to be utilized in this connection, including profits otherwise available for distribution.

There may 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 as at 31st December, 2003) in the event that the Purchase Mandate is exercised in full at any time during the proposed purchased period. However, the Directors do not propose to exercise the Purchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

Disclosure of interests

None of the Directors, and to the best of their knowledge, having made all reasonable enquires, none of their associates, has any present intention, in the event that the Purchase Mandate is approved by shareholders of the Company, to sell Shares to the Company.

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

Directors' undertaking

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make purchases pursuant to the Purchase Mandate in accordance with the Listing Rules and the laws of Bermuda, the jurisdiction in which the Company is incorporated.

Share purchases made by the Company

There have been no purchases of Shares by the Company and/or its subsidiaries during the previous six months (whether on the Stock Exchange or otherwise).

LETTER FROM THE BOARD

Takeover Code consequences

If as a result of a purchase 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 ("Takeover Code"). As a result, a shareholder, or group of shareholders acting in concert, depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at 16th April, 2004 (the latest practicable date prior to the printing of this document), Texan Management Limited ("Texan") and Vision2000 Venture Ltd. ("Vision2000"), the substantial shareholders of the Company owned approximately 43.3 percent (145,610,000 shares) and 31.5 percent (106,043,142 shares) of the shares of the Company respectively. If the Directors exercise the Purchase Mandate in full, Texan will own approximately 48 percent of the shares of the Company and Vision2000 will own 35 percent of the shares of the Company. Such increase in the shareholding of Vision2000 will give rise to obligation to make a mandatory offer under Rule 26 of the Takeover Code. However, the Directors have no present intention to exercise the proposed Purchase Mandate to such extent as would result in such takeover obligation. In addition, the Directors should not exercise the Purchase Mandate to be granted pursuant to the resolution to be proposed at the forthcoming Annual General Meeting if the purchase would result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25 percent under the Listing Rules.

Save as the aforesaid, the Directors are not aware of any shareholder, or group of shareholders acting in concert who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code in the event that the Directors exercise the power to purchase Shares pursuant to the Purchase Mandate.

Market prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the previous twelve months before the printing of this document are as follows:

	Shares	
	Highest	Lowest
	HK\$	HK\$
2003		
April	0.100	0.100
May	0.430	0.430
June	No turnover	No turnover
July	No turnover	No turnover
August	No turnover	No turnover
September	No turnover	No turnover
October	0.500	0.500
November	0.600	0.600
December	0.600	0.600
2004		
January	No turnover	No turnover
February	0.640	0.550
March	0.570	0.420

LETTER FROM THE BOARD

II. AMENDMENTS TO THE BYE-LAWS

The Directors note that the Stock Exchange has announced amendments to the Listing Rules relating to, among others, the articles of association of listed issuers. The Directors therefore wish to propose a special resolution at the Annual General Meeting to amend the existing Bye-laws in order to bring them in line with the amended provisions of Appendix 3 and any other relevant provisions of the Listing Rules which took effect on 31st March 2004. In principle, the Bye-laws must conform with the following:

- (i) the minimum seven-day period for lodgment by shareholders of the notice to nominate a director shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting;
- (ii) the directors shall abstain from voting at the board meeting on any matter in which any of his associates has a material interests and are not to be counted towards the quorum of the relevant board meeting; and
- (iii) where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restriction shall not be counted.

Details of the proposed amendments to the Bye-laws are set out in Resolution 7 of the AGM Notice.

III. THE AGM NOTICE

The AGM Notice is set out on pages 7 to 12 of this circular.

There is enclosed a form of proxy for use at the Annual General Meeting. A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's Share Registrar in Hong Kong at Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the Annual General Meeting. The completion and return of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting should you so wish.

IV. RECOMMENDATION

The Directors consider that the proposed general mandate to purchase Shares and the amendments to the Bye-laws are in the best interests of the Company and its shareholders and recommend that shareholders vote in favour of the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

V. RIGHT TO DEMAND A POLL

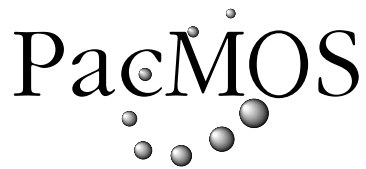
Below is the information required under the Listing Rule 13.55(3) to be disclosed to shareholders of the Company the procedure by which shareholders may demand a poll pursuant to the Bye-laws.

According to Bye-law 70, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (i) the Chairman of such meeting; or
- (ii) by at least three shareholders present in person (or in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the rights to vote at the meeting; or
- (iv) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Yours faithfully,
By order of the Board
Seto Yee Woon, John
Chairman

NOTICE OF ANNUAL GENERAL MEETING



PacMOS Technologies Holdings Limited

(弘 茂 科 技 控 股 有 限 公 司) *

(incorporated in Bermuda with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 24th June 2004 at 10:00 a.m. for the following purposes:—

1. To receive and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31st December 2003.
2. To determine the maximum number of Directors, to re-elect the retiring Director by rotation pursuant to the Company's Bye-laws and to authorize the Directors to fix the Directors' remuneration.
3. To consider the re-appointment of PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

4. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:—

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”), securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or securities convertible into Shares and to make or grant offers, agreements and options which will or may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which will or may require the exercise of such powers during or after the end of the Relevant Period;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of the 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 paragraph (a) above, otherwise than by way of (i) a Rights Issue (as hereinafter defined), or (ii) an issue of Shares upon the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares, or (iii) an issue of Shares upon the exercise of subscription rights attaching to any warrants of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:—

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 the Bye-laws of the Company or any applicable law to be held; and
- (iii) the authority set out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“Rights Issue” means an offer of shares in the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT:**—

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares in the capital of the Company (“Shares”) and securities which carry a right to subscribe or purchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase Shares, warrants of the Company and other securities carrying the right to subscribe or purchase Shares at any price determined by the Directors;
 - (c) the aggregate nominal amount of the securities of the Company to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the authority pursuant to paragraph (a) shall be limited accordingly; and
 - (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 the Bye-laws of the Company or any applicable law to be held; and
 - (iii) the authority set out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”
6. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT** conditional upon the resolutions numbered 4 and 5 contained in the notice convening this meeting of which this resolution forms part (the “Notice”) being passed, the aggregate nominal amount of the share capital of the Company purchased by the Company after the date of passing this resolution (up to a maximum of 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the resolution numbered 4 contained in the Notice.”

7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

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

- (a) Bye-law 1(A)

by deleting the definition “associates” under Bye-law 1(A) in its entirety and substituting the following therefor:

““associates” shall have the same meaning as defined in the Listing Rules;”

NOTICE OF ANNUAL GENERAL MEETING

by adding the following new definitions of “Clearing House” and “Listing Rules” in Bye-law 1(A):

““Clearing House” shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time or a clearing house or authorised shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;”

““Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);”

(b) Bye-laws 15, 19 and 40

by deleting the following words “by The Stock Exchange of Hong Kong Limited from time to time in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” and substituting therefor the following words “in the Listing Rules”

(c) Bye-law 76

by renumbering the existing Bye-law 76 as Bye-law 76(A) and adding the following paragraph immediately thereafter as Bye-law 76(B):

“Where the Company has knowledge that any shareholder is, under the Listing Rules or any relevant authority in the Relevant Territory, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”

With the following marginal notes:

“Votes not be counted”

(d) Bye-law 87A

by deleting the following words in the first and second line of Bye-law 87A “a recognized clearing house within the meaning of section 2 of the Securities (Clearing Houses) Ordinance of Hong Kong” and substituting therefor the following words “Clearing House”.

NOTICE OF ANNUAL GENERAL MEETING

(e) Bye-law 98(H)

by deleting Bye-law 98(H) in its entirety and substituting the following therefor:

“A Director shall not vote (nor shall he be counted in the quorum present at a meeting) on any resolution of the Board approving any contract or arrangement or proposal in which he or any of his associates has a material interest, but this prohibition shall not apply to any of the following matters namely:—

- (i) any contract or arrangement for the giving by the Company of any security or indemnity to the Director or his associate(s) in respect of money lent or obligations undertaken by him or any of them for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company or any of its subsidiaries which the Director or his associate(s) has himself/themselves guaranteed or secured in whole or in part;
- (iii) 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;
- (iv) any contract or arrangement concerning an offer of the 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;
- (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 an executive or a shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company provided that the Director and any of his associates are not in aggregate beneficially interested in five per cent. (5%) or more of the issued shares of any class of the equity share capital of such company 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 his associates is derived) or of the voting rights;
- (vi) any proposal or arrangement for the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefit scheme which relates both to Directors, his associates and employees of the Company or of any of its subsidiaries and does not give the Director or his associate(s), as such any privilege not generally accorded to the class of persons to whom such scheme or fund relates; and
- (vii) any proposal or arrangement concerning the adoption, modification or operation of any employees' share scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of, the employees of the Company or its subsidiaries under which the Director or his associate(s) may benefit.”

NOTICE OF ANNUAL GENERAL MEETING

(f) Bye-law 103

by deleting Bye-law 103 in its entirety and substituting the following therefor:

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

By order of the Board
Chung Che Ling
Company Secretary

Hong Kong, 28th April 2004

Principal Office in Hong Kong:
12th Floor, PCL Group Building
18 Lee Chung Street
Chai Wan
Hong Kong

Notes:

- (1) A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy must be deposited at the Company's Share Registrar in Hong Kong at Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (3) The Register of Shareholders of the Company will be closed from Saturday, 19th June 2004 to Wednesday, 23rd June 2004 (both days inclusive) for the purpose of establishing the entitlement of shareholders to vote at the meeting convened by the above notice. During this period, no share transfers will be registered. In order to qualify for voting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Share Registrar in Hong Kong at Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 18th June 2004.
- (4) Shareholders are recommended to read the circular of the same date of this notice of Annual General Meeting despatched to shareholders which contains important information concerning the ordinary resolution and special resolution respectively set out in items 2, 5 and 7 in this notice.