
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Next Media Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

NEXTmedia
NEXT MEDIA LIMITED
(Incorporated in Hong Kong with limited liability)

GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES,

AMENDMENTS TO THE ARTICLES,

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Next Media Limited to be held at the Conference Room on the 1st Floor, 3 Chun Kwong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Wednesday, 31 July 2002 at 11:00 a.m. is set out on pages 11 to 16 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the registered office of Next Media Limited 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 shareholders from attending and voting in person at the meeting or any adjournment thereof should they so wish.

8 July 2002

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DEFINITIONS

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

“Annual General Meeting”	the Annual General Meeting of the Company to be held on 31 July 2002 at 11:00 a.m.
“AGM Notice”	the notice convening the Annual General Meeting, which is set out on pages 11 to 16 of this circular
“Amendments to the Articles”	the proposed amendments to the articles of association of the Company as more particularly set out in the paragraph headed “Amendments to the Articles” in the section headed “Letter from the Board” of this circular
the “Company”	Next Media Limited, a company incorporated in Hong Kong under the Companies Ordinance and the shares of which are listed on the Stock Exchange
“Companies Ordinance”	the Companies Ordinance (Cap 32 of the Laws of Hong Kong), as amended from time to time
“Controlling Shareholder”	Mr. Lai Chee Ying, Jimmy who held 728,966,935 Shares, representing approximately 59% of the issued ordinary shares of the Company as at the Latest Practicable Date
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	3 July 2002, the latest practicable date for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Proposal”	the granting of a general mandate to the Directors to repurchase on the Stock Exchange, Shares representing up to a maximum of 10 per cent of the issued share capital of the Company at the date of the proposed resolution being approved

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$1.00 each in the capital of the Company, or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	The Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD

NEXTmedia
NEXT MEDIA LIMITED

(Incorporated in Hong Kong with limited liability)

Executive directors:

Lai Chee Ying, Jimmy (*Chairman*)
Chow On Kiu, Andrew
Ting Ka Yu, Stephen
Kok Hon Kay, Peter
Ip Yut Kin

Registered Office:

8 Chun Ying Street
Tseung Kwan O Industrial Estate West
Tseung Kwan O
New Territories
Hong Kong

Independent non-executive directors:

Yeh V-nee
Fok Kwong Hang, Terry

8 July 2002

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES,
AMENDMENTS TO THE ARTICLES,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolutions as mentioned herein and which, inter alia, will be dealt with at the Annual General Meeting of the Company to be held at the Conference Room on the 1st Floor, 3 Chun Kwong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Wednesday, 31 July 2002 at 11:00 a.m.

This circular contains the following information which is required to be sent to Shareholders under the Listing Rules:–

- (1) an explanatory statement in connection with the proposed resolution for the approval of the refresher of the general mandate for the repurchase by the Company of its own Shares; and
- (2) the proposed amendments to the Articles of Association of the Company.

LETTER FROM THE BOARD

REPURCHASE PROPOSAL

At the forthcoming Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors of the Company a general mandate to repurchase on the Stock Exchange Shares representing up to a maximum of 10 per cent. of the issued share capital of the Company as at the date of passing the resolution.

Resolution will be proposed at the Annual General Meeting relating to the Repurchase Proposal. An explanatory statement on the Repurchase Proposal is set out in the Appendix.

SHARE ISSUE MANDATE

Resolution will be proposed at the Annual General Meeting to grant a general mandate which, subject to the said resolution being passed at that meeting, will empower the Directors to issue new Shares not exceeding 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the resolution (including making and granting offers, agreements and options which would or might require Shares to be issued, allotted or disposed of) during the period up to the next Annual General Meeting of the Company, or at the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, or on revocation of the said resolution by an ordinary resolution of the Shareholders at general meeting, whichever is the earliest.

EXTENSION OF SHARE ISSUE MANDATE

Resolution will also be proposed at the Annual General Meeting relates to the extension of the 20 per cent. general mandate to be granted. Subject to the passing at the Annual General Meeting of the proposed resolutions regarding the share issue mandate, the Repurchase Proposal and the extension of the share issue mandate respectively, the Directors will be given a general mandate to add all those number of Shares which may from time to time be purchased under the Repurchase Proposal to the 20 per cent. general mandate, thus, the limit of the share issue mandate would include, in addition to the 20 per cent. limit as aforesaid, the number of Shares purchased under the Repurchase Proposal.

AMENDMENTS TO THE ARTICLES

Following the recent amendments to the Companies Ordinance, as set out in the Companies (Amendment) Ordinance 2001 and the Companies (Summary Financial Reports of Listed Companies) Regulation, the Stock Exchange has amended the Listing Rules to permit listed issuers to distribute summary financial reports (the “Financial Summary”) in place of a full annual report and accounts (the “Full Report”) and allow listed issuers to offer its shareholders the opportunity to choose not to receive printed copy of any documents to be issued by the listed issuers for information or action by its shareholders (including the Full

LETTER FROM THE BOARD

Report, the Financial Summary, interim report, notice and circular) (the “Corporate Communication”) and rely on versions of such documents to be published on the website of the listed issuers, provided that the company has ascertained the wishes of shareholders beforehand and comply with the relevant legal requirements of their own jurisdictions and provisions of their own memorandum and articles of association.

Pursuant to the Listing Rules, the listed issuer is required to set out in each Corporation Communication the steps for the shareholders to inform the listed issuer of any change of choice together with a statement expressly informing holders that they may at any time choose to receive the English language version only, the Chinese language version only or both the English language version and the Chinese language version notwithstanding any wish to the contrary previously conveyed to the listed issuer. The arrangement should include the following:–

- (1) A letter, together with a pre-paid reply form (the “First Letter”) in both English and Chinese, is sent by the listed issuer to holders of its securities to enable them to select either an English language version or a Chinese language version or both versions of the Corporate Communication. The First Letter clearly explains the consequential arrangement (see (3) below) if no reply is received from such holders by a certain date (the “Deadline”).
- (2) The listed issuer sends the selected language version of the Corporate Communication to those holders who have made a selection.
- (3) If no reply is received on or before the Deadline, the following arrangements apply, where applicable :
 - (a) the English language version of the Corporate Communication is sent to: (i) all overseas holders; and (ii) all Hong Kong holders other than natural persons with a Chinese name; and
 - (b) the Chinese language version of the Corporate Communication is sent to all Hong Kong holders who are natural persons with a Chinese name.

Whether a holder is a Hong Kong or an overseas person will be determined by his or its address as appearing in the listed issuer’s register of securities holders.

- (4) When the Corporate Communication is sent out according to the arrangements set out in (3) above, a letter, together with a pre-paid request form (the “Second Letter”) in both English and Chinese, is attached to or printed at some prominent place in the sent out versions of the Corporate Communication stating that the Corporate Communication prepared in the other language will be available upon request.

LETTER FROM THE BOARD

- (5) Both the English language version and the Chinese language version of the Corporate Communication are made available on the listed issuer's website in an accessible format and a copy in electronic format of the Corporate Communication in both languages is submitted to the Stock Exchange on the same day as such Corporate Communication is sent to holders.
- (6) The listed issuer provides a dial-up hotline service or other equivalent public communication channel acceptable to the Exchange to enable holders to make enquiry of the listed issuer's proposed arrangements.
- (7) The First Letter and the Second Letter mention that the Corporate Communication will be available in both languages on the listed issuer's website and a dial-up hotline service or other equivalent public communication channel will be provided as mentioned in (5) and (6) respectively.
- (8) The listed issuer makes a public announcement stating the proposed arrangements at the same time as the First Letter is dispatched to holders.

The current articles of association of the Company do not allow the Company to distribute Financial Summary to Shareholders who prefer to receive that document in place of the Full Report, do not specify the language of the Full Report and do not allow Shareholders to rely on website version of the Corporate Communication. As such, a special resolution will be proposed at the Annual General Meeting to amend the articles of association of the Company so that the Company may, after the Amendments to the Articles, be able to offer the Shareholders to choose (a) not to receive printed copy of the Corporate Communication and rely on versions of such documents to be published on the website of the Company, (b) to receive printed copy of the Financial Summary instead of the Full Report and (c) the English language version or the Chinese language version or a combination of both languages of the printed Corporate Communication to be received.

Shareholders should note that even if resolution to approve the Amendments to the Articles was passed at the Annual General Meeting, they may still elect to receive printed version of the Full Report and the Corporate Communication in both English and Chinese languages.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The AGM Notice convening the Annual General Meeting of the Company is set out on pages 11 to 16 of this circular.

The Register of Members of the Company will be closed from 29 July 2002 to 31 July 2002, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting of the Company, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at the 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on 26 July 2002.

RECOMMENDATION

The Directors believe that the Amendments to the Articles and the Repurchase Proposal are in the best interests of the Company and its Shareholders and accordingly recommend all the Shareholders to vote in favour of these resolutions at the Annual General Meeting.

The Controlling Shareholder has indicated that he intends to vote in favour of the aforesaid resolutions in respect of his holding of Shares in the Company.

Yours faithfully,
for and on behalf of
Next Media Limited
Chow On Kiu, Andrew
Director

This is the explanatory statement, as required by the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange (“Share Buy Back Rules”), to provide requisite information to you for your consideration of the proposal to authorize the Directors to exercise the powers of the Company to repurchase shares up to a maximum of 10 per cent. of the issued share capital of the Company at the date of passing the ordinary resolution during the relevant period referred to in item no. 4B of the AGM Notice.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,233,661,176 Shares of HK\$1.00 each and 1,160,000,000 preference shares of HK\$1.75 each. The preference shares are not traded on the Stock Exchange. On the basis of the number of Shares as at the Latest Practicable Date and assuming that no other Shares are issued or repurchased after the Latest Practicable Date and up to the date of approving the Repurchase Proposal, the Company would be authorized to repurchase a maximum of 123,366,117 Shares.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net 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 its shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Listing Rules and the Companies Ordinance. The Companies Ordinance provides that a share repurchase may only be made out of the distributable profits of the Company and/or the proceeds of a new issue of Shares.

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 31 March 2002 (the most recent published audited accounts of the Company) in the event that the general mandate in the Repurchase Proposal was 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 in the Repurchase Proposal 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 prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months from the Latest Practicable Date are as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
July 2001	1.600	1.175
August 2001	1.300	1.000
September 2001	1.650	1.100
October 2001	1.450	1.100
November 2001	1.240	1.100
December 2001	1.340	0.970
January 2002	1.640	1.010
February 2002	1.590	1.350
March 2002	1.770	1.510
April 2002	1.940	1.690
May 2002	2.325	1.830
June 2002	2.225	1.980

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Proposal and in accordance with the Listing Rules, the Companies Ordinance and the Memorandum and Articles of Association of the Company.

6. CODE ON TAKEOVERS AND MERGERS

If on the exercise of the general mandate to repurchase Shares pursuant to the Repurchase Proposal, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeover Code. As a result, a shareholder or 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, the Controlling Shareholder was beneficially interested in the Shares representing approximately 59 per cent. of the voting rights of the Company. As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the Controlling Shareholder is the only person who is beneficially interested in 10 per cent. or more of the issued Shares. The preference shares of the Company do not carry any voting rights and are not listed on the Stock Exchange. As such, even if the Directors exercised in full the general mandate to repurchase Shares pursuant to the Repurchase Proposal, such an increase would not give rise to an obligation to make a mandatory offer under the Takeover Code as the Controlling Shareholder has been holding more than 50% of the voting rights of the Company.

Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeover Code as a result of any repurchases made under the Repurchase Proposal.

7. SHARES REPURCHASE MADE BY THE COMPANY

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

8. MISCELLANEOUS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Proposal is approved by the shareholders of the Company.

No connected persons (as defined in the Listing Rules) of the Company have notified it of a present intention to sell any Shares to the Company or its subsidiaries, or have undertaken not to sell any Shares to the Company or its subsidiaries, in the event that the Repurchase Proposal is approved by the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING

NEXTmedia

NEXT MEDIA LIMITED

(Incorporated in Hong Kong with limited liability)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at the Conference Room on the 1st Floor, 3 Chun Kwong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Wednesday, 31 July 2002 at 11:00 a.m. for the purpose of transacting the following business:

As ordinary business

1. to receive and consider the Reports of the Directors and Auditors and the Statement of Accounts for the year ended 31 March 2002;
2. to re-elect Directors and to authorise the Directors to fix the Directors' remuneration for the ensuing year;
3. to re-appoint PricewaterhouseCoopers as auditors and to authorise the Directors to fix their remuneration;

As special business

to consider, and if thought fit, pass the following ordinary resolutions with or without amendments:—

4. A. **“THAT:**
 - (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot and issue additional shares in the capital of the Company and to make or grant offers, agreements and options including warrants and securities convertible or exercisable into shares of the Company, which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to:
 - (i) a Rights Issue;

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- (ii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company; or
- (iii) 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 of the Company

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and this approval shall be limited accordingly; and

- (c) for the purposes 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 law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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 any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange).”;

B. “THAT:

- (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase shares in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of shares of the Company to be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly;

(c) for the purposes 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 law to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution in general meeting.”; and

C. “**THAT** conditional upon the passing of Resolutions 4A and 4B of the Notice of this Meeting, the general mandate granted under Resolution 4A be extended by adding the aggregate nominal amount of shares purchased by the Company pursuant to Resolution 4B to the aggregate nominal amount of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company.”

to consider, and if thought fit, pass the following special resolution with or without amendments:—

5. “**THAT** the existing Articles 133, 135, 136, 137 and 138 of the Articles of Association of the Company be deleted and replaced with the following new Articles:

133. (a) Subject to paragraph (b), the Company shall, in accordance with the requirements of the Companies Ordinance, deliver or send to each shareholder a printed copy of the relevant financial documents or the summary financial report (each as defined in the Companies Ordinance) at least 21 days before the date of the general meeting.

(b) Where a shareholder (a “**Consenting Shareholder**”) has, in accordance with legislation and the rules and regulations of the stock exchange on which the shares of the Company are listed, consented to treat the publication of the relevant financial documents and/or the summary financial report (each as

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defined in the Companies Ordinance) on the Company's website or computer network as discharging the Company's obligation under the Companies Ordinance to send a copy of the relevant financial documents and/or the summary financial report (each as defined in the Companies Ordinance), then publication by the Company, in accordance with legislation, on the Company's computer network of the relevant financial documents and the summary financial report (each as defined in the Companies Ordinance) at least 21 days before the date of the general meeting shall, in relation to each Consenting Shareholder, be deemed to discharge the Company's obligations under paragraph (a).

135. (A) Subject to paragraph (B), any notice or document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register or by delivering it to or leaving it at such registered address addressed as aforesaid.
- (B) Any notice or document (save for certificate of title) may also be served to any Member by publication on the Company's website or computer network and/or by electronic mail and/or given in writing and/or by cable, telex or facsimile transmission message by transmitting it to any such address or electronic mail address or transmitting it to any telex or facsimile transmission number supplied by him to the Company for the giving of notice and/or sending a document to him or which the person transmitting the notice and/or document reasonably and bona fide believes at the relevant time will result in the notice or document being duly received by the Member.
- (C) Notice may also be served by advertisement in appropriate newspapers or in such other media or through other way in accordance with and subject to the requirements of the applicable legislation and the rules and regulations of the stock exchange in which shares of the Company are listed.
- (D) In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders.
136. (A) Any Member described in the Register by an address not within Hong Kong who shall, from time to time, give to the Company an address within Hong Kong at which notices may be served upon him shall be entitled to have notices served upon him at such address.

NOTICE OF ANNUAL GENERAL MEETING

- (B) Any Member may elect to receive notice and documents from the Company by way of electronic mail or cable, telex or facsimile transmission message or elects to rely on the publication on the Company's website or computer network in respect of notice or documents from the Company by sending an advance notice of such intention to the Company using the prescribed form as may be determined by the Board.
 - (C) Notwithstanding any provision in these Articles to the contrary but subject always to the requirements of applicable legislation and/or rules and regulations of the stock exchange in which the securities of the Company are listed, any notice or document may be given to a Member either in either the English language or the Chinese language, or both; and for the purposes of this Article, such notice and document shall include (but not limited to):
 - (i) the Directors' report, the Company's annual accounts together with a copy of the auditors' report and where applicable, its summary financial report (as defined in the Companies Ordinance);
 - (ii) the interim report of the Company;
 - (iii) a notice of meeting;
 - (iv) a listing document; and
 - (v) a circular.
137. (A) Any such notice or other document, if sent by post, shall be deemed to have been served or delivered on the day after the day when it was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.
- (B) Any such notice or other document, if served, delivered or published in any other manner contemplated by these Articles, shall be deemed to have been served, delivered or published at the time of delivery, the relevant despatch or transmission, or at the time of publication.
 - (C) In proving such service, delivery, despatch or transmission or publication, a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof.

NOTICE OF ANNUAL GENERAL MEETING

138. (A) Any notice or document delivered or sent to any Member or published in pursuance of these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery or publication of the notice or document, have been removed from the Register as the holder of the share and such service or delivery or publication shall for all purposes be deemed a sufficient service or delivery or publication of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
- (B) A member who has no registered address will be deemed to have received any notice which has been advertised in the English and Chinese languages respectively in a leading English Language daily newspaper and a leading Chinese language daily newspaper circulating generally in Hong Kong and being specified in the list of newspaper issued under Section 71A of the Companies Ordinance or any similar statutory provisions replacing that section.”

By Order of the Board
Lee Yuen Mei, Janis
Company Secretary

Hong Kong, 8 July 2002

Notes:

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote for him in accordance with the Articles of Association of the Company. A proxy need not be a member of the Company.
- (2) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the registered office of the Company at 8 Chun Ying Street, Tseung Kwan O Industrial Estate West, Tseung Kwan O, New Territories, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) The Register of Members of the Company will be closed from 29 July 2002 to 31 July 2002, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting of the Company, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at the 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on 26 July 2002.