

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this document, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in First Pacific Company Limited, you should at once hand this document and the accompanying Form of Proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this document, 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 document.



FIRST PACIFIC COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

**PROPOSALS RELATING TO
GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
INCREASE OF AUTHORISED SHARE CAPITAL
AND AMENDMENT OF BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A Notice convening the 2003 Annual General Meeting of First Pacific Company Limited to be held at The Columbia Room, The American Club, 47th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong SAR at 3:00 p.m. on Monday, 2nd June, 2003 is set out on pages 7 to 13 of this document.

Whether or not you are able to attend the meeting, please complete and return the enclosed Form of Proxy to the principal office of First Pacific Company Limited (Attention: Corporate Secretariat) at 24th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong SAR as soon as possible, but in any event not later 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 in person at the meeting should you so wish.

30th April, 2003

LETTER FROM THE BOARD



FIRST PACIFIC COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

Executive directors:

Manuel V. Pangilinan, *Executive Chairman*
Ronald A. Brown
Michael J. A. Healy
Anthoni Salim
Edward A. Tortorici

Principal Office:

24th Floor
Two Exchange Square
8 Connaught Place
Central
Hong Kong SAR

Non-executive directors:

Sutanto Djuhar
Tedy Djuhar
Ibrahim Risjad

Registered Office:

Cedar House
41 Cedar Avenue
Hamilton, HM12
Bermuda

Independent Non-executive directors:

Professor Edward K. Y. Chen, CBE, JP
David W. C. Tang, OBE

30th April, 2003

To the shareholders of First Pacific Company Limited

Dear Sir or Madam,

Proposals Relating to General Mandates to Issue Shares and to Repurchase Shares, Increase of Authorised Share Capital and Amendment of Bye-Laws and Notice of Annual General Meeting

INTRODUCTION

On 17th April, 2003, the directors of First Pacific Company Limited (the “Company”) announced the audited final results of the Company for the year ended 31st December, 2002. As mentioned in the announcement, your directors proposed that no final dividend be paid in respect of the financial year ended 31st December, 2002.

At the forthcoming annual general meeting (“AGM”), resolutions will be proposed seeking shareholders’ approval for, inter alia, the renewal of the general mandate enabling the directors to allot and issue ordinary shares of US\$0.01 each of the Company (the “Shares”), the grant of a general mandate enabling the Company to repurchase its own Shares (“Repurchase Mandate”), the grant of a general mandate enabling the directors to allot and issue Shares repurchased by the Company pursuant to the Repurchase Mandate, the increase of authorised share capital of the Company and the amendment of the bye-laws of the Company (together the “Proposals”).

LETTER FROM THE BOARD

The purpose of this document is to give you details regarding the Proposals, to set out information reasonably necessary to enable shareholders to make an informed decision on whether to vote for or against the resolutions to approve the Proposals and to convene the 2003 AGM at which such resolutions will be proposed.

ALLOTMENT AND ISSUE OF SHARES

At the last AGM of the Company held on 3rd June, 2002, the shareholders passed an ordinary resolution granting your directors a general mandate to allot and issue Shares up to a limit equal to 20 per cent of the aggregate nominal amount of the issued share capital of the Company. Your directors believe that it would be in the best interests of the Company to renew this mandate, as it shall expire at the conclusion of the 2003 AGM.

REPURCHASE OF SHARES

At the last AGM of the Company held on 3rd June, 2002, the shareholders passed an ordinary resolution granting to the directors a general mandate to exercise the powers of the Company to repurchase its own Shares up to a limit of 10 per cent in aggregate of the Company's issued share capital. A further ordinary resolution was also passed by the shareholders granting to the directors a general mandate to allot and issue Shares repurchased by the Company pursuant to the Repurchase Mandate. Your directors believe that it would be in the best interests of the Company to renew these mandates as they shall expire at the conclusion of the 2003 AGM.

There is at present no intention for the Company to repurchase any of its Shares. The main features of The Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") regarding share repurchase on the Stock Exchange and further details in relation to purchases by the Company of its own Shares are contained in the explanatory statement set out in Appendix I below.

INCREASE OF AUTHORISED SHARE CAPITAL

Since the Company increased its authorised share capital to US\$35 million on 5th February, 1999, the issued share capital has now reached US\$31.86 million. The directors consider it prudent for the Company to propose the increase of its authorised share capital to US\$50 million at this AGM, in the event that there is ever a need for an issue of equity. The directors also would consider it prudent to reclassify, redesignate and subdivide the unissued convertible cumulative redeemable preference shares into ordinary shares of the Company such that the Company only would have one class of ordinary shares in its share capital.

The directors do not have any present intention of issuing any part of the increased capital.

AMENDMENT OF BYE-LAWS

According to the relevant amendments to the Listing Rules which became effective in early 2002, the Company, in accordance with the applicable laws of its place of incorporation and its constitutional documents, may offer Shareholders (i) the choice to receive a summary financial report (the "Summary Financial Report") in place of the Annual Report; and (ii) the choice to choose not to receive a printed copy of the Summary Financial Report or the Annual Report as well as notices and other documents but to receive such documents by means of electronic communications or to rely on the versions of these documents that will be published on the website of the Company.

LETTER FROM THE BOARD

In order to achieve such flexibility, the Directors wish to seek the approval of Shareholders at the AGM for the proposed amendments to the Bye-laws of the Company, which will enable the Company, to the extent permitted by the Listing Rules, the laws of Bermuda, and the Bye-laws of the Company, to offer Shareholders the choices referred to in the paragraph above, when it becomes desirable to do so.

It should be noted that even if Shareholders vote in favour of the Special Resolution approving such amendments, they still will be able to choose to receive printed copies of the Annual Report, notices and other documents of the Company, in the event that the Company does offer the said choices to Shareholders pursuant to the amended Bye-laws.

The proposed amendments to the Bye-laws of the Company are set out in Resolution 9 in the Notice of the AGM, as set out on pages 7 to 13 of this circular.

ANNUAL GENERAL MEETING

A Notice of the AGM is set out on pages 7 to 13 of this document. At the AGM, resolutions will be proposed to approve, inter alia, the Proposals.

A Form of Proxy is enclosed with this document for use at the AGM. Whether or not you intend to be present at the meeting, you are requested to complete the Form of Proxy and return it to the principal office of the Company in Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the meeting. The completion of a Form of Proxy will not preclude you from attending and voting at the meeting in person.

ANNUAL REPORT

A copy of the annual report of the Company in respect of the year ended 31st December, 2002 incorporating the audited consolidated accounts of the Company for the year ended 31st December, 2002 and the directors' and auditors' reports thereof has been despatched to all shareholders together with this document.

RESPONSIBILITY STATEMENT

This document 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 full responsibility for the accuracy of the information contained in this document 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.

RECOMMENDATION

Your directors are of the opinion that the Proposals are in the best interests of the Company and its shareholders and recommend you to vote in favour of the resolutions to be proposed at the AGM on 2nd June, 2003. The directors have indicated that the votes attaching to the Shares owned by them will, where entitled, be cast in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of Directors of
First Pacific Company Limited
Ronald A. Brown
Executive Director and Company Secretary

This appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to accompany the notice of AGM at which a resolution is to be proposed in relation to the repurchase by the Company of its own Shares.

1. REPURCHASE MANDATE

The relevant sections of the Listing Rules which permit companies with a primary listing on the Stock Exchange to repurchase their Shares on the Stock Exchange, subject to certain restrictions, are summarised below:

(a) Shareholders' approval

The Listing Rules provide that all proposed repurchases of Shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction. The Listing Rules require an explanatory statement such as is contained herein to be sent to shareholders to give shareholders adequate information to enable them to decide whether to approve the grant of such a mandate.

(b) Source of funds

Repurchases must be funded out of funds legally available for the purpose under Bermuda law.

(c) Maximum number of shares to be repurchased

The Shares proposed to be repurchased by the Company must be fully paid up. A maximum of 10 per cent of the outstanding share capital at the date of passing the relevant resolution may be repurchased on the Stock Exchange. On the basis of the existing issued share capital of the Company of 3,185,993,003 Shares, as at the date hereof, and assuming no further exercise of options granted by the Company pursuant to its share option schemes, or the conversion of any of the convertible bonds of the Company into Shares, or no further Shares are issued or repurchased by the Company prior to the AGM, not more than 318,599,300 Shares may be repurchased on the Stock Exchange.

2. REASONS FOR REPURCHASES

The directors believe that it is in the best interests of the Company and its shareholders to seek a general authority from shareholders to enable the Company to repurchase Shares on the Stock Exchange. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or earnings per Share and will be made only when the directors believe that such a repurchase will benefit the Company and its shareholders.

3. FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's Memorandum of Association and Bye-Laws and the laws of Bermuda.

The directors have no present intention to repurchase any Shares of the Company and they would exercise the power to repurchase in circumstances only when they consider that the repurchase would be in the best interests of the Company and in circumstances when they consider that the Shares of the Company can be repurchased on terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31st December, 2002, being the date to which the latest published audited accounts of the Company were made up, the directors consider that if the general mandate to repurchase Shares were to be exercised in full at the currently prevailing market value, it could have a material adverse impact on the working capital position and gearing position of the Company.

The directors of the Company do not propose to exercise the Repurchase Mandate to such extent as, in the circumstances, would have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements or the gearing levels that in the opinion of the directors are from time to time appropriate for the Company.

4. SHARE PRICE

None of the Shares have been repurchased during the six months prior to the date of this document. The following table shows the highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve months ended 31st March, 2003:

Month	Highest trade price HK\$	Lowest trade price HK\$
2002		
April	1.47	1.06
May	1.59	1.27
June	1.82	1.39
July	1.46	1.01
August	1.27	1.05
September	1.11	0.84
October	0.89	0.69
November	0.82	0.72
December	0.77	0.69
2003		
January	0.83	0.69
February	0.92	0.75
March	0.93	0.75

5. DISCLOSURE OF INTEREST

None of the directors or, to the best of their knowledge, having made all reasonable enquiries, any of their associates currently intend to sell Shares to the Company or its subsidiaries, in the event that the proposed Repurchase Mandate is approved by its shareholders.

No connected person (as defined in the Listing Rules), has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by its shareholders.

6. TAKEOVER CODE

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

As at 25th April, 2003 (the latest practicable date prior to the printing of this circular), First Pacific Investments Limited and First Pacific Investments (B.V.I.) Limited (together the "Shareholders"), beneficially owned Shares representing a total of 44.52 per cent of the issued share capital of the Company. Although the directors have no present intention to repurchase any Shares of the Company, if the directors were to exercise the Repurchase Mandate in full, such Shares would represent approximately 49.47 per cent of the then issued share capital of the Company. As a result, the Shareholders would become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code. Save as aforesaid, the directors are not aware of any other consequences which would arise under the Takeover Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

7. DIRECTORS' UNDERTAKING

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

NOTICE OF ANNUAL GENERAL MEETING



FIRST PACIFIC COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of First Pacific Company Limited (the “Company”) will be held at The Columbia Room, The American Club, 47th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong SAR on Monday, 2nd June, 2003 at 3:00 p.m. for the following purposes:

1. To receive and adopt the Audited Accounts and the Reports of the Directors and Auditors for the year ended 31st December, 2002.
2. To appoint Auditors and to authorize the Board of the Directors of the Company to fix their remuneration, a notice having been received from a shareholder of the Company of his intention to propose the following resolution as an ordinary resolution of the Company:

“**THAT** Messrs. Ernst & Young be and hereby are appointed Auditors of the Company, to hold office until the conclusion of the next annual general meeting, at a remuneration to be fixed by the Board of Directors of the Company.”

3. To elect the directors pursuant to the Company’s bye-laws and to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following as an Ordinary Resolution:

“**THAT** the board of directors of the Company be and hereby is authorised to appoint additional directors to fill vacancies on the board, but so that the board shall not in any case exceed the maximum number of directors specified in the Company’s bye-laws from time to time.”

5. As special business, to consider and, if thought fit, pass with or without modification the following as an Ordinary Resolution:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and hereby is approved generally and unconditionally;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures 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 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) above, otherwise than pursuant to (i) a Rights Issue, (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company, (iii) the exercise of options granted under any share option scheme adopted by the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed twenty (20) per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution, and the said approval shall be limited accordingly; and
- (d) 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 either by law or by the Company’s bye-laws to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of 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 on a fixed record date in proportion to their then holdings of 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, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

6. As special business, to consider and, if thought fit, pass with or without modification the following as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which

NOTICE OF ANNUAL GENERAL MEETING

the Shares may be listed, and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, in accordance with all applicable laws, including the Hong Kong Code on Share Repurchases and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), be and hereby is approved generally and unconditionally;

- (b) the aggregate nominal amount of share capital which may be purchased or agreed conditionally or unconditionally to be purchased by the directors of the Company pursuant to the approval in paragraph (a) above shall not exceed ten (10) per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution, and the said 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 either by law or by the Company’s bye-laws to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting.”

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

“**THAT** conditional upon the passing of Ordinary Resolutions numbered 5 and 6 as set out in the Notice convening this meeting, the aggregate nominal amount of the number of shares in the capital of the Company that shall have been repurchased by the Company after the date hereof pursuant to and in accordance with the said Ordinary Resolution 6 shall be added to the aggregate nominal amount of share capital that may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to the general mandate to allot and issue shares granted to the directors of the Company by the said Ordinary Resolution 5.”

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

“**THAT** the 10,000 unissued convertible cumulative redeemable preference shares of US\$1.00 each in the authorised share capital of the Company be and hereby is reclassified and redesignated as 10,000 ordinary shares of par value of US\$1.00 each and each such share is immediately thereafter subdivided into 100 ordinary shares of par value of US\$0.01 each so that the authorised share capital of the Company is US\$35,000,000 divided into 3,500,000,000 ordinary shares of US\$0.01 each; and

NOTICE OF ANNUAL GENERAL MEETING

THAT the authorised share capital of the Company be and hereby is increased from US\$35,000,000 divided into 3,500,000,000 ordinary shares of US\$0.01 each to US\$50,000,000 divided into 5,000,000,000 ordinary shares of US\$0.01 each by the creation of 1,500,000,000 new ordinary shares of US\$0.01 each.”

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

“THAT the Bye-Laws of the Company be amended as follows:

- (1) By adding the following new definitions and references to the Bye-Laws:

“address” shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Bye-Laws;”

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

“electronic” shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;”

“full financial statements” shall mean the financial statements that are required under section 87(1) of the Companies Act as may be amended from time to time;”

“summarized financial statements” shall have the meaning ascribed to them in the section 87A(3) of the Companies Act as may be amended from time to time;”

- (2) By deleting the existing definition of “Statutes” in Bye-law 1 and substituting therefore the following definition of “Statutes”:

“Statutes” shall mean the Companies Act and the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;”

- (3) By deleting the following words in the third line of Bye-law 36 “recognised clearing house within the meaning of the Securities and Futures (Clearing House) Ordinance (Chapter 420 of the Laws of Hong Kong)” and replacing it with “Clearing House”.

- (4) By deleting the following words in the first line of Bye-law 85 “recognised clearing house (within the meaning of the Securities and Futures (Clearing House) Ordinance (Chapter 420 of the Laws of Hong Kong))” and replacing it with “Clearing House”.

NOTICE OF ANNUAL GENERAL MEETING

- (5) By deleting the following words in the eighth line of Bye-law 85 “recognised clearing house as that clearing house” and replacing it with “Clearing House as that Clearing House”.
- (6) By adding at the beginning of the existing Bye-law 159B, the following words “Subject to paragraph (C) below,”.
- (7) By deleting the following word in the fifth line of Bye-law 159B “sent” and replacing it with “delivered or sent by post to the registered address of every member”.
- (8) By adding the following new Bye-law 159C and 159D immediately after Bye-law 159B:

“159C The Company may send summarized financial statements to members of the Company who has, in accordance with the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited, consented and elected to receive summarized financial statements instead of the full financial statements. The summarized financial statements must be accompanied by an auditor’s report and notice informing the member how to notify the Company that he elects to receive the full financial statements. The summarized financial statements, notice and auditor’s report must be delivered or sent by post to the registered address of every member not less than twenty-one days before the general meeting to those members that consented and elected to receive the summarized financial statements.

159D Subject to Section 88 of the Act, the Company shall send the full financial statements to a member within seven days of receipt of the member’s election to receive the full financial statements.”

- (9) By deleting the existing Bye-Law 163 and substituting therefor the following new Bye-Law 163A and 163B:

“163A(1) Except where otherwise expressly stated, any notice to be given to or by any person pursuant to these Bye-laws shall be in writing or, to the extent permitted by the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited from time to time and subject to this Bye-law, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing.

163A(2) A notice or document (including a share certificate) may be served on or delivered to any member of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address as appearing in the register or by leaving it at that address addressed to the member or by any other means authorised in writing by the member concerned or by publishing it by way of advertisement in at least one English language newspaper and one Chinese language

NOTICE OF ANNUAL GENERAL MEETING

newspaper circulating generally in the Hong Kong SAR. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, a notice or document may be served or delivered by the Company to any member by electronic means to such address as may from time to time be authorised by the member concerned or by publishing it on a computer network and notifying the member concerned, in such manner as he may from time to time authorise, that it has been so published.

163A(3) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Bye-laws, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.

163B(1) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Company's head office or registered office.

163B(2) The Directors may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they see fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Directors.”

(10) By deleting the existing Bye-Law 165 and substituting therefor the following new Bye-Law 165:

165 Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through

NOTICE OF ANNUAL GENERAL MEETING

any relevant system), shall be deemed to be have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the member concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a computer network shall be deemed to have been served or delivered on the day it was so published.”

10. To transact any other ordinary business of the Company.

By Order of the Board

Ronald A. Brown

Executive Director and Company Secretary

Hong Kong, 30th April, 2003

Principal Office:

24th Floor
Two Exchange Square
8 Connaught Place, Central
Hong Kong SAR

Registered Office:

Cedar House
41 Cedar Avenue
Hamilton, HM12
Bermuda

Notes:

1. With respect to item (2), as PricewaterhouseCoopers had resigned as auditors of the Company on 9th December, 2002, the directors had appointed Ernst & Young as the new auditors to fill the casual vacancy. Approval is being sought from the members to appoint Ernst & Young as auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company.
2. With respect to item (5), approval is being sought from the members because under the Listing Rules, the existing general mandate to issue shares lapses at the Annual General Meeting of the Company.
3. An explanatory statement containing further details regarding item (6) on the general mandate to repurchase Shares is set out in Appendix I of the document containing this notice.
4. With respect to item (9), approval is being sought from the members as the Directors consider that the amendment of the Company's Bye-laws would, among other things, facilitate the flexibility under the recent amendments of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited which allow the Company to offer to its shareholders the choice to receive a summary financial report in place of the full version of the Annual Report. The new arrangement, if adopted by the Company, would result in a reduction of the volume and costs of printed documents.
5. The Bye-laws of the Company are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of Resolution No. 9 above on the amendment of the Bye-laws is purely a translation only. Should there be any discrepancies, the English version shall prevail.
6. Every member 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.
7. 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 of that power of attorney or authority must be deposited at the principal office of the Company (Attention: Corporate Secretariat) not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.