



Tan Chong International Limited

(Incorporated in Bermuda with limited liability)

Notice of Annual General Meeting

We invite our shareholders to the Fifth Annual General Meeting of Tan Chong International Limited to be held at The Dynasty Club, 7/F South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, on Friday, 17 May 2002 at 11 a.m..

AGENDA

As ordinary business

1. To receive and adopt the audited consolidated financial statements for the year ended 31 December 2001 and the reports of the Directors and Auditors thereon.
2. To declare a final dividend.
3. To re-elect Directors.
4. To authorise Directors to fix Directors Fees
5. To re-appoint KPMG as Auditors and authorise the Directors to fix their remuneration.

As special business

6. To consider and, if thought fit, pass the following resolutions:-

(A) As Ordinary Resolution No. 1

“That:-

- (i) Subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with any unissued shares in the capital of the Company and to make or grant offers,

agreements and/or options which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of unissued shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the Directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to a Rights Issue or the exercise of subscription rights attaching to any warrants issued by the Company, shall not exceed the aggregate of 20 per cent of the aggregate nominal amount of shares in the capital of the Company in issue as at the date of passing this Resolution;
- (iv) for the purpose of this Resolution:-
 - (a) “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:-
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; and
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (b) “Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the Directors of the Company to holders of shares in the capital of the Company whose names appear on the Register of Members on a fixed record date in proportion to their 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).”

(B) As Ordinary Resolution No. 2

“That:-

- (i) Subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the Share which may be repurchased pursuant to the approval in paragraph (i) 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 of this Resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this Resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this Resolution:- “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:-
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; and
 - (c) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(C) As Ordinary Resolution No. 3

“That conditional upon the passing of the Ordinary Resolutions numbered 1 and 2 as set out in the notice of this meeting, the general mandate granted to the

Directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company pursuant to the Ordinary Resolution numbered 1 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution numbered 2 above, provided that such amount 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 of this Resolution.”

7. To consider and, if thought fit, pass the following resolution as a **Special Resolution:-**

“**That** the bye-laws of the Company be and are hereby amended in the following manner:-

- (a) By adding the following definition in Bye-law 1 immediately following the definition “dollars” and “\$”:-

“Electronic communication” a communication sent by electronic transmission in any form through any medium.

- (b) By adding the following definition in Bye-law 1 immediately following the definition “Statutes”:-

“Summary financial report” a financial report which must comply with provisions set out in section 141CF(1) of the Companies Ordinance of Hong Kong and in the Companies (Summary Financial Reports of Listed Companies) Regulation.

- (c) By adding in Bye-law 2(e) after the words “visible form” the words “and shall include an electronic communication”.

- (d) By renumbering the existing Bye-law 153 as Bye-law 153(a) and adding in such Bye-law after the words “Subject to Section 88 of the Act” the words “and Bye-laws 153(b) and 153(c)”, and adding the following as Bye-laws 153(b) and 153(c):-

“153(b) The requirement to send to a person referred to in Bye-law 153(a) the documents referred to in that Bye-law, whether under the Act or that Bye-law, shall be deemed satisfied where, in accordance with the rules of any Designated Stock Exchange, a copy of a

Summary financial report is sent to such person, and that person has agreed or is deemed to have agreed to treat the receipt of such Summary financial report as discharging the Company's obligation to send to him a copy of the documents referred to in Bye-law 153(a).

153(c) The requirement to send to a person referred to in Bye-law 153(a) the documents referred to in that Bye-law or a Summary financial report, whether under the Act or that Bye-law, shall be deemed satisfied where, in accordance with the rules of any Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 153(a) and, if applicable, a Summary financial report, on the Company's computer network or in any other permitted manner (including by sending them in any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.”

(e) By replacing and renumbering the existing Bye-law 160 with the following Bye-law 160(a):-

“160(a) Any Notice from the Company to a Member shall be given in writing or by an electronic communication or by cable, telex or facsimile transmission message and any such Notice and (where appropriate) any other document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or by sending it in accordance with the rules of any Designated Stock Exchange as an electronic communication to the member at his electronic address or by publishing it in accordance with the rules of any Designated Stock Exchange on the Company's computer network. In the case of joint holders of a share all notices or documents shall be given to that one of the joint holders whose name stands first in the Register and notice or document so given shall be deemed a sufficient service on or delivery to all the joint holders.”

(f) By adding the following Bye-law 160(b) after Bye-law 160(a):-

“160(b) Subject to the rules of any Designated Stock Exchange, any notice or document, including the documents referred to in Article 153(a) and a Summary financial report, may be given to a member either in the English language or the Chinese language.”

(g) By renumbering the existing Bye-law 161(b) as Bye-law 161(c) and by adding the following as Bye-law 161(b):-

“161(b) if served or sent as an electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent; and in proving such service or delivery it shall be sufficient to prove that any notice or document published on the Company's computer network on the day following that on which a notification is sent to the member that the notice or document is available on the Company's computer network shall be conclusive evidence thereof; and”

(h) By adding in Bye-law 162(1) after the words “left at the registered address of any Member” the words “or by electronic communications”.

By Order of the Board
Teo Siok Ghee
Company Secretary
Hong Kong, 14 March 2002

Registered Office: Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda

Principal Office in Hong Kong: Unit 3001, 30th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong

Notes:

- (i) A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and vote for him in accordance with the bye-laws of the Company; a proxy need not be a shareholder of the Company.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

- (iii) In order to be valid, a form of proxy must be deposited at Unit 3001, 30th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof.

- (iv) The Transfer Books and Register of Members will be closed from 13 May 2002 to 17 May 2002, both days inclusive, during which period no share transfers can be registered.

Please also refer to the published version of this announcement in the South China Morning Post.