



CITIC Pacific Limited

中信泰富有限公司

CITIC PACIFIC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Island Ballroom, Level 5, Island Shangri-La Hotel, Two Pacific Place, Supreme Court Road, Hong Kong on Thursday, 9 May 2002 at 10:30 a.m. for the following purposes:

- 1 To receive and consider the audited accounts and the Reports of the Directors and the Auditors for the year ended 31 December 2001.
- 2 To declare a final dividend for the year ended 31 December 2001.
- 3 To re-elect retiring Directors.
- 4 To re-appoint Auditors and authorise the Board of Directors to fix their remuneration.
- 5 To consider as Special Business the following resolution as an Ordinary Resolution:

“THAT:

- A. subject to paragraph (C), a general mandate be and is hereby unconditionally granted to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to allot, issue and dispose of additional shares in the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers;
- B. the mandate in paragraph (A) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- C. the aggregate nominal value 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 mandate in paragraph (A), otherwise than pursuant to (i) Rights Issue or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iii) 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 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 pursuant to the New Articles of Association of the Company from time to time, shall not exceed twenty per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution and the said mandate shall be limited accordingly;
- D. for the purpose of this Resolution:
“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - i. the conclusion of the next Annual General Meeting of the Company; or
 - ii. the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
 - iii. the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders 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 of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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 To consider as Special Business the following resolution as an Ordinary Resolution:

“THAT:

- A. a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to purchase or otherwise acquire shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the aggregate nominal amount of shares so purchased or otherwise acquired shall not exceed ten per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution;
 - B. for the purpose of this Resolution:
“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - i. the conclusion of the next Annual General Meeting of the Company; or
 - ii. the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
 - iii. the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
- 7 To consider as Special Business the following resolution as an Ordinary Resolution:
“THAT conditional upon the passing of Resolutions (5) and (6) set out in the Notice convening this Meeting, the aggregate nominal amount of the shares which are purchased or otherwise acquired by the Company pursuant to Resolution (6) shall be added to the aggregate nominal amount of the shares which may be issued pursuant to Resolution (5).”
 - 8 To consider as Special Business and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:
“THAT the Articles of Association of the Company be and are hereby amended as follows:-

- A. by inserting after the expression “dollars” in Article 2 the following new expression:
““electronic communication” shall mean a communication sent by electronic transmission in any form through any medium;”;
- B. by inserting after the expression “Hong Kong” in Article 2 the following new expressions:
““legislation” shall mean every ordinance (including any orders, regulations or other subordinate legislation made pursuant thereto or thereunder) applying to the Company from time to time;
“Listing Rules” shall mean the Rules Governing the Listing of Securities on the Stock Exchange from time to time in force;”;

- C. by inserting after the expressions “shareholders” or “members” in Article 2 the following new expression:
““Stock Exchange” shall mean The Stock Exchange of Hong Kong Limited;”;

- D. by deleting Article 168(B) and substituting therefor the following:

“168(B) Every balance sheet of the Company shall be signed pursuant to the provisions of the Companies Ordinance, and subject to Article 168(C), the Company will, in accordance with the Companies Ordinance and all other applicable legislation, deliver or send to every shareholder of, and every holder of debentures of, the Company and every person registered under Article 47 and every other person entitled to receive notices of general meetings of the Company, a printed copy of the relevant financial documents or the summary financial report (each as defined in the Companies Ordinance) at least twenty-one days before the date of the annual general meeting, provided that this Article shall not require a printed copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

168(C) The requirement to send to a person referred to in Article 168(B) the relevant financial documents or the summary financial report (each as defined in the Companies Ordinance), whether under that Article or under the Companies Ordinance, shall be deemed satisfied where, in accordance with the Companies Ordinance and all other applicable legislation and the Listing Rules, the Company publishes the relevant financial documents and if applicable, the summary financial report (each as defined in the Companies Ordinance), on the Company’s computer network or in any other permitted manner (including sending by 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 adding in Article 172 after the words “Chinese language newspaper” the following:-
“or by sending it in accordance with applicable legislation and the Listing Rules as an electronic communication to the member at his electronic address or by publishing it in accordance with applicable legislation and the Listing Rules on the Company’s computer network”;

- F. by adding in Article 172 after the words “In the case of joint holders of a share, all notices” the words “or documents”; and

- G. by adding in the first line of Article 174 after the word “notice” the words “or document” and by adding at the end of Article 174 the following:-

“Any notice or document 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. Any notice or document published on the Company’s computer network shall be deemed to have been served or delivered 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.”

By Order of the Board
Alice Tso Mun Wai
Company Secretary

Hong Kong, 8 April 2002

Registered Office:
32nd Floor, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

Notes:

- (i) The Register of Members will be closed from 3 May 2002 to 9 May 2002, both days inclusive, during which period no transfer of shares will be effected.
- (ii) Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (iii) To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote.
- (iv) Concerning item 3 above, Messrs Vernon Francis Moore, Robert Ernest Adams, Zhang Yichen, Yao Jinrong, Chang Zhenming and Norman Ho Hau Chong shall retire by rotation in the Annual General Meeting pursuant to Article 104(A) of the New Articles of Association of the Company and they, all being eligible, shall offer themselves for re-election.
- (v) Concerning item 5 above, the approval is being sought from members for a general mandate to authorise allotment of shares under Section 57B of the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to twenty per cent of the issued share capital of the Company. The Directors wish to state that they have no immediate plans to issue shares in the Company.
- (vi) Concerning item 6 above, the approval is being sought from members for a general mandate to repurchase shares in the Company, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any shares in the Company up to ten per cent of the issued share capital of the Company.
- (vii) Concerning item 7 above, the approval is being sought from members to extend the general mandate to allot shares by adding repurchased securities to the twenty per cent general mandate.
- (viii) In relation to the proposed amendments to the Articles of Association of the Company referred to in item 8 above, new legislation came into force in Hong Kong on 4 January 2002 and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) were amended which enable the Company to offer shareholders (i) the choice to receive a summary financial report (the “Summary Financial Report”) in place of the Annual Report and Accounts; and (ii) the choice to choose not to receive a printed copy of either the Summary Financial Report or the Annual Report and Accounts and to rely on the versions of these documents that will be published on the website of the Company. The Company wishes to be more environmental friendly in conducting its business. If this special resolution is passed and in compliance with the Listing Rules, the Company will be able to offer shareholders the chance to receive the Summary Financial Report in place of the Annual Report and Accounts as well as the opportunity to rely on the versions of the Summary Financial Report and the Annual Report and Accounts that will be published on the website of the Company rather than receiving a printed copy of either document. The special resolution will be passed if it is passed by not less than 75 per cent of the votes cast by such members as, being entitled so to do, vote in person or by proxy at the Annual General Meeting. It should be noted that even if shareholders vote in favour of the special resolution as referred to in item 8 above, they will still be able to choose to receive a printed copy of the Annual Report and Accounts.