



葉氏化工集團有限公司  
**YIP'S CHEMICAL HOLDINGS LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting of Members of the Company will be held at the Conference Room at 4th Floor Yip's Hang Cheung Building, 13 Yip Cheong Street, On Lok Tsuen, Fanling, New Territories, Hong Kong on Thursday, 28 August 2003 at 12:00 noon for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2003.
2. To declare a final dividend for the year ended 31 March 2003.
3. To re-elect the retiring directors and authorise the board of directors to fix the remuneration of the directors.
4. to re-appoint Messrs. Deloitte Touche Tohmatsu as Auditors and to authorise the Board of Directors to fix their remuneration.
5. As special business to consider and, if thought fit, pass, with or without amendments, the following as a Special Resolution:

“THAT the new memorandum and articles of association (the “New Articles”), a copy of which has been submitted to the meeting marked “A” signed for identification by the Chairman thereof, be and is hereby approved and adopted in substitution for the memorandum and articles of association adopted by the Company by special resolution dated 18 July 1991, as amended by special resolutions dated 30 July 1991, 10 September 1996, 1 September 1998 and 28 August 2001 respectively (the “Existing Articles”) and that the directors of the Company (the “Directors”) be and are hereby authorised to do all things to implement the adoption of the New Articles.”

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

“THAT:

- (i) subject to paragraph (iii) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (iv) of this Resolution) all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (iii) 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 (i) otherwise than pursuant to shares issued as a result of a Rights Issue (as defined in paragraph (iv) of this Resolution) or to the share option scheme of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution and the said approval shall be limited accordingly;
- (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; or
  - (b) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Law of Cayman Islands or the bye-laws of the Company to be held; or
  - (c) the revocation or variation of the authority given under this Resolution by ordinary resolution of the Shareholders in general meeting; and

“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 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 law of, or the requirement of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

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

“THAT:

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase issued shares of HK\$0.10 each in the capital of the Company, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (ii) the aggregate nominal amount of shares of the Company to be purchased by the Company on The Stock Exchange of Hong Kong Limited or on another stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issued at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (iii) 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; or
  - (b) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Law of the Cayman Islands or the bye-law of the Company to be held; or
  - (c) the revocation or variation of the authority given under this Resolution by ordinary resolution of the Shareholders in general meeting.”

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

“THAT the general mandate granted to the directors of the Company to issue and dispose of additional shares pursuant to the Resolution 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 7 set out in the notice convening this meeting, provided that such amount shall exceed not 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution.”

By order of the Board  
**Ip Chi Shing, Tony**  
*Chairman*

Hong Kong, 18 July 2003

*Notes:*

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. The register of members will be closed from 26 August 2003 to 28 August 2003 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfer forms accompanied by the relevant share certificates should be lodged with the Company's Registrar in Hong Kong, Secretaries Limited, G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Hong Kong not later than 4:00 p.m. on 25 August 2003.
3. In order to be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney must be deposited at the Head Office and principal place of business of the Company at Yip's Hang Cheung Building, 13 Yip Cheong Street, On Lok Tsuen, Fanling, New Territories, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
4. Concerning item 6 above, approval is being sought from members as a general mandate to the directors of the Company to authorise allotment of shares under Listing Rules of The Stock Exchange of Hong Kong Limited. The directors of the Company have no immediate plans to issue any new shares of the Company other than shares to be issued upon exercise of the subscription rights pursuant to the share option scheme of the Company.

Please also refer to the published version of this announcement in the Standard.