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**Techwayson Holdings Limited**  
**德維森控股有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Techwayson Holdings Limited (the “Company”) will be held at Room 1810, 18/F, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Monday, 20 January 2003 at 11:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications as ordinary resolutions and/or special resolution (as the case may be):

**ORDINARY RESOLUTIONS**

**1. THAT:**

- (A) “Conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing of, and permission to deal in, the shares of HK\$0.10 each in the share capital of the Company (“Shares”) in issue and any Shares which may fall to be issued pursuant to the exercise of options granted under the Existing Scheme (as defined in Ordinary Resolution No. 2(A) set out in the notice convening this meeting) and the New Scheme (as defined in Ordinary Resolution No. 2(B) set out in the notice convening this meeting) on the Main Board of the Stock Exchange and the publication of a notice in connection with the proposed withdrawal of the listing of the Shares on the Growth Enterprise Market of the Stock Exchange (“GEM”) (the “Proposed Withdrawal”) not less than such period as the shareholders of the Company shall approve under Ordinary Resolution No. 1(B) set out in the notice convening this meeting before the day on which the Proposed Withdrawal is effective, the listing of the Shares on the GEM shall cease with effect from such date and time as the directors of

the Company may designate and THAT any one director of the Company or the company secretary of the Company be and is hereby authorised generally to do all matters for and on behalf of the Company as he may deem necessary, desirable or expedient to effect and implement the foregoing.”

- (B) “The notice period required under Rule 9.19(3) of the Rules Governing the Listing of Securities on GEM operated by the Stock Exchange in connection with the Proposed Withdrawal be reduced to a minimum of five clear days on which the Stock Exchange is open for the business of dealings in securities from the date on which the shareholders of the Company shall have approved the Proposed Withdrawal.”

**2. THAT:**

- (A) “The existing share option scheme of the Company for the employees and executive directors of the Company and its subsidiaries adopted on 22 January 2001 (the “Existing Scheme”) be terminated with effect from the New Scheme (as defined in Ordinary Resolution No. 2(B) set out in the notice convening this meeting) becoming effective and unconditional.”
- (B) “Conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares in issue and any Shares which may fall to be issued pursuant to the exercise of the options granted under the Existing Scheme and the share option scheme proposed to be adopted by the Company (the “New Scheme”) (a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) on the Main Board of the Stock Exchange, the New Scheme be and is hereby approved and adopted and that the directors of the Company be and are hereby authorised, at their absolute discretion, to grant options to subscribe for Shares thereunder and to allot, issue and deal with Shares pursuant to the exercise of subscription rights under any options which may be granted under the New Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Scheme and to vote on any matter connected therewith notwithstanding that they or any of them may be interested in the same.”

**3. THAT:**

- (A) “Conditional upon the listing of the Shares of the Company on the Main Board of the Stock Exchange, the general mandate granted to the directors of the Company to exercise the power of the Company to allot Shares pursuant to ordinary resolution no.1 passed by the shareholders of the Company at the annual general meeting held on 25 October 2002 be revoked (but without prejudice to any exercise of such mandate prior to the date on which this Resolution becomes effective);

- (B) subject to Ordinary Resolution No. 3(A) becoming effective and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange, the exercise by the directors of the Company during the Relevant Period (as defined in Ordinary Resolution No. 3(E) set out in the notice convening this meeting) of all the powers of the Company to allot, issue and deal with unissued Shares and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (C) the approval in Ordinary Resolution No. 3(B) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such power at any time during or after the end of the Relevant Period;
- (D) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in Ordinary Resolution No. 3(B), otherwise than pursuant to (i) a Rights Issue (as defined in Ordinary Resolution No. 3(E) set out in the notice convening this meeting), or (ii) an issue of Shares upon the exercise of the subscription rights under 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, or (iii) an issue of Shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time, or (iv) an issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the articles of association of the Company or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20 per cent. of the total nominal value of the share capital of the Company in issue at the date of this Resolution and the said approval shall be limited accordingly; and
- (E) for the purposes 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 the articles of association of the Company or any applicable law to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or revising the authority given to the directors of the Company by this Resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities granting the right to subscribe for Shares, open for a period fixed by the directors of the Company to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of Shares (or, where appropriate, such other securities), subject in all cases 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 applicable to the Company.”

**4. THAT:–**

- (A) “Conditional upon the listing of the Shares of the Company on the Main Board of the Stock Exchange, the general mandate granted to the directors of the Company to exercise the power of the Company to repurchase Shares pursuant to ordinary resolution no.2 passed by the shareholders of the Company at the annual general meeting held on 25 October 2002 be revoked (but without prejudice to any exercise of such mandate prior to the date on which this Resolution becomes effective);
- (B) an explanatory statement dated 27 December 2002 relating to the authorisation of the Company to repurchase Shares as mentioned below was noted, and subject to Ordinary Resolution No. 4(A) becoming effective, the exercise by the directors of the Company during the Relevant Period (as defined in Ordinary Resolution No. 4(D) set out in the notice convening this meeting) of all powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (C) the aggregate nominal value of securities of the Company repurchased by the Company pursuant to the approval granted in Ordinary Resolution No. 4(B) during the Relevant Period shall not exceed 10 per cent. of the total nominal value of the share capital of the Company in issue at the date of this Resolution and the authority granted pursuant to Ordinary Resolution No. 4(B) 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 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 the articles of association of the Company or any applicable law to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or revising the authority given to the directors of the Company by this Resolution.”
5. “**THAT** conditional upon the listing of the Shares of the Company on the Main Board of the Stock Exchange, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to Ordinary Resolution No. 3 above be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 4 above, provided that such extended amount shall not exceed 10 per cent. of the aggregate of the total nominal value of the share capital of the Company in issue at the date of this Resolution.”

#### **SPECIAL RESOLUTION**

6. “**THAT** conditional upon the listing of Shares on the Main Board of the Stock Exchange, the articles of association contained in the document marked “B” produced to the meeting and initialled by the chairman of the meeting for the purpose of identification, be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company.”

By order of the Board  
**TECHWAYSON HOLDINGS LIMITED**  
**Sze Kwan**  
*Chairman*

Hong Kong, 27 December 2002

*Head office and principal place of business in Hong Kong:*  
Room 1810, 18th Floor  
Harbour Centre  
25 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he holds two or more shares, more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, at Hong Kong Registrars Limited, the branch share registrar of the Company in Hong Kong, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
3. In the case of joint registered holders of any Shares, any one of them may vote at the meeting, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto; but if more than one of such joint registered holders be present at the meeting, either personally or by proxy, that one of them so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website at "www.hkgem.com" on the "Latest Company Announcements" page for at least seven days from the day of its posting, and on the website of Techwayson Holdings Limited at [www.techwayson.com.hk](http://www.techwayson.com.hk)*

\* *For identification only*