



UDL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Room 315, 3rd Floor, Hong Kong International Trade & Exhibition Centre, No. 1 Trademart Drive, Kowloon, Hong Kong on 31st December 2003 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and reports of the Directors and the auditors of the Company for the year ended 31st July 2003.
2. To re-elect Miss Leung Chi Yin, Gillian as a Director and authorise the Board to fix Directors' remuneration.
3. To re-appoint Grant Thornton as the Company's auditors and to authorise the Directors to fix their remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase shares of HK\$0.01 each in the capital of the Company be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution, and the said approval shall be limited accordingly; and
- (c) 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;
 - (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period of 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 may require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) 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;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph (a), 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; or (iii) 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 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 in accordance with the Bye-Laws of the Company, shall not exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and
- (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;
 - (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held,

“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 holdings of such 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 any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange.”

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

“**THAT** conditional upon Resolutions 4 and 5 set out in the notice convening this meeting above being duly passed, the general mandate granted to the Directors of the Company to exercise the powers of the Company to issue, allot and dispose of shares pursuant to Resolution 5 above be and is hereby extended by the addition to the total nominal amount of share capital and any shares which may be issued, allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the total nominal amount of shares in the capital of the Company which has been purchased by the Company since the granting of such general mandate pursuant to Resolution 4 above, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”

7. To consider as Special Business and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

“**THAT** the amendment of the Company’s Bye-Laws by the deletion of the existing Bye-Law 87 and the addition of new Bye-Law 87 set out below:

87(A) Any corporation which is a shareholder of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its corporate representative or corporate representatives, to the extent permitted by the Companies Act, at any meeting of the Company or of any class of shareholders of the Company provided that, if more than one person is so authorised, the authority shall specify the number and class of shares held by the relevant shareholder in respect of which each such person is authorised to act as such corporate representative. A person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise it is were an individual shareholder of the Company, save and except at any meeting on a show of hands the corporate representative or corporate representatives shall not have the right to vote individually but only one corporate representative may vote on a show of hands. References in these Bye-Laws to a shareholder present in person at a meeting shall, unless the context otherwise requires include a corporation which is a shareholder represented at the meeting by such duly authorised corporate representative or by one or more proxies. Nothing contained in this Bye-law shall prevent a corporation which is a shareholder of the Company from appointing one or more proxies to represent it pursuant to Bye-Law 81.

(B) If a Clearing House (or its nominee(s)) is a shareholder of the Company, it may authorise such person or persons as it thinks fit to act as its proxy or proxies or as its corporate representative or representatives at any meeting of the Company or at any meeting of any class of shareholders of the Company provided that if more than one proxy or corporate representative is so authorised, the proxy form or authorisation shall specify the number and class of shares in respect of which each such proxy or corporate representative is so appointed. A person so authorised under the provisions of this Bye-Law shall be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if it were an individual shareholder including the right to vote individually on a show of hands notwithstanding any

contrary provisions contained in these Bye-Laws. The number of persons a Clearing House (or its nominee(s)) may appoint to act as its corporate representative or representatives shall not exceed the number of shares held by that Clearing House (or its nominee(s)), being shares in respect of which there is an entitlement to attend and vote at the relevant meeting.

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

“**THAT** subject to the terms and conditions of the New Share Option Scheme (“Scheme”) approved and adopted at the previous Annual General Meeting of the Company held on 31st December 2002 and in compliance with Rules 17.03(3) and 17.06 of the Listing Rules and/or such other requirements prescribed under the Listing Rules from time to time, the Scheme Limit referred to in paragraph 9.1 of the Scheme is hereby generally and unconditionally approved for increase and is hereby increased to 10 per cent of the Shares (as defined in the Scheme) in issue as at the date of this shareholders’ approval excluding:

- (a) the number of Shares which would be issued upon the exercise in full of all outstanding Options (as defined in the Scheme) and options granted under the other schemes;
- (b) the number of Shares which have been issued and allotted pursuant to the exercise of any Options or options granted under the other schemes;
- (c) any Cancelled Shares (as defined in the Scheme); and
- (d) any Shares which were the subject of Options which have lapsed in accordance with the Scheme and any shares which were the subject of options which have lapsed in accordance with the other schemes,

provided that such increase in the Scheme Limit shall in no event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes of the Company or any of its Subsidiaries (as defined in the Scheme) exceed 30 per cent of the Shares in issue from time to time.”

9. Any other business.

By Order of the Board
Leung Yu Oi Ling, Irene
Chairman

Hong Kong, 4th December 2003

Notes:

1. A shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, in the event of poll, vote on his behalf. A proxy needs not to be a shareholder of the Company.
2. In order to be valid, the form of proxy must be deposited at the Company's Registrar in Hong Kong, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong together with a power of attorney or other attorney, if any, under which it is signed or a notarially certified copy of that power of attorney, not less than 48 hours before the time for holding the Annual General Meeting.
3. An explanatory statement containing further details as regarding Resolutions 4 to 6 above will be sent to the shareholders of the Company.

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