

**IN THE SUPREME COURT OF BERMUDA  
CIVIL JURISDICTION  
2003: NO. 347**

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**IN THE MATTER OF  
JCG HOLDINGS LIMITED  
AND  
IN THE MATTER OF  
THE COMPANIES ACT 1981, SECTION 99**

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**NOTICE OF MEETING**

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**NOTICE IS HEREBY GIVEN** that, by an Order dated 27th August, 2003 (“Order”) made in the above matter, the Court has directed to convene a meeting of the holders of the Scheme Shares (as defined in the Scheme of Arrangement hereinafter mentioned), for the purpose of considering and, if thought fit, approving (with or without modification(s)) a Scheme of Arrangement proposed to be made between the above-named company (the “Company”) and the holders of Scheme Shares and that such meeting will be held at Gloucester Room, 2nd Floor, Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong on Tuesday, 23rd September, 2003 at 10:00 a.m. at which place and time all the holders of the Scheme Shares are requested to attend.

A copy of the said Scheme of Arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 100 of the above mentioned Act are incorporated in the printed document, a copy of which can be obtained from the offices of the Company at Room 1105-07, Wing On House, 71 Des Voeux Road Central, Hong Kong during normal working hours.

The said holders of the Scheme Shares may vote in person at the said meeting or they may appoint another person(s) whether member(s) of the Company or not, as their proxies to attend and vote in their stead.

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 will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint shareholding.

It is requested that forms appointing proxies be lodged with the branch share registrar of the Company in Hong Kong, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not later than 48 hours before the time appointed for the said meeting.

By the Order the Court has appointed Tan Sri Dato’ Sri Dr. Teh Hong Piow, a Director of the Company, or failing him, Datuk Tay Ah Lek, also a Director of the Company, or failing him, any other person who is a Director of the Company as at the date of the Order to act as Chairman of the said meeting and has directed the Chairman to report the result thereof to the Court.

The said Scheme of Arrangement will be subject to the subsequent approval of the Court and to the satisfaction of the Proposal (as defined in the Scheme of Arrangement) set out in the Explanatory Statement.

Dated this the 29th day of August, 2003

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