

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Global China Technology Group Limited (the “Company”), you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



# GLOBAL CHINA TECHNOLOGY GROUP LIMITED 泛華科技集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

## PROPOSAL FOR CHANGE OF COMPANY NAME AND PLACING OF NEW SHARES

---

A letter from the Board of the Company is set out on pages 4 to 11 of this circular. A notice convening the special general meeting of the Company to be held at the Board Room, Sing Tao Building, 6th Floor, 1 Wang Kwong Road, Kowloon Bay, Hong Kong on 19th August, 2002 at 11:00 a.m. is set out on pages 12 and 13 of this circular.

Whether or not you intend to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the principal office of the Company, Suite 6605-09, 66/F, The Center, 99 Queen's Road Central, Hong Kong and in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or any adjourned meeting should you so desire.

---

## CONTENTS

---

<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
INTRODUCTION .....	4
CHANGE OF THE COMPANY NAME .....	5
THE PLACING .....	6
SPECIAL MANDATE .....	10
SPECIAL GENERAL MEETING .....	10
RECOMMENDATION .....	10
RESPONSIBILITY STATEMENT .....	11
GENERAL .....	11
<b>NOTICE OF SPECIAL GENERAL MEETING</b> .....	12

---

## DEFINITIONS

---

*In this circular, the following expressions shall have the following meanings set out below unless the context requires otherwise:*

“Board”	the board of Directors
“Business Day”	any day on which banks in Hong Kong are generally open for business, except Saturday
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Global China Technology Group Limited, an exempted company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Convertible Preference Shares”	the 36,000,000 convertible preference shares in the capital of the Company held by Luckman Trading Limited, whose entire issued share capital is beneficially and wholly owned by Mr. Ho Tsu Kwok, Charles, to be converted into Shares in the ratio of one Share for every such preference share, subject to the completion of the Placing
“Director(s)”	director(s) of the Company
“Distribution”	the conditional payment of a special interim dividend by Sing Tao Holdings to be satisfied by a distribution in specie of the entire issued share capital of Sing Tao Media
“General Mandate”	a general and unconditional mandate to allot, issue and otherwise deal with 20% of the aggregate of the nominal amount of the issued share capital of the Company in issue as at 28th May, 2002, being the date when the annual general meeting of the Company was held at which the relevant resolution approving such mandate was passed
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

---

## DEFINITIONS

---

“Latest Practicable Date”	23rd July, 2002, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Offer”	the voluntary conditional securities exchange offer by Global China Corporate Finance Limited on behalf of the Offeror to acquire shares in Sing Tao Media, other than those shares in Sing Tao Media as may be received by the Offeror pursuant to the Distribution
“Offeror”	Global China Multimedia Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company
“Placing”	the placing by the Company of the Subscription Shares to the Subscribers under the Subscription Agreements
“PRC”	the People’s Republic of China
“Preference Shareholder”	holder of the convertible preference shares in the capital of the Company
“Registrars”	Hong Kong branch share registrars and transfer office of the Company in Hong Kong, Tengis Limited of 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Sing Tao Holdings”	Sing Tao Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Sing Tao Media”	Sing Tao Media Holdings Limited, a company incorporated in the Cayman Islands with limited liability and a wholly-owned subsidiary of Sing Tao Holdings

---

## DEFINITIONS

---

“Special General Meeting”	a special general meeting of the Company to be held at the Board Room, 6th Floor, Sing Tao Building, 1 Wang Kwong Road, Kowloon Bay, Hong Kong on 19th August, 2002 at 11:00 a.m., notice of which is set out on pages 12 and 13 of this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribers”	collectively, CyberTime Limited, Concord Fortune Limited and Novel Investments (Overseas) Limited, and each a “Subscriber”
“Subscription Agreements”	collectively, the conditional subscription agreements each dated 3rd July, 2002 and entered into between the Company and each of the Subscribers pursuant to which the Company agreed to place, and the relevant Subscriber agreed to subscribe for, 41,500,000 new Shares, and each a “Subscription Agreement”
“Subscription Shares”	the aggregate of 124,500,000 new Shares to be subscribed for by the Subscribers pursuant to the Subscription Agreements
“Subsidiaries”	a company which is for the time being and from time to time a subsidiary (within the meaning of section 2 of the Companies Ordinance as modified from time to time) of the Company, whether incorporated in Hong Kong or not

---

## LETTER FROM THE BOARD

---



# GLOBAL CHINA TECHNOLOGY GROUP LIMITED 泛華科技集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

*Executive Directors:*

Mr. Ho Tsu Kwok, Charles  
Mr. Terrence Young  
Ms. Inn Judy  
Mr. Jia Hong Ping, Michael  
Mrs. Sy Wong Chor Fong  
Mr. Wong Wai Ming  
Mr. Yang Yiu Chong, Ronald Jeffrey

*Principal Office:*

Suite 6605-09  
66/F, The Center  
99 Queen's Road Central  
Central  
Hong Kong

Mr. Leung Chun Ying<sup>#</sup>  
Ms. Ho Chiu King, Pansy<sup>^</sup>  
Dr. Tong Yuk Lun, Paul<sup>^</sup>

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

<sup>#</sup> *Non-executive director*

<sup>^</sup> *Independent Non-executive director*

25th July, 2002

*To the Shareholders  
and the Preference Shareholder*

Dear Sir or Madam,

### PROPOSAL FOR CHANGE OF COMPANY NAME AND PLACING OF NEW SHARES

#### INTRODUCTION

On 11th July, 2002, the Board announced that the Company entered into the Subscription Agreement with each of the Subscribers whereby the Company agreed to place, and the relevant Subscribers each agreed to subscribe for, 41,500,000 new Shares at a subscription price of HK\$0.6388 per such Share. In this connection, the Company intends to seek a special mandate from the Shareholders for the proposed issue and allotment of the aggregate of 124,500,000 Shares. On 24th July, 2002, the Board further announced that it proposed to

\* *For identifications purpose*

---

## LETTER FROM THE BOARD

---

change the English and Chinese names of the Company from “Global China Technology Group Limited” and “泛華科技集團有限公司” to “Global China Group Holdings Limited” and “泛華集團控股有限公司” respectively. The Chinese name of the Company is, however, for identification purpose only. The resolution for the change of the Company’s names will be proposed as a special resolution whereas the resolutions for approving the issue and allotment of the Subscription Shares will be proposed as ordinary resolutions. The proposed resolutions will be set out in the notice of the Special General Meeting on pages 12 and 13 of this circular.

This circular is to give you further details of the proposals for the change of the Company’s name and issue and allotment of the Subscription Shares.

### **CHANGE OF THE COMPANY NAME**

On 24th July, 2002, the Board announced its proposal to change the English and Chinese names of the Company from “Global China Technology Group Limited” to “Global China Group Holdings Limited” and from “泛華科技集團有限公司” to “泛華集團控股有限公司”. The Chinese name of the Company is for identification purpose only. The proposed change of the Company’s names is subject to the passing of a special resolution by the Shareholders at the Special General Meeting and the approval of the Registrar of Companies in Bermuda. The Company will apply to the Registrar of Companies in Bermuda for approval of the change of name upon passing of the special resolution. The proposed name change shall take effect from the date on which the new English name is registered by the Registrar of Companies in Bermuda in place of the existing name. All necessary filing procedures with the Registrar of Companies in Bermuda and the Registrar of Companies in Hong Kong will be carried out by the Company.

### **Reasons**

The Board believes that the proposed change of the Company’s name(s) will better reflect the core business focus of the Company and its subsidiaries, that is, providing media and information services, human capital management and broadband technology and services in Hong Kong and the PRC.

### **Effects**

The Shares are listed on the Stock Exchange. The proposed change of the Company’s name(s) will not affect any of the rights of the Shareholders. Upon the change of the Company’s name becoming effective, all existing share certificates in issue under the name of “Global China Technology Group Limited” will continue to be evidence of title to the Shares and valid for trading, settlement and registration purposes. Any issue of share certificates upon the change of the Company’s name becoming effective will be in the new name of the Company. The size of board lot for trading in the Shares will remain unchanged after the change of the Company’s name has become effective. A further announcement in respect of the arrangements for trading

---

## LETTER FROM THE BOARD

---

and dealings in the Shares on the Stock Exchange under the new name of the Company will be made should the change of the Company's name become effective.

Shareholders may for a period of one month from the date when the proposed change of name becomes effective submit existing certificates for the Shares to the Registrars for exchange, at the expense of the Company, for new certificates in the new name of the Company. After the expiry of such one month period, Share certificates will be accepted for exchange only on payment of a fee of HK\$2.50 or such higher amount as may be prescribed or allowed under the Listing Rules and the bye-laws of the Company from time to time for each such certificate issued.

### THE PLACING

As announced on 11th July, 2002, the Company entered into the Subscription Agreement with each of the Subscribers in terms and conditions substantially the same, details of which are as follows:

Date: 3rd July, 2002

Subscribers: CyberTime Limited, Concord Fortune Limited and Novel Investments (Overseas) Limited, of which each of them and their respective ultimate beneficial owners do not hold any Shares before the completion of the relevant Subscription Agreements.

Number of new Shares to be  
subscribed by each Subscriber: 41,500,000 Shares

In the aggregate of 124,500,000 new Shares, representing approximately 8.5% of the existing ordinary issued share capital of the Company and approximately 7.8% of the then ordinary issued share capital of the Company as enlarged by the Placing

Subscription price: HK\$0.6388 per new Share settled by cash

### Relation with the Subscribers

All of the Subscribers and their ultimate beneficial owners are independent third parties, neither of them are connected with or being parties acting in concert with any member of the Group, the directors, chief executives or substantial shareholders of any member of the Group, or any of their respective associates (as defined in the Listing Rules). The Subscribers and their respective ultimate beneficial owners are independent third parties as among themselves, neither of them are connected with or being parties acting in concert with each other.



---

## LETTER FROM THE BOARD

---

### **Subscription price**

The subscription price of HK\$0.6388 per new Share represents:

- (i) a premium of approximately 38.9% to the closing price of HK\$0.46 per Share as quoted on the Stock Exchange on 3rd July, 2002 (being the last day of trading in the Shares on the Stock Exchange prior to the suspension of trading in the Shares on 4th July, 2002);
- (ii) a premium of approximately 50.7% to the average closing price of HK\$0.424 per Share as quoted on the Stock Exchange for the last 10 trading days up to and including 3rd July, 2002;
- (iii) a premium of approximately 63.8% to the closing price per Share of HK\$0.39 as at the Latest Practicable Date; and
- (iv) a premium of approximately 6.5% to the net tangible asset value per Share of HK\$0.60 as at 31st December, 2001.

The subscription price was determined after arm's length negotiations between the Company and the Subscribers after having taken into account various factors including the net asset value of the Company. The Directors believe that the terms of the Subscription Agreements are in the best interests of the Company and its shareholders as a whole.

### **Ranking of Subscription Shares**

The Subscription Shares, when issued and fully paid, will rank *pari passu* in all respects with Shares in issue at the time of issue and allotment of the Subscription Shares.

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

### **Pre-conditions to completion**

The completion of each of the Subscription Agreements is conditional upon the following conditions being fulfilled on or before the date which is the 120th day following the date of the Subscription Agreements (or such later date as may be agreed between the Subscribers and the Company). None of the conditions may be waived, and if any of the following conditions may not be fulfilled by the said date, the Subscription Agreements will lapse:

- (a) the Listing Committee of the Stock Exchange granting listing of and permission to deal in all of the relevant Subscription Shares;

---

## LETTER FROM THE BOARD

---

- (b) the Bermuda Monetary Authority granting approval for the issue of the relevant Subscription Shares, if required;
- (c) the completion of the Distribution; and
- (d) the shareholders of the Company passing the necessary resolutions approving the transactions contemplated under the Subscription Agreements.

Completion of the Subscription Agreements is not inter-conditional upon one another. Completion shall take place on or before the second Business Day on which all the aforementioned conditions are fulfilled (or such later date as the Company and each of the Subscribers may agree).

### Effects of the Placing

As at the Latest Practicable Date, the following interests of 10% or more in the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 16(1) of the Securities (Disclosure of Interests) Ordinance (Chapter 396 of the Laws of Hong Kong).

Name	Number of Shares held	% of the existing issued share capital (approximate)
Luckman Trading Limited ( <i>note 1</i> )	739,396,000 ( <i>note 3</i> )	50.3%
Stagelight Group Limited ( <i>note 2</i> )	163,919,000	11.1%

*Note 1:* Luckman Trading Limited is a company incorporated in the British Virgin Islands with limited liability, whose entire issued share capital is wholly and beneficially owned by Mr. Ho Tsu Kwok, Charles, the chairman of the Company.

*Note 2:* Stagelight Group Limited is a company incorporated in the British Virgin Islands with limited liability, whose entire issued share capital is wholly and beneficially owned by Fine Garden Group Limited, which is in turn wholly and beneficially owned by Mrs. Sy Wong Chor Fong, being an executive director of the Company and her family members. The said 163,919,000 Shares include the 1,250,000 Shares held in the name of Mrs. Sy Wong Chor Fong

*Note 3:* The figure does not take into account the 36,000,000 new Shares to be issued and allotted to Luckman Trading Limited upon conversion of the Convertible Preference Shares, which is conditional upon the completion of the Placing. The conditional conversion notice has been received by the Company on 19th July, 2002.

---

## LETTER FROM THE BOARD

---

The change of the shareholding in the Company as a result of the Placing is detailed as follows:

Name of Shareholders	Number of Shares held as at the Latest Practicable Date	% of the existing issued share capital (approximate)	Number of Shares held immediately after the completion of the Placing	% of the issued share capital as enlarged by the Placing (approximate)
Luckman Trading Limited and parties acting in concert with it ( <i>note 1</i> )	739,396,000	50.3%	739,396,000 <i>(note 4)</i>	46.4%
Stagelight Group Limited and parties acting in concert with it ( <i>note 2</i> )	163,919,000	11.1%	163,919,000	10.3%
Directors ( <i>note 3</i> )	286,000	0.0%	286,000	0.0%
Public	566,744,273	38.5%	691,244,273	43.3%
<b>Total</b>	<b><u>1,470,345,273</u></b>	<b><u>100.0%</u></b>	<b><u>1,594,845,273</u></b>	<b><u>100.0%</u></b>

*Note 1:* Luckman Trading Limited is a company incorporated in the British Virgin Islands with limited liability, whose entire issued share capital is wholly and beneficially owned by Mr. Ho Tsu Kwok, Charles, the chairman of the Company.

*Note 2:* Stagelight Group Limited is a company incorporated in the British Virgin Islands with limited liability, whose entire issued share capital is wholly and beneficially owned by Fine Garden Group Limited, which is in turn wholly and beneficially owned by Mrs. Sy Wong Chor Fong, being an executive director of the Company and her family members. The said 163,919,000 Shares include the 1,250,000 Shares held in the name of Mrs. Sy Wong Chor Fong.

*Note 3:* The column only sets out 186,000 and 100,000 Shares respectively held by Mr. Wong Wai Ming and Ms. Inn Judy. The personal interests of the other directors, i.e. Mr. Ho Tsu Kwok, Charles and Mrs. Sy Wong Chor Fong have been included in those interests of Luckman Trading Limited and Stagelight Group Limited respectively.

*Note 4:* The figure does not take into account the 36,000,000 new Shares to be issued and allotted to Luckman Trading Limited upon conversion of the Convertible Preference Shares, which is conditional upon the completion of the Placing. The conditional conversion notice has been received by the Company on 19th July, 2002.

### Reasons for Placing and use of proceeds

The Directors are of the view that the Placing will enlarge the shareholder base and the capital base of the Company and will strengthen the financial position of the Group.

---

## LETTER FROM THE BOARD

---

The Company intends to use the net proceeds from the Placing of approximately HK\$79.5 million as the Group's general working capital. At present, the Directors have not identified any immediate investment opportunities and intend to place the cash proceeds temporarily with banks as fixed deposits.

### **SPECIAL MANDATE**

As announced on 11th July, 2002, the Offeror, being a wholly-owned subsidiary of the Company, intends to make the Offer to all the shareholders of Sing Tao Media in relation to the shares of Sing Tao Media upon the Distribution being completed. Pursuant to the Offer, new Shares will be allotted and issued to the shareholders of Sing Tao Media (other than the Offeror) who accept the Offer. The maximum number of new Shares to be allotted and issued will be 187,240,905 Shares, assuming all the shareholders of Sing Tao Media (other than the Offeror) accept the Offer. All such new Shares to be issued under the Offer will be covered by the General Mandate. In view of the fact that the Subscription Shares, together with the maximum number of new Shares to be issued and allotted under the Offer, exceed the limit of the General Mandate, the Company intends to seek special mandate from the Shareholders by way of ordinary resolutions for the proposed issue and allotment of the Subscription Shares at the Special General Meeting.

### **SPECIAL GENERAL MEETING**

At the Special General Meeting, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve the change of the Company's English and Chinese names and ordinary resolutions will be proposed for the Shareholders to consider and if thought fit, to approve the issue and allotment of the Subscription Shares.

A notice convening the Special General Meeting is set out on pages 12 and 13 of this circular.

Enclosed is a form of proxy for use at the Special General Meeting. Whether or not you intend to attend the said meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the principal office of the Company, Suite 6605-09, 66/F, The Center, 99 Queen's Road Central, Hong Kong as soon as possible and in any event not later than 48 hours before the respective time for the holding of such meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting at the meeting or any adjourned meeting should they so desire.

---

## LETTER FROM THE BOARD

---

### RECOMMENDATION

The Directors consider that the change of the Company's names, and the issue and allotment of the Subscription Shares are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all of the special and ordinary resolutions to be proposed at the Special General Meeting.

### RESPONSIBILITY STATEMENT

This circular contains particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this circular which relates to the Company and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in this circular have been arrived at after due care and careful consideration and there are no other facts the omission of which would make any statement herein misleading.

### GENERAL

- (a) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (b) The principal place of business of the Company in Hong Kong is at Suite 6605-09, 66th Floor, The Center, 99 Queen's Road Central, Hong Kong.
- (c) The branch share registrar and the transfer office of the Company in Hong Kong is Tengis Limited of 4/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong.
- (d) The English text of this circular and the enclosed form of proxy shall prevail over the Chinese text.

Yours faithfully,  
By order of the Board of  
**Global China Technology Group Limited**  
**Wong Wai Ming**  
*Director*

---

## NOTICE OF SPECIAL GENERAL MEETING

---



# GLOBAL CHINA TECHNOLOGY GROUP LIMITED 泛華科技集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**NOTICE IS HEREBY GIVEN** that a special general meeting of Global China Technology Group Limited (the “Company”) will be held at the Board Room, 6th Floor, Sing Tao Building, 1 Wang Kwong Road, Kowloon Bay, Hong Kong on 19th August, 2002 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

### **SPECIAL RESOLUTION**

1. **“THAT** the name of the Company be changed from “Global China Technology Group Limited” to “Global China Group Holdings Limited” and “泛華集團控股有限公司” be adopted as the Chinese translation of the Company’s name for identification purposes.”

### **ORDINARY RESOLUTIONS**

2. **“THAT:**
  - (A) the three agreements all dated 3rd July, 2002 (the “Subscription Agreements”), copies of which have been produced to the meeting and marked “A” and initialed by the Chairman of the meeting for the purpose of identification, entered into between the Company and each of CyberTime Limited, Concord Fortune Limited and Novel Investments (Overseas) Limited, in relation to the placing of an aggregate of 124,500,000 new shares (the “Subscription Shares”) of HK\$0.10 each in the capital of the Company at HK\$0.6388 per Subscription Share be and are hereby ratified, confirmed and approved;
  - (B) the directors of the Company (the “Directors”) be and are hereby authorized to allot and issue the relevant Subscription Shares to CyberTime Limited, Concord Fortune Limited and Novel Investments (Overseas) Limited or their respective nominees in accordance with the terms of the Subscription Agreements respectively; and

\* For identification purpose

---

## NOTICE OF SPECIAL GENERAL MEETING

---

(C) any one Director be and is hereby authorized to implement the Subscription Agreements and the transactions contemplated thereunder and to execute such documents, take such steps and do such things as the Director may, in his or her opinion, deem necessary or desirable in connection therewith.”

By Order of the Board  
**Global China Technology Group Limited**  
**Ho Yiu Cheung, Jason**  
*Company Secretary*

Hong Kong, 24th July, 2002

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Office:*

Suite 6605-09, 66/F  
The Center  
99 Queen's Road Central  
Central  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the Special General Meeting shall be entitled to appoint one (or, if holding two or more shares, more than one) proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the Special General Meeting either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the Special General Meeting personally or by proxy, that one of the said persons so present whose names stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of the power of attorney or authority must be deposited at the principal office of the Company, Suite 6605-09, 66/F, The Center, 99 Queen's Road Central, Hong Kong not less than 48 hours before the appointed time for holding the Special General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending the Special General Meeting and voting in person.