THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this document or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in HK6 Holdings Limited (the "Company"), you should at once hand this document and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

This document, 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 of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– (1) the information contained in this document 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 document misleading; and (3) all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

HK6 HOLDINGS LIMITED
駿 陸 控 股 有 限 公 司*

(Incorporated in the Cayman Islands with limited liability)

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at the Meeting Room, 5th Floor, CNAC Group Building, 10 Queen's Road Central, Hong Kong on Thursday, 17th July, 2003 at 4:30 p.m. is set out in this document.

Whether or not you are able to attend the Annual General Meeting, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion of the form of proxy and its return will not preclude you from attending, and voting at, the Annual General Meeting if you so wish.

This document will remain at www.hkgem.com on the "Latest company announcements" page of the GEM website for at least 7 days from the date of its posting and on the website of the Group at www.hk6.com.

20th June, 2003

* *For identification purpose only*

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

HK6 HOLDINGS LIMITED
駿陸控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

Executive Directors:
Ms. Chan Tan Lui, Danielle *(Chairman)*
Mr. Tang Sing Hing, Kenny
Mr. Wu Wing Kin
Mr. Kwok Chi Kin

Non-executive Directors:
Mr. Kwong Man Bun
Mr. Ho Yui Kwong, Kenny

Independent non-executive Directors:
Ms. Luk Wai Wun, Vivien
Mr. Yip Tai Him
Ms. Guo Qi

Registered Office:
P.O. Box 309GT, Ugland House
South Church Street
Grand Cayman
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
5th Floor, CNAC Group Building
10 Queen's Road Central
Hong Kong

20th June, 2003

To: *The shareholders of the Company*

Dear Sir or Madam,

ANNUAL GENERAL MEETING AND GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The annual general meeting of the Company (the "Annual General Meeting") will be held on Thursday, 17th July, 2003. Notice of Annual General Meeting is set out in this document, a form of proxy, and, the annual report of the Company for the year ended 31st March, 2003, accompany this document. Details of the resolutions to be proposed at the Annual General Meeting are set out in the notice.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Resolutions passed by the sole shareholder of the Company on 28th October, 2002 granted general unconditional mandates to the directors of the Company (the "Directors") to issue and repurchase shares in the Company. These general mandates will lapse at (i) the conclusion of the Annual General Meeting; 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 laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first. Resolutions will therefore be proposed at the Annual General Meeting to renew the grant of these general mandates.

* *For identification purpose only*

An ordinary resolution to be proposed at the Annual General Meeting relates to the granting of a general unconditional mandate to the Directors to issue new shares in the Company, not exceeding 20% of the issued share capital of the Company as at the date of the resolution (as adjusted in accordance with the resolution), for the period until (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 laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first (the "Issue Mandate").

An ordinary resolution to be proposed at the Annual General Meeting relates to the granting of a general unconditional mandate to the Directors to exercise all powers of the Company to repurchase on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited ("Stock Exchange"), shares in the Company up to 10% of the issued share capital of the Company as at the date of the resolution, for the period until (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 laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first (the "Repurchase Mandate"). The explanatory statement required under Rule 13.08 of the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules") to provide the shareholders of the Company with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in the Appendix of this document.

An ordinary resolution to be proposed at the Annual General Meeting relates to the extension of the general unconditional mandate to be granted to the Directors to issue new shares in the Company by adding to it the number of shares of the Company repurchased under the Repurchase Mandate, if any.

The full text of these resolutions is set out in the notice of Annual General Meeting in this document.

PROXY ARRANGEMENT

A form of proxy for use at the Annual General Meeting is enclosed. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed (or a copy which has been certified by a notary) to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and return of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting if you so wish.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of Annual General Meeting, including the proposed resolutions granting the Issue Mandate and the Repurchase Mandate, are in the best interests of the Company and its shareholders and recommend shareholders to vote in favour of all of these resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
On behalf of the board of Directors
Chan Tan Lui, Danielle
Chairman

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

SHARE CAPITAL

As at 16th June, 2003 (the "Latest Practicable Date"), being the latest practicable date for determining such figure before the printing of this document, the number of ordinary shares of HK$0.01 each in the share capital of the Company (the "Shares") in issue was 400,000,000. Subject to the passing of resolution no. 4B as set out in the Notice of Annual General Meeting set out in this document (the "Resolution") approving the Repurchase Mandate and on the basis that no Shares will be issued or repurchased after the Latest Practicable Date and up to the date of passing the Resolution, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 40,000,000 Shares.

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the shareholders of the Company (the "Shareholders") to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

FUNDING OF REPURCHASES

Repurchase s pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with its memorandum of association and articles of association and the laws of the Cayman Islands.

EFFECT OF EXERCISING REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's Annual Report for the year ended 31st March, 2003) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge, have made all reasonable enquiries, none of their respective associates, have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company or its subsidiaries.

No connected persons (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to sell any Shares to the Company, in the event that the Repurchase Mandate is exercised.

DIRECTORS' UNDERTAKING

The Directors have undertaken to The Stock Exchange of Hong Kong Limited that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

SHARE PRICES

The highest and lowest prices from 15th November, 2002, the date of dealings in the Shares commenced on the GEM up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2002		
November	0.305	0.112
December	0.190	0.160
2003		
January	0.174	0.136
February	0.159	0.143
March	0.165	0.150
April	0.152	0.152
May	N/A	N/A
June	0.140	0.140

CONSEQUENCES UNDER THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If the Repurchase Mandate were exercised in full, the shareholding percentage of the Substantial Shareholders of the Company (based on the number of Shares they held as at the Latest Practicable) before and after such repurchase would be as follows:

Substantial Shareholders	*Note*	**Before repurchase**	**After repurchase**
Superhero Limited		26.77%	29.74%
Ms. Chan Tan Lui, Danielle	*1*	26.77%	29.74%
U six Group Limited		24.25%	26.94%
Mr. Chan Wing Luk	*2*	24.25%	26.94%

Note:

1. Ms. Chan Tan Lui, Danielle is deemed to be a Substantial Shareholder by virtue of her 100% beneficial interest in Superhero Limited.

2. Mr. Chan Wing Luk is deemed to be a Substantial Shareholder by virtue of his 100% beneficial interest in U six Group Limited.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "Takeover Code"). As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, Superhero Limited (which is wholly owned by Ms. Chan Tan Lui, Danielle), the largest Shareholder, is interested in approximately 26.77% of the existing issued share capital of the Company. In the event the Directors exercise the Repurchase Mandate in full, the interest of Superhero Limited in the issued ordinary share capital of the Company would be increased to approximately 29.74%. To the best of the knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

Save for the aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any repurchases under the Repurchase Mandate. The Company will not repurchase Shares to the extent which would result in the percentage of the Shares held by the public Shareholders being reduced to less than 25% of the issued share capital of the Company.

SHARE PURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company (whether on the GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

HK6 HOLDINGS LIMITED

駿 陸 控 股 有 限 公 司*

(Incorporated in the Cayman Islands with limited liability)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of HK6 Holdings Limited (the "Company") will be held at the Meeting Room, 5th Floor, CNAC Group Building, 10 Queen's Road Central, Hong Kong, on Thursday, 17th July, 2003 at 4:30 p.m. for the following purposes:–

1. To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31st March, 2003;

2. To re-elect directors;

3. To re-appoint auditors and to authorize the board of directors to fix their remuneration; and

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:–

A. "**THAT**:–

(a) subject to paragraph (c), the exercise by the directors of the Company 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 might require the exercise of such power be and is hereby general and unconditionally approved;

(b) the approval in paragraph (a) shall authorize 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 (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise then pursuant to (i) a Right Issue or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the memorandum and articles of association of the Company from time to time shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

* *For identification purpose only*

(d) for the purposes of this resolution:–

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:–

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"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 then 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 requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company)."

B. "**THAT**:–

(a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby general and unconditionally approved;

(b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and

(c) for the purposes of this resolution:–

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:–

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

C. "**THAT** conditional upon resolution no. 4B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 4B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4A above."

By order of the board of the directors of
HK6 Holdings Limited
Chan Tan Lui, Danielle
Chairman

Hong Kong, 20th June, 2003

Head Office and Principal Place of Business:
5th Floor, CNAC Group Building
10 Queen's Road Central
Hong Kong

Registered Office:
P.O. Box 309GT, Ugland House
South Church Street
Grand Cayman
Cayman Islands

Notes:–

1. A form of proxy to be used for the meeting is enclosed.

2. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend, subject to the provisions of the articles of association of the Company, vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him to vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.

3. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed (or a copy which has been certified by a notary) to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting.

4. The Register of Members of the Company will be closed from 10th July, 2003 to 17th July, 2003, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the forthcoming Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 9th July, 2003.