

茲通告本公司謹訂於二零零一年五月二十三日星期三下午二時三十分在香港九龍梳士巴利道二十二號新世界萬麗酒店大堂四季廳召開股東週年大會，處理下列事項：—

- (1) 省覽截至二零零零年十二月三十一日止年度之經審核賬目、董事會報告及核數師報告。
- (2) 宣佈派發末期股息。
- (3) 選舉董事及釐定其酬金。
- (4) 委任核數師及授權董事局釐定其酬金。

作為特別事項，考慮下列決議案，如認為適當時，通過為普通決議案：—

- (5) 動議：—
 - (A) 在(C)段之限制下，一般性及無條件批准本公司董事於有關期間內運用本公司一切權力以配發、發行及處理本公司股本中之新增股份，並作出或授予可能須行使該等權力之建議、協議及購股權；
 - (B) 依據上文(A)段之批准，授權本公司董事在有關期間內作出或授予可能於有關期間屆滿後行使該等權力之建議、協議及購股權；
 - (C) 本公司董事依據上文(A)段之批准而配發或有條件或無條件同意配發（不論其為根據購股權配發與否）之股本面值總額，除因：(i)配發新股、(ii)本公司採納之任何購股權計劃授出之購股權獲行使或(iii)依據本公司之公司組織章程細則作出之以股代息或類似安排而配發股份代替全部或

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the Four Seasons, Lobby Floor, New World Renaissance Hotel, 22 Salisbury Road, Kowloon, Hong Kong on Wednesday, 23 May 2001 at 2:30 p.m. for the following purposes:—

- (1) To receive and consider the audited accounts and the reports of the directors and auditors for the year ended 31 December 2000.
- (2) To declare a final dividend.
- (3) To elect directors and to fix their remuneration.
- (4) To appoint auditors and to authorise the directors to fix their remuneration.

As special business, to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:—

- (5) 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 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 (whether pursuant to an option or otherwise) 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 options granted under any share option scheme adopted by the Company or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on

部份股息之情況外，不得超過(aa)本公司於本決議案通過之日已發行股本面值總額20%及(bb)(倘本公司董事獲本公司股東通過另一項普通決議案授權)繼本決議案獲通過後，本公司購回股本之面值總額(最多相等於本公司於本決議案通過之日已發行股本之面值總額10%)兩者之總和，而上述批准亦須受此限制；及

(D) 就本決議案而言：—

「有關期間」乃指本決議案獲通過之日起至下列最早日期止之期間：—

- (i) 本公司下屆股東週年大會結束；
- (ii) 法例規定本公司下屆股東週年大會須予召開之期間屆滿時；及
- (iii) 股東於股東大會上通過普通決議案撤銷或修訂本決議案所給予之授權；及

「配售新股」乃指本公司董事於所定期間內根據於某一指定記錄日期名列於股東名冊內本公司股份或任何一類股份之持有人就當時該持有人所持之股份或該等類別股份之比例向彼等提出之股份配售建議(惟本公司董事有權就零碎配額，或就考慮任何香港或香港以外任何地區之法律或任何認可管制團體或任何證券交易所之法規之限制或責任，認為必須或權宜取消若干普通股份持有人在方面之權利或作出其他安排)。

shares of the Company in accordance with the Articles of Association of the Company, shall not exceed the aggregate of (aa) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution plus (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing 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 earliest of:—

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 laws of, or the requirements of any recognised regulatory body or any stock exchange in, Hong Kong or any territory outside Hong Kong).

(6) 動議：—

(A) 在下文(B)段之限制下，一般性及無條件批准本公司董事於有關期間內行使本公司一切權力購回本公司股份；

(B) 根據上文(A)段之批准，按香港公司購回股份守則在香港聯合交易所有限公司或本公司之證券在其上市而獲證券及期貨事務監察委員會及香港聯合交易所有限公司就此認可之任何其他證券交易所購回之股份面值總額不得超過本公司於本決議案通過之日已發行股本面值總額之10%，而上述之批准亦須受此限制；

(C) 就本決議案而言：—

「有關期間」乃指本決議案通過之日起至下列最早日期止之期間：—

- (i) 本公司下屆股東週年大會結束；
- (ii) 法例規定本公司下屆股東週年大會須予召開之期間屆滿時；及
- (iii) 股東於股東大會上通過普通決議案撤銷或修訂本決議案所給予之授權。

(7) 動議授權本公司董事就載於本大會通告第(5)項議程有關該決議案(C)段之(bb)分段所述本公司之股本，行使該決議案(A)段所述之本公司權力。

承董事會命
公司秘書
馬美春

香港，二零零一年四月九日

(6) THAT:—

(A) subject to paragraph (B) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to purchase shares of the Company be generally and unconditionally approved;

(B) the aggregate nominal amount of shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the securities of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (A) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly;

(C) for the purpose 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 which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

(7) **THAT** the directors of the Company be authorised to exercise the powers of the Company referred to in paragraph (A) of the resolution set out in item (5) in the Notice of this Meeting in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (C) of such resolution.

By order of the board
Ma Mi Chun, Conita
Company Secretary

Hong Kong, 9 April 2001

附註:

(a) 本公司將由二零零一年五月十六日星期三起至二零零一年五月二十三日星期三(包括首尾兩天在內)暫停辦理股份過戶登記手續。凡欲收取末期股息而未辦理過戶手續之股東,請於二零零一年五月十五日星期二下午四時前將股份過戶之文件連同有關股票送交本公司股份過戶登記處,香港中央證券登記有限公司,地址為香港灣仔皇后大道東一八三號合和中心十七字樓一七一二至六號舖,辦理過戶手續。

(b) 凡有權出席上述會議及投票之股東,可委派一位或以上代表出席,並於投票表決時,代其投票。受委代表毋須為本公司之股東。

(c) 代表委任表格連同授權簽署該表格之授權書或其他授權文件(如有)或經由公證人簽署證明之該等授權書或授權文件副本,必須在開會前四十八小時送交本公司註冊辦事處,香港九龍彌敦道七五零號始創中心二十三樓,方為有效。股東填妥及交回代表委任表格後仍可出席大會及於會上投票。

(d) 關於本通告第(5)、(6)及(7)項,董事局謹聲明彼等並無即時計劃,根據有關之授權購回任何現有股份或發行任何新股份。

(e) 一份關於第(6)項所述之購回股份之一般授權詳情之說明函件,將會在於二零零一年四月下旬派送本公司股東之通函內刊載。

Notes:

(a) The Register of Members of the Company will be closed from Wednesday, 16 May 2001 to Wednesday, 23 May 2001, both dates inclusive, during which period no transfer of shares will be registered. To qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Registrars, Central Registration Hong Kong Limited at Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Tuesday, 15 May 2001.

(b) Every member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.

(c) To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged at the Registered Office of the Company at 23rd Floor, Pioneer Centre, 750 Nathan Road, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Meeting. Completion and return of the form of proxy will not preclude a member from attending and voting in person if such member is subsequently able to be present.

(d) With reference to items (5), (6) and (7) set out in this Notice, the directors wish to state that they have no immediate plans to repurchase any existing shares or to issue any new shares pursuant to the relevant mandate.

(e) An explanatory statement containing further details regarding the general mandate to repurchase shares as referred to in item (6) set out above will be included in a circular which is intended to be despatched to shareholders in late April 2001.