

Notice is hereby given that the Annual General Meeting of Fujikon Industrial Holdings Limited will be held on 20th August, 2001 (Monday) at 10:30 a.m. in the Victoriana Room, 4/F. Furama Hotel for the following purposes:

As Ordinary Business:

1. To receive and consider the audited Financial Statements for the year ended 31st March, 2001 and the Reports of the Directors and the Auditors.
2. To declare a Final Dividend of HK4.5 cents per share for the year ended 31st March, 2001.
3. To re-elect Directors and to authorise the Board of Directors to fix their remuneration.
4. To re-appoint Auditors and authorise the Board of Directors to fix their remuneration.

And as Special Business, to consider and, if thought fit, to pass the following as ordinary resolutions:

#### ORDINARY RESOLUTIONS

5. "THAT:
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise

茲通告富士高實業控股有限公司謹訂於二零零一年八月二十日星期一上午十時三十分假座富麗華酒店四樓維廳舉行股東週年大會，以處理下列事項：

普通事項：

1. 省覽截至二零零一年三月三十一日止年度之財務報表及董事會與核數師報告。
2. 宣派截至二零零一年三月三十一日止年度末期股息每股 4.5 港仙。
3. 重選董事及授權董事會釐定董事酬金。
4. 重新委聘核數師及授權董事會釐定其酬金。

及作為特別事項，考慮並酌情通過下列決議案為普通決議案：

#### 普通決議案

5. 「動議：
  - (a) 根據香港聯合交易所有限公司證券上市規則，在下文(c)段規限下，一般性及無條件批准本公司董事於有關期

by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements or options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements or 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) above, otherwise than pursuant to (i) a Rights Issue (as defined below) (ii) the exercise of options under any share option scheme or (iii) an issue of shares of the Company 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 aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and

間（定義見下文）內行使本公司一切權力，以配發、發行及處理本公司股本中之未發行股份，及作出或授權予可能須行使該等權力之建議、協議及購股權；

- (b) 上述(a)段之批准將授權董事於有關期間內作出或授予在有關期間結束後可能須行使該等權力之建議、協議及購股權；
- (c) 本公司董事根據上文(a)段之批准所配發或有條件或無條件同意配發（不論是否根據購股權或其他方式）之股本面值總額不得超過本公司於本決議案通過當日已發行股本總面值之20%，惟根據(i)供股（定義見下文）(ii)行使任何購股權計劃授出之購股權或(iii)根據本公司細則發行之股份以代替全部或部份股息則除外；及

(d) for the purposes 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 expiration of the period within which the next annual general meeting of the Company is required by the Bermuda law or the bye-laws of the Company to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution; and

“Rights Issue” means an offer of shares or offer or issue of options or other securities giving rights to subscribe for shares open for a period fixed by the Directors of the Company to shareholders on the register of members of the Company on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors of the Company

(d) 就本決議案而言：

「有關期間」指由本決議案通過當日至下列較早發生者之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 依照百慕達法例或本公司之公司細則規定本公司下屆股東週年大會須予召開之期限屆滿之日期；或
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或修改本決議案授予本公司董事權力之日期；及

「供股」指本公司董事於指定期間，向於指定記錄日期名列在本公司股東名冊上之股東，按其當時之持股比例提呈發售股份或提呈或發行購股權或附有可認購股份權利之其他證券之建議（惟本公司董事有權在必要或權宜時，就零碎股權或香港以外任何地區之任何有關法例規定或法律責任，或

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 any territory outside Hong Kong).’

6. “THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase its shares on The Stock Exchanges of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time), be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares which may be purchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the shares of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly;

任何認可之證券交易所或監管機構之規定，取消若干股東在此方面之權利或作出其他安排)。

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（定義見下文）內行使本公司一切權力，根據聯交所上市規則（經不時修訂）在香港聯合交易所有限公司（聯交所）或任何本公司股份可能上市並就此獲香港證券及期貨事務監察委員會及聯交所認可之其他證券交易所購買本公司之股份；
- (b) 本公司根據(a)段之批准，可購回之本公司股份總面值不得超過於本決議案通過當日本公司已發行股份總面值之10%，而該批准須受此數額限制；

(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 expiration of the period within which the next annual general meeting of the Company is required by the Bermuda law or the bye-laws of the Company to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution; and

7. “THAT:

conditional upon the Ordinary Resolutions Nos. 5 and 6 above being passed, the unconditional general mandate granted to the Directors of the Company to issue of additional shares pursuant to the Resolution 5 above be extended by the addition of an amount representing the aggregate nominal amount of the shares of the Company

(c) 就本決議案而言：

「有關期間」指由本決議案通過當日至下列較早發生者之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 依照百慕達法例或本公司之公司細則規定本公司下屆股東週年大會須予召開之期限屆滿之日期；或
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或修改本決議案授予本公司董事權力之日期；及

7. 動議：

待上述第 5 項及第 6 項決議案獲通過後，擴大上文第 5 項決議案授予本公司董事配發額外公司股份之無條件一般性授權，增加至包括本公司可根據上述第 6 項所載之決議案授予之權力而購買之本公司股份面值總額，惟

purchased by the Company under the mandate granted pursuant to the Resolution (6) above, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.”

By Order of the Board

**Tang Siu Fai**

*Company Secretary*

此增加之數額不得超過本公司於本決議案通過之日已發行股份面值總額之10%。」

承董事會命

公司秘書

鄧兆輝

Hong Kong, 19th July, 2001

香港，二零零一年七月十九日

Notes:

附註：

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of attorney or authority, must be deposited with the Company Secretary at the Company's Head Office, Unit 601-610, Tower 1, Grand Central Plaza, 138 Shatin Rural Committee Road, Shatin, NT, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting or poll. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.

1. 任何有權出席大會並於會上投票之股東有權委任另一位人士為其代表以出席大會及投票。受委代表毋須為本公司股東。
2. 委任代表之文據須委任人或其正式書面授權之人士簽署。倘委任人為公司，則須加蓋公司印鑑或經由公司負責人或其正式授權之人士簽署。
3. 委任表格連同經簽署之授權書或其他授權文件(如有)，或經公證人證明之授權書或其他授權文件副本，最遲須於大會或續會或投票指定舉行時間前四十八小時交回本公司總辦事處(地址為香港新界沙田鄉事會路138號新城市中央廣場第一座601-610室)予本公司秘書，方為有效。交回委任表格後，股東仍可親身出席大會並投票。倘如此，委任表格將視作已告撤銷。

4. The Register of Members of the Company will be closed from Tuesday, 14th August, 2001 to Monday, 20th August, 2001 both days inclusive, during which period no transfers of shares can be registered.
  5. In order to qualify for the proposed final dividend, all transfer forms accompanied by the relevant share certificate must be lodged with the Company's branch share registrars in Hong Kong, Hong Kong Registrars Limited at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong not later than 4:00 p.m. on Monday, 13th August, 2001.
  6. An explanatory statement containing information regarding Resolution No. 6 above will be sent to shareholders shortly together with the Company's Annual Report.
4. 本公司將於二零零一年八月十四日星期二至二零零一年八月二十日星期一，包括首尾兩天，暫停辦理股份過戶登記手續。
  5. 為符合可獲派建議之末期股息，所有股份過戶文件連同有關股票須於二零零一年八月十三日星期一下午四時前送交本公司之香港股份過戶登記處，香港證券登記有限公司，地址為香港德輔道中199號維德廣場2樓，以辦理股份過戶登記手續。
  6. 有關上述第6項決議案之說明文件將隨本公司年報一同寄發予股東。