

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Raymond Industrial Limited (“the Company”) will be held at The Academy Rooms, Grand Stanford Inter-Continental Hong Kong, No. 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, the 3rd day of June 2002 at 3:00 p.m. for the following purposes:

1. To receive and consider the Financial Statements and Reports of Directors and Auditors for the year ended 31 December 2001.
2. To declare a final dividend.
3. To re-elect directors and fix their remuneration.
4. To appoint auditors and authorise the directors to fix their remuneration, special notice having been given, pursuant to Sections 116C and 132(1) of the Companies Ordinance, (Chapter 32 of the Laws of Hong Kong) of the intention to propose the following resolution as an ordinary resolution:

“THAT PricewaterhouseCoopers be appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the directors.”

5. As special business, to consider and if thought fit, to pass with or without modification the following resolution as Ordinary Resolution:

“THAT

- (a) subject to paragraph (c) below, 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 or other securities convertible into shares and to make or grant offers, agreements and options which might require the exercise of such power be and it 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 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) above, otherwise than pursuant to (i) a Rights Issue as hereinafter defined, (ii) the exercise of the subscription rights under any securities which are convertible into shares of the Company, (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and this 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 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 Articles of Association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders 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 exclusions 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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

By Order of the Board  
**Wong Sui Wah Michael**  
Company Secretary

Hong Kong, 19 April 2002

Notes:

1. Every member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. 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 that power of attorney or authority, must be delivered to the Registered Office of the Company at Room 1801-1813, 18th Floor Grandtech Centre, 8 On Ping Street, Shatin, N.T. at least 48 hours prior to the time appointed for holding the Annual General Meeting.
3. The Register of Members of the Company will be closed from 13 May 2002 to 17 May 2002 (both days inclusive) during which period no transfers of Shares will be effected. In order to rank for the final dividend, all share transfer documents accompanied by the relevant Share certificates must be lodged with the Company's registrars, Central Registration Hong Kong Limited, at 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 10 May 2002.

# 股東週年大會通告

茲通告利民實業有限公司（「本公司」）謹定於二零零二年六月三日（星期一）下午三時假座香港九龍尖沙咀麼地道70號海景嘉福酒店瀚林廳舉行股東週年大會，以便處理下列事項：

- （一）省覽截至二零零一年十二月三十一日止年度之財務報表與董事會及核數師報告書。
- （二）宣佈派末期股息。
- （三）重選舉董事及釐定其酬金。
- （四）選核數師及授權董事會釐定其酬金；根據公司條例（香港法例第三十二章）第116C條及第132(1)條之規定所須發出的特別通知，擬通過下列決議案為普通決議案：

「動議羅兵咸永道會計師事務所為本公司之核數師，直至本公司下屆股東週年大會結束時為止，其酬金將由董事釐定」

- （五）作為特別事項，考慮並酌情通過或經修訂後通過下列決議案為普通決議案：

「動議：

- （a）在下文(c)段之限制下，一般及無條件批准本公司董事於有關期間內行使本公司所有權力以配發、發行及處理本公司股本之額外股份或可轉換為該等股份之證券，並作出或授予或須行使此等權力之售股建議、協議及購股權；
- （b）上文(a)段之批准可授權本公司董事於有關期間內作出或授予或須於有關期間結束後行使此等權力之售股建議、協議及購股權；
- （c）本公司之董事依據上文(a)段所載之批准而配發或同意有條件配發或無條件配發（不論是否依據股權或其他原因而配發）之股本面值總額（按(i)配售新股（定義見下文）(ii)行使本公司發行之任何可轉換為本公司股份之任何證券之條款下之認購權(iii)當時採納以向本公司之職員或僱員授出或發行本公司股份或可購買本公司股份之權利之任何購股計劃或類似安排除外）不得超過於本決議案通過之日本公司已發行股本面值總額的百分之二十；
- （d）就本決議案而言：

「有關期間」乃指由本決議案通過之日起至下列任何一項之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 依據本公司之組織章程細則或任何適用之法例規定本公司下屆股東週年大會須予召開之期限屆滿之日；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載列之授權。

「配售新股」乃指本公司董事於所指定期間內，根據本公司之股份或任何類別股份之持有人於某一指定記錄日期登記在股東名冊之持有股份或任何類別股份之比例而提出之股份配售建議（惟本公司董事有權就零碎股權或香港以外任何地區之法律限制或責任，作出其認為必要或權宜之豁免或其他安排）。

承董事會命  
公司秘書  
黃瑞華

香港，二零零二年四月十九日

附註：

- （一）凡有權出席股東週年大會並於會上投票之股東，均有權委派一位或多位代表出席及投票。該代表毋須為本公司之股東。
- （二）代表委任表格必須連同經簽署之授權書或其他授權文件（如有）或經由公證人簽署證明之授權書或授權文件副本，最遲於上述大會召開時間四十八小時前送達本公司之註冊辦事處，地址為沙田安平街八號偉達中心十八樓一八零一至一八一三室。
- （三）本公司之股東名冊將由二零零二年五月十三日至二零零二年五月十七日（首尾兩天包括在內）止期間暫停辦理股份過戶登記手續。如欲獲派末期股息，須於二零零二年五月十日下午四時前將過戶文件連同有關之股票交回本公司之過戶登記處，香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心19樓。