

Notice of Annual General Meeting 股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Global China Technology Group Limited (the "Company") will be held at 4:00 pm, on 28 May 2002 at Ballroom A, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Hong Kong for the following purposes:

1. To receive, consider and approve the audited consolidated financial statements and the Reports of the Directors and Auditors for the year ended 31 December 2001.
2. To consider and, if thought fit, to pass each of the following resolutions as ordinary resolution:
 - 2a. To re-appoint Ms. Inn, Judy as director (Note 4)
 - 2b. To re-appoint Mr. Jia Hong Ping, Michael as director (Note 4)
 - 2c. To re-appoint Mr. Yang Yiu Chong, Ronald Jeffrey as director (Note 5)
3. To re-appoint Ernst & Young as Auditors of the Company for the coming year and authorise the Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - A. **"THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

茲通告 泛華科技集團有限公司(「本公司」)謹定於二零零二年五月二十八日下午四時假座香港金鐘法院道太古廣場港島香格里拉大酒店宴會廳A舉行股東週年大會(「股東週年大會」)，處理下列事項：

1. 省覽及批准截至二零零一年十二月三十一日止年度之經審核綜合財務報表及董事會報告與核數師報告。
2. 考慮並酌情通過以下各項為普通決議案：
 - 2a. 重新委任邢珠迪小姐為董事(附註4)
 - 2b. 重新委任賈紅平先生為董事(附註4)
 - 2c. 重新委任楊耀宗先生為董事(附註5)
3. 重新委聘安永會計師事務所為本公司應屆核數師及授權董事會釐訂其酬金。
4. 作為特別事項，考慮並酌情通過下列決議案為普通決議案：
 - A. **「動議：**
 - (a) 在下文(c)段所載之規限下，一般及無條件地批准本公司之董事於有關期間內(定義見下文)行使本公司之一切權力，以配發、發行及處理本公司股本中每股面值0.10港元之額外股份，及在將會或可能須要行使此項權力之情況下，作出或授予配發股份動議、協議及優先購股權；

(b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or 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, warrants 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); or (ii) an issue of shares as scrip dividends from time to time pursuant to the bye-laws of the Company (as amended from time to time); or (iii) the grant of options under the share option scheme of the Company or the exercise of any of the subscription rights attaching to any options that have been or may be granted thereunder; or (iv) any issue of shares of the Company upon exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earlier of:

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

(b) 上述(a)段所授予董事之批准為任何其他授權以外之一項額外授權，授權本公司之董事於有關期間內，作出或授予將會或可能須於有關期間完結後行使此項權力之配發股份動議、協議及優先購股權；

(c) 本公司董事根據上述(a)段賦予之批准而配發或有條件或無條件同意配發(不論是否依據優先購股權、認股權證或其他事項)之股本總面值(依據(i)供股(定義見下文)；(ii)根據本公司之公司細則(經不時修定)而不時發行之股份以代替本公司股息；及(iii)根據本公司之購股權計劃所授出之購股權及行使(已發予或未發予之)優先購股權所附之認購權以認購之本公司股份；或(iv)行使公司認股權證所賦予之任何認購或轉換權或行使任何可轉換為本公司股份之證券而發行之股份外)，不得超過於本決議案通過當日本公司之已發行股本總面值之20%，而上述批准亦須受此限制；及

(d) 就本決議案而言：

「有關期間」指由本決議案獲通過當日起至下列三者中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) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares or an offer or issue of warrants or options or similar instruments to subscribe for shares open for a period fixed by the Directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (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, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

B. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) of resolution number 4A above) of all powers of the Company to purchase issued securities in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for

- (ii) 任何適用法例或本公司之細則規定須舉行本公司下屆股東週年大會之期限屆滿時；及

- (iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案所載授權之日；

「供股」指本公司董事於指定之期間，向於指定記錄日期名列本公司股東名冊之本公司股東，按彼等當時之持股比例發售股份或給予認股權證，或優先認股權或其他類似工具以認購公司股份（惟本公司董事可就零碎股權或香港以外任何地區之任何法律限制或責任，或任何認可監管機構或任何證券交易所之規定，作出其認為必要或適當之豁免或其他安排。）」

B. 「動議：

- (a) 根據下文(c)段所載之規限下，一般及無條件批准本公司之董事於有關期間（定義見上述第4A項決議案之(d)段）內行使本公司之一切權力，按照所有適用之法例及香港聯合交易所有限公司證券上市規則之規定，

this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to procure the Company to purchase its securities at a price determined by the Directors;

(c) the aggregate nominal amount of share capital of the Company to be purchased, or agreed conditionally or unconditionally to be purchased, by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

C. **“THAT** subject to the passing of resolutions No. 4A and No. 4B set out above, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted pursuant to the abovementioned resolution No. 4B shall be added to the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the abovementioned resolution No. 4A.”

D. **“THAT** subject to and conditional upon the Stock Exchange granting approval for the listing of and permission to deal in the shares which may fall to be issued by the Company pursuant to the exercise of options granted under the New Share Option Scheme (as

於香港聯合交易所有限公司（「聯交所」）或本公司證券可能上市及已獲香港證券及期貨事務監察委員會及聯交所認可之任何其他證券交易所，購回本公司股本中之已發行證券；

(b) 上述(a)段所授予之批准，乃為董事獲授之任何其他授權以外之一項額外授權，授權董事於有關期間內促使本公司按董事釐定之價格購回其已發行股份；

(c) 本公司根據上述(a)段所授予之批准，購回或協議有條件或無條件購回本公司股本之總面值，不得超過於本決議案通過當日本公司已發行股本總面值之10%，而上述批准受此限制。」

C. **「動議：**待大會通過上述第4A項及4B項決議案後，將本公司根據上文第4B項決議案內所授予之授權而購回本公司股本中股份之總面值，加入根據上文第4A項決議案授予本公司董事權力，可能配發或可能同意有條件或無條件配發本公司股本之總面值內。」

D. **「動議：**待聯交所批准根據本公司之新股認股權計劃（定義見與本通告同日寄發予股東之通函內）所授出之優先認股權行使後而予發行之本公司股份上市及買賣許可後，通過及

defined in the circular despatched to the shareholders of the Company dated the same date as of this Notice), the New Share Option Scheme (the rules of which are set out in the printed document marked "A" produced to this meeting and for the purpose of identification signed by the Chairman) be and is hereby approved and adopted in replacement of the existing share option scheme adopted by the Company on 14 June 1996 (the "**Existing Holding Share Option Scheme**") and that the Directors of the Company be and is hereby authorised to do all such acts and to take all such steps and actions and to execute all such documents on behalf of the Company as may be necessary or expedient in order to give effect to the New Share Option Scheme, including without limitation, to issue and allot shares in the capital of the Company on terms therein mentioned."

- E. "THAT subject to and conditional upon the passing of the abovementioned resolution No. 4D and the New Share Option Scheme taking effect in accordance with its terms, the Existing Share Option Scheme be hereby terminated."

By Order of the Board
Ho Yiu Cheung, Jason
Company Secretary

Hong Kong, 30 April 2002

採納新股認股權計劃(其條款載於呈交大會主席簽署並註有「A」字樣以資識別之印刷文件內)及取代於一九九六年六月十四日採納之認股權計劃(現行認股權計劃)。亦授權本公司董事為落實新認股權計劃作出一切所需或合宜之行為及定立一切所需或合宜之文件，包括沒有限制地按該計劃之條款發行、配發本公司股份。」

- E. 「動議：待上述4D決議案通過及批准採納新優先認股權計劃(根據其條款)後，終止現行認股權計劃。」

承董事會命
公司秘書
何耀祥

香港，二零零二年四月三十日

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one (or if holding two or more shares, more than one) proxy to attend and, in the event of a poll, vote in his/her stead. A proxy need not be a member of the Company. A form of proxy of the meeting is enclosed. If the appointer is a corporation, the form of proxy must be under its common seal, or under the hand of an officer or attorney duly authorized on its behalf.
2. In order to be valid, the form of proxy must be deposited at the Company's principal office at Suite 6605-09, 66/F, The Center, 99 Queen's Road Central, Central, Hong Kong together with a 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, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. The register of members of the Company will be closed from 27 May 2002 to 28 May 2002, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not later than 4:00 p.m. on 24 May 2002.
4. Ms. Inn, Judy and Mr. Jia Hong Ping, Michael will retire from office as directors by rotation at the above Meeting pursuant to Bye-law 87(1) of the Company's bye-laws and, being eligible, offer themselves for re-election.
5. Mr. Yang Yiu Chong, Ronald Jeffrey, being director appointed by the Board after the previous annual general meeting held in 2001, will retire from office as director at the above Meeting pursuant to Bye-law 86(2) of the Company's bye-laws and, being eligible, offers himself for re-election.

附註：

- (1) 有權出席上述通告召開之大會並於會上投票之股東，可委派一位代表（如持有兩股或以上股份，則可委派超過一位代表）出席並於表決時代其投票。受委代表毋須為本公司股東。本通告隨附一份代表委任表格。倘若委任人為一間公司，代表委任表格必須印有公司印鑑，或經由該公司的主要人員或獲正式授權的授權人簽署。
- (2) 代表委任表格連同簽署人之授權書或其他授權文件（如有）或經證明之該授權書或授權文件副本，最遲須於大會或其任何續會舉行時間四十八小時前交回本公司之主要辦事處（地址為香港中環皇后大道中99號中環中心66樓6605-09室），方為有效。
- (3) 本公司將由二零零二年五月二十七日至二零零二年五月二十八日（首尾兩天包括在內）暫停辦理股份過戶登記手續。為符合出席股東週年大會並於會上投票的資格，股東須於二零零二年五月二十四日下午四時正前將所有股份過戶文件連同有關股票交回本公司股份過戶登記處香港分處登捷時有限公司，地址為香港中環夏慤道10號和記大廈4樓。
- (4) 邢珠迪小姐及賈紅平先生跟據本公司細則第87(1)條之規定，將於上述大會輪值告退。惟彼等符合資格並願意膺選連任。
- (5) 楊耀宗先生（董事會於去屆二零零一年股東週年大會後委任的董事）將跟據本公司細則第86(2)條之規定，將於上述大會中退任，惟彼符合資格並願意膺選連任。