

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company will be held at Harbour Plaza Rooms I & II, Basement 1, Harbour Plaza North Point, 665 King's Road, North Point, Hong Kong on Tuesday, 20 May 2003 at 10:00 a.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2002.
2. to re-elect directors and to fix the remuneration of directors.
3. to re-appoint auditors and to authorise the directors to fix their remuneration.
4. as special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

- (i) “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing of, and permission to deal in, the shares of par value of HK10 cents each in the capital of the Company (the “Shares”) (which Shares represent 10% of the total issued Shares as at the date of the approval of the New Share Option Scheme (as defined below)) which may fall to be issued upon the exercise of the subscription rights attaching to the options to be granted under the new share option scheme to be adopted by the Company (the “New Share Option Scheme”), a copy of which is marked “A” and produced to the Meeting and for the purpose of identification signed by the Chairman of the Meeting, the New Share Option Scheme be and is hereby approved and adopted to be the share option scheme of the Company and that the board of directors of the Company be and is hereby authorized to grant options to subscribe for Shares in accordance with the rules of the New Share Option Scheme and to allot and issue shares pursuant to the New Share Option Scheme and to do all such acts and enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the New Share Option Scheme.”

**茲通告**本公司謹訂於二零零三年五月二十日星期二上午十時正假座香港北角英皇道665號北角海逸酒店地庫一樓Harbour Plaza Room I及II舉行股東週年大會，以便處理下列事項：

1. 省覽及考慮截至二零零二年十二月三十一日止年度之經審核綜合財務報告與董事局報告書及核數師報告書。
2. 重選董事及釐定董事酬金。
3. 續聘核數師及授權董事局釐定其酬金。
4. 作為特別事項，考慮並酌情通過下列普通決議案：

### 普通決議案

- (i) 「**動議**：待香港聯合交易所有限公司（「聯交所」）上市委員會批准根據本公司所採納的新認股權計劃（「新認股權計劃」）（註有「A」字樣的新認股權計劃文本乙份已提呈大會並由大會主席簽署以資識別）授出的認股權所附認購權利獲行使而予以發行之股份（本公司股本中每股面值港幣10仙之股份（「股份」），該等股份佔根據新認購股份計劃（定義見下文）通過當日已發行股份總值10%之股份）上市及買賣，批准及採納新認股權計劃為本公司之認股權計劃，並授權本公司董事局由根據新認股權計劃規則授予認股權以認購股份及根據新認股權計劃配發及發行股份及進行及訂立為使新認股權計劃得以實施而屬必要或權宜之所有相關行動、交易及安排。」

- (ii) “**THAT** subject to and conditional upon ordinary resolution no. 4(i) set out in the notice convening this Meeting being passed and becoming unconditional, the existing share option scheme of the Company adopted on 10 January 2000 be terminated with effect from the date on which such resolution shall become unconditional.”
- (iii) “**THAT:**
- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on 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, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the amount of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period, shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said approval shall 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 which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and
- (ii) 「**動議**：待本大會通告第4(i)項普通決議案獲通過及成為無條件後，於本決議案成為無條件當日起終止本公司於二零零零年一月十日採納之現行認股權計劃。」
- (iii) 「**動議**：
- (a) 在本決議案(b)段之規限下，一般及無附帶條件批准本公司董事局於有關期間(定義見下文)內行使本公司所有權力，購回本公司於聯交所上市或經由證券及期貨事務監察委員會及聯交所就此認可而於任何其他證券交易所上市之股份，購回本公司股份須遵循及按照所有適用之法例及不時修訂之聯交所證券上市規則或任何其他證券交易所之規定；
- (b) 本公司根據本決議案(a)段之批准購回本公司股份之數額於有關期間將不得超過本決議案獲通過當日本公司已發行股份面值總額之10%，而上述批准亦須受此數額限制；及
- (c) 就本決議案而言，「有關期間」乃指通過本決議案之日起至下列任何較早之日期止之期間：
- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司之公司細則或適用之法例規定本公司須舉行下屆股東週年大會期限屆滿之日；及

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

(iii) 本公司之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述之授權之日。」

(iv) “**THAT:**

(iv) 「**動議：**

(a) subject to paragraph (c) of this Resolution, 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 in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(a) 在本決議案(c)段之規限下，一般及無附帶條件批准董事局於有關期間(定義見下文)內行使本公司所有權力以配發、發行及處理本公司股本中之額外股份，並作出或授予或需行使此項權力之售股建議、協議及優先認股權(包括可轉換為本公司股份之債券、認股權證及債權証)；

(b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

(b) 在本決議案(a)段之批准將授權董事局於有關期間(定義見下文)內作出或授出需要或可能需要於有關期間結束後行使該等權力之售股建議、協議及優先認股權(包括可轉換為本公司股份之債券、認股權證及債權証)；

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Bye-Laws of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and

(c) 本公司董事局根據本決議案(a)段之批准而配發或同意有附帶條件或無附帶條件配發(不論根據認股權或以其他方式)之股本面值總額(但不包括(i)配售新股(定義見下文)、(ii)依據本公司任何認股權證或可轉換為本公司股份之證券之條款而行使認購權或換股權而發行之本公司股份；(iii)依據本公司不時之公司章程細則就以股代息計劃發行之本公司股份；或(iv)依據任何經已採納可授予或發行本公司股份或購買本公司股份之權利之優先認股計劃或類似安排而發行股份)，不得超過本決議案獲通過當日本公司已發行股本面值總額之20%，而上述批准亦須受此數額限制；及

(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 the Bye-Laws of the Company or any applicable law 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 of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register 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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

(d) 就本決議案而言，

「有關期間」乃指通過本決議案之日起至下列任何較早之日期為止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司之公司細則或適用之法例規定本公司須舉行下屆股東週年大會期限屆滿之日；及
- (iii) 本公司之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述之授權之日；及

「配售新股」乃指本公司董事局於所定期間內根據於某一指定記錄日期名列股東名冊之股東按彼等於當日之持股比例配售股份（惟本公司董事局有權就零碎股權或適用於本公司之香港以外任何地區之法律限制或責任或其任何認可管制機構或任何證券交易所之規定，作出其認為必要或權宜之豁免或其他安排。）

(v) “**THAT** subject to the passing of Ordinary Resolutions Nos. 4(iii) and 4(iv) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution No. 4(iv) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 4(iii) set out in the notice convening this meeting, provided that such amount of shares shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said Resolution.”

By Order of the Board

**Chan Tin Wai, David**

*Company Secretary*

Hong Kong SAR, 8 April 2003

Notes:

1. Any member of the Company entitled to attend and vote at the 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, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the principal place of business of the Company at 25th Floor, 625 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. A circular containing details regarding the New Share Option Scheme, the proposed general mandates to directors of the Company to repurchase shares and to issue shares of the Company under resolutions 4(iii), 4(iv) and 4(v) above will be despatched to members together with the 2002 annual report.

(v) 「**動議**：待本大會通告第4(iii)及第4(iv)項普通決議案獲通過後，藉加入相當於本公司根據第4(iii)項普通決議案授予之權力購回之本公司股本中之股份面值總額之數額，以擴大董事局根據召開本大會之通告所載4(iv)項普通決議案之權力配發及處理額外股份之一般授權；惟該購回股份數額不得超過上述議案獲通過當日本公司已發行股本面值總額10%。」

承董事局命

公司秘書

**陳天衛**

香港特別行政區，二零零三年四月八日

附註：

1. 凡有權出席此次大會並可於會上投票之股東，均有權委派一名或多名代表出席，並於投票表決時代其投票，受委代表毋須為本公司之股東。
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)或經公證人簽署證明之授權書或授權文件副本，須於大會指定舉行時間48小時前送達本公司之主要營業地點，地址為香港北角英皇道625號25樓，方為有效。
3. 載有關於新認股權計劃及上述4(iii)、4(iv)及4(v)項決議案建議授予本公司董事局購回及發行本公司股份之一般授權而刊發之通函將連同二零零二年年報一併寄發予股東。