

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 Group Holdings Limited (the "Company") will be held at Function Room, 6/F, Sing Tao Building, 1 Wang Kwong Road, Kowloon Bay, Hong Kong on Tuesday, 24 June 2003 at 3:30 p.m. for the following purposes:—

1. To receive, consider and approve the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2002.
2. To determine a maximum number of directors and to authorise the directors to fill vacancies on the board and appoint additional directors.
3. To re-elect directors and to authorise the board of directors to fix their fee.
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
5. 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Global China Group Holdings Limited(「本公司」)謹定於二零零三年六月二十四日星期二下午三時三十分假座香港九龍灣宏光道一號星島大廈六樓演講室舉行股東週年大會，以處理下列事項：

1. 省覽及批准截至二零零二年十二月三十一日止年度之經審核財務報表、董事會及核數師報告。
2. 釐定董事會最高人數及授權董事會委任及增聘董事。
3. 重選董事並授權董事會釐定其酬金。
4. 重聘核數師及授權董事會釐定其酬金。
5. 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(定義見下文)內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、協議及購股權；

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- (b) the approval in paragraph (a) above shall be in addition to any other authorisation 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 as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (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)；或(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；或(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)購股權所附之認購權以認購之本公司股份；或(iv)行使本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) 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;
- (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

(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) 任何適用法例或本公司之公司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，或購股權或其他類似工具以認購本

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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 5A 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 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, 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;

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5A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(「聯交所」)證券上市規則之規定, 於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證券;

- (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. 5A and No. 5B 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. 5B 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. 5A.”
6. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:
- “THAT the bye-laws of the Company be and are hereby amended in the following manner:
- (a) by deleting the words “a recognised clearing house within the meaning of Section 2 of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong or” appearing in the definition of “clearing house” in bye-law 1; and
- (c) 本公司根據上述(a)段所授予之批准，購回或有條件或無條件同意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%，而上述批准亦須受此限制；及
- C. 「動議待大會通過上述第5A項及5B項決議案後，將本公司根據上文第5B項決議案內所授予之授權而購回本公司股本之總面值，加入根據上文第5A項決議案授予本公司董事權力，可能配發或可能有條件或無條件同意配發本公司股本之總面值內。」
6. 作為特別事項，考慮並酌情通過下列決議案為特別決議案：
- 「動議將本公司之公司細則作出下列修改：
- (a) 刪除公司細則第1條於「結算所」之釋義內出現之「根據香港證券及期貨（結算所）條例第2節所界定之認可結算所或」等字眼；及

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(b) by adding the words “deemed to have been duly authorised without further evidence of the fact and be” before the words “entitled to exercise the same rights and powers” in the second sentence of bye-law 84(2).”

By Order of the Board
Kuan Chi Yuen
Company Secretary

Hong Kong, 24 April 2003

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 vote in his/her stead. A proxy need not be a member of the Company. 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 authorised on its behalf.
2. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney or authority, must be deposited with the Company Secretary of the Company at 6th Floor, Tower B, Sing Tao Building, 1 Wang Kwong Road, Kowloon Bay, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Thursday, 19 June 2003 to Tuesday, 24 June 2003, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the said meeting, 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 G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 18 June 2003.

(b) 於公司細則第84(2)條第二句「有權行使相同權力」之字眼前加入「毋須事實證明而當作已獲正式授權而」等字眼。」

承董事會命
公司秘書
關志源

香港，二零零三年四月二十四日

附註:

1. 凡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）代其出席及投票。受委代表毋須為本公司股東。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公司秘書，地址為香港九龍灣宏光道一號星島大廈B座六樓，方為有效。
3. 本公司將由二零零三年六月十九日星期四至二零零三年六月二十四日星期二（首尾兩日包括在內）暫停辦理股份過戶登記手續。為符合出席上述大會並於會上投票的資格，股東須於二零零三年六月十八日星期三下午四時三十分前將所有股份過戶文件連同有關股票交回本公司之股份過戶登記處香港分處登捷時有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。