

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of the Company will be held at Unit 701, Tower One, Lippo Centre, 89 Queensway, Hong Kong on 4 September 2003, Thursday, at 11:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 March 2003.
2. To re-elect the retiring Director of the Company for the ensuing year and to authorise the Board to fix the Directors' remuneration.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company for the ensuing year and to authorise the Board to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following Resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

A. THAT

- (i) subject to paragraph A(iii) and pursuant to the Listing Rules, 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 which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph A(i) 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 expiry of the Relevant Period;

茲通告本公司謹訂於二零零三年九月四日星期四上午十一時正假座香港金鐘道89號力寶中心第一座701室舉行股東週年大會，處理下列事項：

- 一. 省覽及考慮截至二零零三年三月三十一日止年度之經審核財務報告表及董事會與核數師報告書。
- 二. 就下一年度重選退任董事及授權董事會釐定董事之酬金。
- 三. 續聘德勤•關黃陳方會計師行為本公司下年度核數師及授權董事會釐定其酬金。
- 四. 考慮並酌情通過下列事項為普通決議案(不論有否修訂)：

普通決議案

甲. 動議

- (i) 在本決議案第甲(iii)段之規限下及根據上市規則，特此一般性及無條件地批准董事於有關期間(按下文所界定)行使本公司全部權力以配發、發行及以其他方式處理本公司股本中之額外股份，並訂立或授出可能須行使此等權力之售股建議、協議或認股權；
- (ii) 本決議案第甲(i)段所載之批准應授權董事於有關期間(按下文所界定)訂立或授出可能須在有關期間屆滿後行使該等權力之售股建議、協議或認股權；

(iii) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph A(i), otherwise than pursuant to a Rights Issue (as hereinafter defined) or any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or right to acquire shares in the Company shall not exceed 20% of the aggregate of the total nominal value of the share capital of the Company in issue as at the date of this Resolution and the said approval shall be limited accordingly; and

(iv) for the purposes of this Resolution:

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

1. the conclusion of the next annual general meeting of the Company; or
2. 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 the Companies Act or any applicable law to be held; or
3. the passing of an Ordinary Resolution by the shareholders of the Company in general meeting revoking, varying or revising the authority given to the Directors of the Company by this Resolution; and

(iii) 除依據配售新股(按下文所界定)或目前採納之任何優先認股計劃或類似安排,向本公司及/或其任何附屬公司之僱員授予或發行股份或購買本公司股份之權利外,董事根據第甲(i)段之批准配發或有條件或無條件地同意配發之股本總面額不得超逾本公司於本決議案獲通過之日已發行股本總面額20%,而根據所述批准所授權力亦須受此數額限制;及

(iv) 就本決議案而言:

「有關期間」指由通過本決議案之時至下列三項中之較早日期止之期間:

1. 本公司下屆股東週年大會結束之時;或
2. 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿時;或
3. 本公司股東在股東大會通過普通決議案撤銷或修訂本決議案所授予董事之權力;及

“Rights Issue” means an offer of shares in the capital of the Company or an offer or issue of options or, warrants or other securities granting the right to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of shares, subject to all cases 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.

B. THAT

- (i) subject to paragraph B(ii) and all applicable laws and/or the requirement of the Listing Rules or of any other stock exchange as amended from time to time, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the shares of the Company on the SEHK or on any other stock exchange on which the shares of the Company may be listed and recognised by the SFC and the SEHK for this purpose, is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares in the Company pursuant to the approval granted in paragraph B(i) during the Relevant Period shall not exceed 10% of the aggregate of nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval be limited accordingly; and
- (iii) for the purposes of this Resolution:

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

1. the conclusion of the next annual general meeting of the Company; or

「配售新股」乃指董事於指定期間向於指定記錄日期名列本公司股東名冊之股份持有人，按其當時持有該等股份、可認購股份之期權或認股證或其他股票、有關類別股份之比例發售股份，惟董事有權在必須或權宜之情況下就零碎股權或經考慮任何香港以外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而取消在此方面之權利或另作安排。

乙. 動議

- (i) 在本決議案第乙(ii)段之規限下及根據聯交所上市規則或任何其他證券交易所所有適用法例及規定（以不時之修訂本為準），特此一般性及無條件地批准董事於有關期間（按下文所界定）行使本公司所有權力，並在其規限下於聯交所或本公司股份可能於其上市並獲證監會及聯交所就此認可之任何其他證券交易所購回本公司股本中之已發行股份；
- (ii) 根據本決議案第乙(i)段之批准，本公司將予購回或有條件或無條件地同意購回之股本總面額不得超逾本公司於本決議案獲通過之日已發行股本總面額10%，而上述批准亦須受此數額限制；及
- (iii) 就本決議案而言：

「有關期間」指由通過本決議案之時至下列三項中之較早日期止之期間：

1. 本公司下屆股東週年大會結束之時；或

2. 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 the Companies Act or any applicable to law to be held; or
3. the passing of an Ordinary Resolution by the shareholders of the Company in general meeting revoking, varying or revising the authority given to the Directors of the Company by this Resolution.

C. **THAT** conditional upon Resolutions Nos. 4A and 4B above being passed, the aggregate nominal value of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution No. 4B above shall be added to the aggregate nominal amount of share the capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 4A above.

By Order of the Board
LUI CHOI YIU ANGELA
Company Secretary

Hong Kong, 25 July 2003

2. 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿時；或
3. 本公司股東在股東大會通過普通決議案撤銷或修訂本決議案所授予董事之權力。

丙. **動議**待上述第四甲項及第四乙項決議案獲通過後，將依據上述第四乙項決議案所述授予董事之授權而購回本公司股本中股份總面額，加入董事依據上述第四甲項決議案可配發或有條件或無條件同意配發股本之總面額上。

承董事會命
雷彩姚
公司秘書

香港，二零零三年七月二十五日

Notes:

1. Any Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and on a poll, vote in his stead. A proxy need not be a Member of the Company. A form of proxy for use at the meeting is enclosed.
2. In order to be valid, the form of proxy must be deposited at the principal place of business of the Company in Hong Kong at Unit 801, Tower One, Lippo Centre, 89 Queensway, 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 or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The Register of Members will be closed from Thursday, 28 August 2003 to Thursday, 4 September 2003, both days inclusive, during which period no transfer of shares will be effected.
4. Concerning item 4A above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the Members as a general mandate for the purposes of Section 57B of the Companies Ordinance and the Listing Rules.
5. Concerning item 4B above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of the shareholders.
6. Concerning items 4A and 4B above, the Explanatory Statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, will be set out in a separate letter from the Company to be enclosed with the 2002/2003 Annual Report.

附註：

- 一. 凡有權出席上述大會及於會上投票之股東均有權委派代表代其出席及投票。受委代表毋須為本公司股東。隨附大會適用之代表委任表格。
- 二. 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,最遲須於大會或續會指定舉行時間前四十八小時送交本公司之主要營業地點,地址為香港金鐘道89號力寶中心第一座801室,方為有效。
- 三. 本公司將由二零零三年八月二十八日(星期四)至二零零三年九月四日(星期四),包括首尾兩天,暫停辦理股票過戶登記手續。
- 四. 有關上述第四甲項,董事茲聲明:董事現時並無任何計劃發行本公司之新股。要求股東授權之原因,乃遵照公司條例第57B條及上市規則而提出。
- 五. 有關上述第四乙項,董事會茲聲明:董事會將於認為符合股東利益之情況下,方行使有關授權以購回本公司之股份。
- 六. 有關上述第四甲項及第四乙項,遵照上市公司規則而編製之說明函件已載於一份通函內,將連同二零零二年/二零零三年年報寄予各股東,該說明函件載有有關資料,以便各股東考慮投票贊成或反對有關本公司購回本公司股份之決議案。