

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

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 Wednesday, the 2nd day of June 2004 at 3:00 p.m. for the following purposes:

As Ordinary Business:

1. To receive and consider the Financial Statements and Reports of Directors and Auditors for the year ended 31 December 2003.
2. To declare a final dividend.
3. To re-elect directors and fix their remuneration.

Details of the three Directors who will retire by rotation and, being eligible, offer themselves for re-election are as follows:

Mr. Kennedy Y H Wong, JP, aged 41, son of Dr. Wong, Philip Kin Hang, was appointed as a Non-executive Director on 8 June 1994 and became Deputy Chairman on 15 September 1997. He is a solicitor and China Appointed Attesting Officer. He was appointed a National Committee Member of The Chinese People's Political Consultative Conference in January 2003. Mr Wong is chairman of Cheung Fung Technology (Holdings) Limited, a subsidiary of the Company. Mr. Wong is also an Independent Non-executive Director of the listed Companies, China Overseas Holdings Limited, I-Steel Asia Holdings Limited, Capinfo Company Limited and Far Eastern Polychem Industries Limited. As disclosed in the Annual Report 2003 of the Company, the director's fee paid to Mr Wong for the year 2003 was HK\$50,000.00, the amount of which was determined on the basis of hours dedicated by the directors to attend meetings and business of the Company during the period. Mr Wong is currently interested in 15,528,828 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Raymond Wong Man Hin, aged 38, son of Mr. Wilson Wong Kin Lae, was appointed to the Board as a Non-executive Director on 18th July 2001 and became an Executive Director on 19th April 2002. Mr Wong is also director of a number of subsidiaries of the Company including Cheung Fung Technology (Holdings) Limited, Raymond (Guangzhou) Industrial Limited and Raymond (Panyu Nansha) Electrical Appliances Development Company Limited. He holds a Bachelor degree in chemical engineering and a Master degree in economics. He is a U.S. Certified Public Accountant (CPA), a Certified Management Accountant (CMA) and is certified in financial management (CFM). As disclosed in the Annual Report 2003 of the Company, the director's fee and Salaries, commissions and bonus paid to Mr Wong for the year 2003 amounted to HK\$50,000.00 and HK\$1,412,207.00 respectively. The amount of director's

茲通告利民實業有限公司(「本公司」)謹定於二零零四年六月二日(星期三)下午三時假座香港九龍尖沙咀麼地街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:

作為普通事項:

- (一) 省覽截至二零零三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。

以下三位董事將於應屆股東週年大會輪值告休,惟他們願應選連任。

黃英豪先生, 太平紳士, 41歲, 黃乾亨博士之兒子, 於1994年6月8日獲委任為董事, 並於1997年9月15日擔任執行副主席。他現職律師及中國司法部委托公証人。他於2003年1月份被任命為第十屆全國政協委員。他亦任中國海外發展有限公司、亞鋼集團有限公司、首都信息發展股份有限公司及遠東化聚工業股份有限公司等上市公司之獨立非執行董事。如2003年年報所列出的資料顯示, 黃先生於2003年收取之董事酬金為五萬元港幣。本公司依據黃先生參與董事會會議及事務所付出之時間而訂定合理的董事酬金。按照證券及期貨條例第15部份, 黃先生現持有本公司之股份15,528,828股。

黃文顯先生, 38歲, 黃乾利先生之兒子, 於2001年7月18日被委任本公司非執行董事, 並於2002年4月19日獲委任執行董事。他持有化學工程學士學位及經濟碩士學位, 同時也是美國執業會計師。如2003年年報所列出的資料顯示, 黃先生於2003年收取之董事酬金及薪金分別為五萬元港幣及一百四十一萬二千二百零七元港幣。本公司依據黃先生參與董事會會議及事務所付出之時間, 及黃先生全職管理公司之日常事務, 而分別訂定合理的

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fee was determined on the basis of hours dedicated by the directors to attend meetings and business of the Company during the period and the salaries, commissions and bonus commensurate with Mr Wong's full-time service and contribution to the Company. Mr Wong is currently interested in 4,117,972 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Qiang Wenyu, aged 31, was appointed as one of our Non-executive Directors on 1st April 2003. Mr. Qiang Wenyu graduated from Beijing Institute of Technology in 1987 and joined the service of China North Industries Corporation in 1995. In the year 2003, Mr. Qiang assumes office as the Assistant General Manager of Silver City International (Holdings) Ltd. and the General Manager of Throne Star International Ltd. As disclosed in the Annual Report 2003 of the Company, the director's fee paid to Mr Qiang for the year 2003 was HK\$50,000.00, the amount of which was determined on the basis of hours dedicated by the directors to attend meetings and business of the Company during the period. Mr Qiang is currently interested in 942,902 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

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."

As special business, to consider and, if thought fit, to amend the Company's Articles of Association and increase the authorized share capital of the Company to allow the Company to issue new shares exceeding the current authorized share capital in accordance with its Articles of Association by passing the following Resolutions as Special Resolutions:

SPECIAL RESOLUTIONS

5. **"THAT** the Articles of Association of the Company be amended to reflect the legislative changes to the Companies Ordinance regarding the removal of a director by an ordinary resolution and to incorporate the changes that will be required under the revised The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in manner as follows:

(A) The phrase "Subject to the rules prescribed from time to time by the stock exchange in Hong Kong on which the Company's shares are listed," be added to the beginning of Article 76 of the Articles of Association of the Company.

董事酬金及薪金(包括花紅)。按照證券及期貨條例第15部份,黃先生現持有本公司之股份4,117,972股。

強文郁先生,31歲,於2003年4月1日擔任本公司非執行董事。1987年畢業於北京理工大學,1995年加入中國北方工業公司。2003年擔任銀華國際(集團)有限公司總經理助理與利星國際有限公司總經理。如2003年年報所列出的資料顯示,強先生於2003年收取之董事酬金為五萬元港幣。本公司依據強先生參與董事會會議及事務所付出之時間而訂定合理的董事酬金。按照證券及期貨條例第15部份,強先生現持有本公司之股份942,902股。

- (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」

作為特別事項,考慮並酌情通過或按本公司之章程細則通過下列決議案為特別決議案經修訂本公司之章程細則及增加本公司之授權股本以容許本公司發行多於現行的授權股本的新股:

特別決議案

- (五) 「**動議**按以下方式修訂本公司之章程細則,以反映《公司條例》有關以普通決議案免除董事之有關法例修訂,並載入經修訂之《香港聯合交易所有限公司證券上市規則》所規定之更改:

(A) 於本公司章程細則第76條句首加入以下短句「除根據在本公司股份上市所在之香港證券交易所不時訂定之規則規定外,」。

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- (B) A new second paragraph be added to Article 81 of the Articles of Association of the Company:

"Where any shareholder is, under the Exchange Listing Rules (as such term is defined in The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted."

- (C) Article 103(i)(b) of the Articles of Association of the Company be deleted in its entirety and be substituted by the following:

"Article 103(i)(b) A Director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates (as such term is defined in The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) has a material interest nor shall he be counted in the quorum present at the same board meeting, but this prohibition shall not apply and a Director may vote (and be counted in the quorum) in respect of any resolution concerning any one or more of the following matters:

- (a) the giving to him or any of his associates of any guarantee, indemnity or security in respect of money lent or obligations undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;
- (b) the giving to a third party of any guarantee, indemnity or security in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself or any of his associates has assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (c) where the Company or any of its subsidiaries is offering securities or debenture or other securities and the Director or any of his associates is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of such offer;
- (d) any contract in which he or any of his associates is interested in the same manner

- (B) 於本公司章程細則第81條新增以下一段作為第二段：

「倘根據聯交所上市規則(定義見《香港聯合交易所證券上市規則》)規定,任何股東須就任何個別決議案放棄投票或限定投贊成或反對票,則任何由該股東或其代表所作出不符合此規定或限制之投票均不計入有效票。」

- (C) 本公司章程細則第103(i)(b)條完全刪除,由下文取代:

「第103(i)(b)條 董事不得就批准其本人或其任何聯繫人士(定義見《香港聯合交易所有限公司證券上市規則》)擁有重大權益之任何合約、安排或其他建議之董事會決議案投票,亦不計入有關董事會會議之法定人數,惟對於有關下列一項或多項事宜之決議案,此項限制並不適用而董事可以投票(並計入法定人數):

- (a) 就董事或其任何聯繫人士應本公司或其任何附屬公司之要求或為該等公司之利益所借出之款項或作出之承擔而給予該董事或其任何聯繫人士任何擔保、彌償保證或抵押;
- (b) 因應本公司或其任何附屬公司之相關債項或責任而給予第三者任何擔保、彌償保證或抵押當中,董事或其任何聯繫人士個別或共同按某項擔保、彌償保證或抵押而承擔全部或部分責任;
- (c) 本公司或其任何附屬公司發售證券或債券或其他證券,而該董事或其任何聯繫人士有權或可能有權以證券持有人身份參與或參與包銷或分包銷;
- (d) 董事或其聯繫人士僅就其所持之本公司股份、債券或其他證券權益而與本公

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- as other holders of shares or debentures or other securities of the Company by virtue only of his or their interest in shares or debentures or other securities of the Company;
- (e) any contract concerning any other company (not being a company in which the Director and any of his associates in aggregate own 5 per cent. or more) in which he or any of his associate is interested directly or indirectly as an officer or shareholder;
- (f) any contract concerning the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, their associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any director or any of his associates as such any privilege or advantage not accorded to the employees to which the fund or scheme relates;
- (g) any contract for the benefit of employees of the Company or of any of its subsidiaries under which the Director or any of his associates benefits in a similar manner to the employees and which does not accord to any Director or any of his associates as such any privilege or advantage not accorded to the employees to whom the contract relates; and
- (h) any contract for the purchase or maintenance for any Director or directors of insurance against any liability."
- (D) Article 116 of the Articles of Association of the Company be amended by deleting the phrase "that the latest date for lodgment of such notices will be not more than seven days prior to the date of the meeting appointed for such election" and substituting therefor by "that the period for lodgment of the notices to the Company will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting."
- (E) Article 117 of the Articles of Association of the Company be amended by deleting the word "special" by substituting therefor by the word "ordinary".
- 司其他股份、債券或其他證券持有人同樣佔有權益之任何合約；
- (e) 董事或其任何聯繫人士作為高級職員或股東而擁有直接或間接權益之有關任何其他公司（不包括該董事或其聯繫人士合共擁有5%或以上之公司）之任何合約；
- (f) 採納、修訂或運作任何有關於董事、其聯繫人士及本公司或其任何附屬公司僱員之公積金或退休、身故或傷殘福利計劃之任何合約，而該等合約並無給予董事或其任何聯繫人士該公積金或計劃之有關僱員並不獲提供之任何特權或利益；
- (g) 為本公司或其任何附屬公司僱員利益而訂立之任何合約，而董事或其任何聯繫人士可獲得類似僱員所得的利益，惟該等合約並無給予董事或其任何聯繫人士合約之有關僱員並不獲享之任何特權或利益；及
- (h) 為任何一名或多名董事購買或延續任何責任保險保障之任何合約。」
- (D) 修訂本公司章程細則第116條，刪除「該等通知最遲須於進行選舉之會議舉行日期前七天送達」，改為「該等通知須於不早於進行選舉之會議通知發出當日及不遲於該會議舉行日期之前七天之期間送達本公司。」
- (E) 修訂本公司章程細則第117條，刪除「特別」一詞，改為「普通」。

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The amended Article 117 shall read "The Company may by ordinary resolution remove any Director including a managing or other executive director, but without prejudice to any claim for damages under any contract before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director, and may elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed."

6. "THAT the authorized share capital of the Company be and is hereby increased from HK\$250,000,000.00 to HK\$500,000,000.00 by the creation of additional 500,000,000 shares of HK\$0.50 each, such new shares ranking pari passu in all respects with the existing shares of HK\$0.50 each in the capital of the Company."

And as Special Business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

7. "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

經修訂之第117條應如下：「本公司可以普通決議案免除董事（包括董事總經理或其他執行董事）職務，並另選替任人，惟不論本章程細則或本公司與該董事之任何協議之條文，此規定並不影響董事因任期提早終止而根據任何合約提出索償之權利。任何就此獲選之替任董事之任期至假設原董事並無被免職而原應有之任期屆滿為止。」

- (六) 「動議批准設立500,000,000股每股面值0.50港元之新股份，將本公司之法定股本從250,000,000.00港元增至500,000,000.00港元。新增股份在所有方面與本公司現有每股面值0.50港元之股份享有同等權益。」

作為特別事項，考慮並酌情通過以下之決議案為普通決議案：

普通決議案

- (七) 「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；及

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(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
Wilson Wong Kin Lae
Chairman

Hong Kong, 19 April 2004

Notes:

1. Pursuant to Article 76 of the Articles of Association of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairman; or
 - (b) by at least three members present in person or by proxy for the time being entitled to vote at the meeting; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) by any member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

(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
黃乾利
公司主席

香港，二零零四年四月十九日

附註：

1. 根據本公司章程細則第76條，在股東大會提出之決議案須以舉手方式表決，除非在宣佈舉手表決結果前或撤回另一項投票表決要求時，以下人士要求投票表決：
 - (a) 會議主席；或
 - (b) 不少於三位有權在會議投票而出席會議之股東或委任代表；或
 - (c) 一位或多位佔所有可在大會投票股東之投票權總額不少於十分之一而出席會議之股東或委任代表；或
 - (d) 一位或多位持有可在大會投票之本公司股份佔所有可在大會投票股份已繳股本總額不少於十分之一而出席會議之股東或委任代表。

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

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.

2. 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.
3. Directors Mr. Kennedy Y H Wong, Mr. Raymond Wong Man Hin and Mr. Qiang Wenyu will abstain from voting in the re-election of directors.
4. 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 Rooms 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.
5. The Register of Members of the Company will be closed from 31 May 2004 to 4 June 2004 (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, Computershare Hong Kong Investor Services Limited, at shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 28 May 2004.

As the date of this Notice, the directors of the Company are as follows:

Executive Director

Mr. Wilson Wong Kin Lae, Mr. Kennedy Y H Wong, Mr. John Wong Ying Man and Mr. Raymond Wong Man Hin

Non-executive directors

Dr. Wong, Philip Kin Hang, GBS, JP, LLD, DH, Mr. Huang Zhouchang, Mr. Qiang Wenyu and Mr Xiong Zheng Feng (alternate to Mr. Huang Zhouchang)

Independent Non-executive Director

Mr. Michael Leung Kai Hung and Mr. Anthony Fan Ren Da

除非要求投票表決，否則主席宣佈以舉手方式表決一致或以大多數通過或不通過決議案並且載入本公司會議紀錄，即為決定性證明而毋須證明贊成或反對該決議案的數目或比率。投票表決的要求可以撤回。

2. 可出席股東週年大會及投資之所有股東均可委任一位或多位代表為出席及投票。受委代表毋須為本公司股東。
3. 黃英豪先生、黃文顯先生及強文郁先生不得就重選董事投票。
4. 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，地址為香港新界沙田安平街八號偉達中心18樓1801至1813室。
5. 本公司之股東名冊將由二零零四年五月三十一日至二零零四年六月四日（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，須於二零零四年五月二十八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17樓1712至1716室。

按照本通告，本公司之董事如下：

執行董事：

黃乾利先生、黃英豪先生、黃英敏先生及黃文顯先生

非執行董事：

黃乾亨博士、GBS、太平紳士、LLD、DH、黃宙昌先生、強文郁先生及熊正峰先生（黃宙昌先生之代董事）

獨立非執行董事：

梁啟雄先生、范仁達先生