



Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at 1/F, Forefront Cyber Centre, 9 Fui Sha Wai Lane, Tong Yan San Tsuen, Yuen Long, New Territories, Hong Kong on Tuesday, 25th May 2004 at 4:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st December 2003;
2. To elect directors and to authorise the board of directors to fix their remuneration;
3. To appoint auditors and to authorise the board of 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), 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 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;
- (b) the approval in paragraph (a) 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;

茲通告本公司謹訂於二零零四年五月二十五日(星期二)下午四時正假座香港新界元朗唐人新村灰沙圍里9號福方數碼中心1字樓召開股東週年大會,以處理以下事項:

1. 省覽截至二零零三年十二月三十一日止年度之經審核財務報表及董事會與核數師報告;
2. 選舉董事及授權董事會釐定其酬金;
3. 委聘核數師及授權董事會釐定其酬金;
4. 作為特別事項,以考慮及酌情通過下列決議案為普通決議案:

A. **「動議:**

- (a) 在(c)段所規範下,一般及無條件批准本公司董事於有關期間行使本公司全部權力以配發、發行及處理本公司股本中的額外股份及提出及授出或需行使該等權力的建議、協議及認購權;
- (b) 上文(a)段之批准將授權本公司董事於有關期間內提出或授出需要於有關期間結束後行使該等權力之建議、協議及認購權;



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- (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), otherwise than pursuant to a Rights Issue or scrip dividend scheme of the Company or the exercise of the subscription rights under the share option scheme of the Company, shall not exceed 20 per cent of the aggregate nominal amount 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

- (d) for the purposes 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 Memorandum and Articles of Association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution 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 holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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).”

- (c) 本公司董事依據上文(a)段之批准而配發或有條件或無條件同意配發(不論是否依據認購權或其他原因配發)之股本面值總額,不得超過於本決議案通過當日,本公司已發行股本面值總額之20%;惟根據本公司供股或以股代息計劃或行使本公司根據購股權計劃授出的認購權者除外,上述批准亦須受此數額限制;及

- (d) 就本決議案而言:

「有關期間」指由本決議案通過之日至下列較早發生者之期間:

- (i) 本公司下屆股東週年大會結束時;
- (ii) 本公司的公司組織章程大綱及公司組織章程細則或任何適用法例規定本公司須召開下一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修訂本決議案之日;及

「供股」乃指本公司董事在指定期間內,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股比例提出售股建議(惟本公司董事可能會就零碎股權或由於任何地區之法例或香港以外其他地區之任何認可監管機構或任何證券交易所之規定而產生之任何限制或責任作出彼等認為必須或權宜之豁免或其他安排)。



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B. **“THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval 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 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 Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

B. **「動議:**

- (a) 一般及無條件批准本公司董事於有關期間行使本公司全部權力，遵照並依據所有適用法例購回其本身的股份；
- (b) 本公司根據上文(a)段之批准而於有關期間購回本公司股本面值總額不得超過於本決議案通過當日，本公司已發行股本面值總額之10%；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」指由本決議案通過之日至下列較早發生者之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司章程細則及任何適用法例規定本公司須召開下一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修訂本決議案之日。」



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C. **“THAT:**

conditional upon resolution no. 4B above being passed, the aggregate nominal amount 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 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.”

5. As special business, to consider and, if thought fit, pass, with or without modification, the following resolution as a special resolution:

“THAT the existing articles of association of the Company be and they are hereby amended in the following manner:

- (a) by adding the following definition in Article 2 immediately after the definition of “these Articles”:

““Associate(s)” shall have the meaning ascribed thereto in the Listing Rules;”;

- (b) by deleting the definition of “recognised clearing house” in Article 2 in its entirety and replacing it with the following definition:

““recognised clearing house” shall have the meaning ascribed thereto under the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong;”;

- (c) by deleting the definition of “subsidiary and holding company” in Article 2 in its entirety and replacing it with the following definition:

““holding company” and “subsidiary” shall have the meanings ascribed to such terms in the Listing Rules;”;

C. **「動議:**

待上文所載第4B項決議案獲通過後·由本公司依據上文所載第4B項決議案批准授予董事權力購回本公司股本之股份數目面值總額將加在依據上文第4A項決議案所載由本公董事可能配發或有條件或無條件同意配發之股本面值總額之上。」

5. 作為特別事項·考慮並酌情通過(不論是否經修訂)下列決議案為特別決議案:

「動議按下述方式修訂本公司現行之組織章程細則:

- (a) 在組織章程細則第2條內「此等組織章程細則」之後加入下列之定義:

「「聯繫人士」指 上市規則賦予之涵義:」;

- (b) 完全刪去組織章程細則第2條中「認可結算所」之定義·改以下列定義取代:

「「認可結算所」指 香港法例第571章證券及期貨條例賦予之涵義:」;

- (c) 完全刪去組織章程細則第2條中「附屬公司及控股公司」之定義·改以下列定義取代:

「「控股公司」及「附屬公司」指 上市規則賦予之涵義:」;



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- (d) by adding immediately after the word “demanded” on the fifth line of the first paragraph of Article 80 the following phrase:

“or otherwise required under the Listing Rules”;

- (e) by deleting the phrase “Unless a poll is so demanded and not withdrawn” on the first line of the second paragraph of Article 80 and replacing it with the following phrase:

“Unless a poll is so required or demanded and, in the latter case, not withdrawn”;

- (f) by adding the words “required or” immediately before the word “demanded” on the first line, seventh line and eleventh line of paragraph (a) of Article 81;

- (g) by adding the words “required or” immediately before the word “demanded” on the fourth line of Article 83;

- (h) by adding the following new Article 85A immediately after the Article 85:

“85A. In the event that any member is, under the Listing Rules, 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 member (whether by way of proxy or, as the case maybe, corporate representative) in contravention of such requirement or restriction shall not be counted.”;

- (d) 在組織章程細則第80條內第一段第五行「要求」一詞後加入下列字句：

「或根據上市規則的規定」；

- (e) 刪去組織章程細則第80條內第二段第一行「除非有要求舉行投票並且沒有撤回」一詞，改以下列字句取代：

「除非有規定或要求舉行投票，並且（在要求舉行之情況）沒有撤回要求」；

- (f) 在組織章程細則第81條第(a)段第一、七、十一行的「要求」一詞前加入「規定或」字句；

- (g) 在組織章程細則第83條第四行的「要求」一詞前加入「規定或」字句；

- (h) 緊隨組織章程細則第85條後，新加入組織章程細則第85A條如下：

「85A 若任何股東根據上市規則的規定須就某一決議案放棄投票或對某一決議案只能投贊成票或反對票，則該股東自行或由他方代行（不論是由受委代表或（視屬何情況而定）派出公司代表）的投票如違反此項規定或限制，都不得計入投票結果內。」；



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- (i) by deleting paragraph (b) of Article 89 in its entirety and replacing it with the following:

“(b) Subject to Article 85A, no objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.”;

- (j) by deleting Article 107(c) in its entirety and replacing it with the following:

“(c) A Director shall not vote on (nor shall be counted in the quorum in relation thereto) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his Associate (s) has any material interest, but this prohibition shall not apply to any of the following matters, namely:

- (i) the giving of any security or indemnity either:
- (aa) to the Director or his Associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

- (i) 完全刪去組織章程細則第89條(b)段，改以下列字句取代：

「(b) 在不牴觸組織章程細則第85A條的前提下，不可對行使或宣稱行使投票權的任何人士的資格或任何投票的可接納性提出反對，除非是在進行有關投票所在之大會或其續會提出，而在該大會上未遭否決的所有投票在各方面均屬有效。在適當時間對投票提出的反對應呈交主席，由主席作出最後及不可推翻之決定。」；

- (j) 完全刪去組織章程細則第107(c)條，改以下列字句取代：

「(c) 若董事或其任何聯繫人士在任何合約或安排或任何其他建議中具有重大權益，該董事不得就審批該等合約、安排或建議的任何董事會決議案投票（也不得計入法定人數內），惟此項限制不適用於下列任何一項：

- (i) 在下列情況給予抵押或賠償保證：
- (aa) 就董事或其任何聯繫人士應本公司或其任何附屬公司的要求或為本公司或其任何附屬公司之利益而借出的款項或招致或承擔的責任，向該董事或其聯繫人士給予任何抵押或賠償保證；或



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- (bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his Associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his Associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
 - (iii) any proposal concerning any other company in which the Director or his Associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his Associate(s) is/are beneficially interested in the shares of that company, provided that the Director and any of his Associates are not in aggregate beneficially interested in five per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of his Associate(s) is derived) or of the voting rights;
 - (iv) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
 - (aa) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or any share incentive scheme or share option scheme under which the Director or his Associate(s) may benefit; or
- (bb) 就本公司或其任何附屬公司的債項或責任（而董事或其任何聯繫人士個別或共同以給予擔保或賠償保證或抵押之方式承擔全部或部份責任者）而向第三者給予任何抵押或賠償保證；
 - (ii) 涉及本公司或由本公司發起成立或擁有權益的任何其他公司發售本身或其他股份或債券或其他證券以供認購或購買之建議，而董事或其聯繫人士在發售建議之包銷或分包銷中以參與者身份擁有權益；
 - (iii) 關於董事或其任何聯繫人士僅因作為高級行政人員或主要行政人員或股東，或因在其中擁有股份實益權益而直接或間接擁有權益的任何其他公司的任何建議，惟董事及其任何聯繫人士不得在該公司（或該董事或其聯繫人士藉以獲得有關權益的任何第三方公司）任何類別的已發行股份中擁有5%或以上實益權益或擁有5%或以上投票權；
 - (iv) 任何關於本公司或其任何附屬公司的僱員福利之建議或安排，包括：
 - (aa) 採納、修訂或設立任何僱員股份計劃或任何股份獎勵計劃，或董事或其聯繫人士在其中可以獲益的任何股份獎勵計劃或購股權計劃；或



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- (bb) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his Associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (v) any contract or arrangement in which the Director or his Associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”;
- (k) by deleting Article 107(f) in its entirety;
- (l) by deleting the phrase “(as defined in Article 107(f) above)” immediately after the word “Associates” in paragraph (c) (i) of Article 112; and
- (m) by deleting Article 120 in its entirety and replacing it with the following:

“No person, other than a retiring Director, shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless, not less than seven days before the day appointed for the meeting which period shall commence no earlier than the day after the despatch of the notice of such meeting and end no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.”

- (bb) 採納、修訂或設立與董事、其聯繫人士及本公司或其任何附屬公司之僱員有關之公積金或退休、身故或傷殘福利計劃，而其中並無給予任何董事或其聯繫人士任何與該計劃或基金有關之一類人士一般所無之特權或利益；及

- (v) 董事或其聯繫人士僅因其擁有本公司之股份或債券或其他證券的權益而與本公司之股份或債券或其他證券之其他持有人以相同方式擁有權益的任何合約或安排。」；

- (k) 完全刪去組織章程細則第107(f)條；
- (l) 在組織章程細則第112條(c) (i)段「聯繫人士」一詞後刪去「(定義見上文第107(f)條)」之字句；及
- (m) 完全刪去組織章程細則第120條，改以下列字句取代：

「除了退任董事以外，任何人士若非獲得董事會推舉，均沒有資格在任何股東大會上膺選出任董事，除非在該大會的召開日期前最少七天，任何合資格出席股東大會並有資格在會上投票的股東（被推舉的人士除外）向秘書處遞交一份書面通知，表示有意推舉該名人士膺選，而該名人士亦同時向上述地點遞交有關願意接受推舉之書面通知，則只要上述通知的遞交期限，不早於就該選舉而召開股東大會之通告寄發後當日及不遲於該股東大會舉行日期前七天，則有關人士可予膺選。」



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By Order of the Board

Lai Yick Fung

Company Secretary

Hong Kong, 26th April 2004

Head Office and Principal Place of Business

1/F, Forefront Cyber Centre

9 Fui Sha Wai Lane,

Tong Yan San Tsuen, Yuen Long,

New Territories, Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or (if holding two or more shares) proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power of authority must be lodged with the Company's share registrar in Hong Kong, Tengis Limited, at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Concerning Resolution No. 4 above, approval is being sought from members as a general mandate in compliance with the Listing Rules of The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to 20 per cent of the issued share capital.

股東週年大會通告

承董事會命

公司秘書

賴益豐

香港·二零零四年四月二十六日

總辦事處暨主要營業地點

香港新界

元朗唐人新村

灰沙圍里9號

福方數碼中心1字樓

附註:

1. 任何有權出席大會及在會上投票之股東均有權委任一位或(倘持有兩股股份或以上者)多位代表出席大會及代其投票。受委代表毋須為本公司股東。
2. 填妥之代表委任表格連同已簽署之授權書或其他授權文件(如有),或經公證人簽署證明之該授權書副本,須於大會或其任何續會指定舉行時間四十八小時前,送回本公司在香港之股份過戶登記處登捷時有限公司,地址為香港灣仔告士打道56號東亞銀行港灣中心地下,方為有效。
3. 就有關上述第4項決議案,現正向股東尋求作為一般授權的批准,以便遵守香港聯合交易所有限公司證券上市規則,確保當需要發行最多達本公司已發行股本之20%的任何股份時,董事能靈活及酌情地執行。