

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of Xin Corporation Limited (the "Company") will be held at Plaza I-II, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 24 September 2004 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 March 2004;
2. To determine the maximum number of the directors of the Company (the "Directors");
3. To elect the Directors and to authorise the board of directors of the Company to fix their remuneration;
4. To re-appoint the auditors and to authorise the board of directors of the Company to fix their remuneration;
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

A. "THAT:

- (a) subject to paragraph 5A(c) below, the exercise by the Directors during the Relevant Period (as defined below) 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 5A(a) above shall authorise the Directors 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;

茲通告新創綜合企業有限公司(「本公司」)謹訂於二零零四年九月二十四日(星期五)上午十時正假座香港灣仔謝斐道238號世紀香港酒店大堂低座一至三號宴會廳舉行股東週年大會，藉以討論下列事項：

1. 省覽截至二零零四年三月三十一日止年度之經審核綜合財務報表及董事會與核數師報告；
2. 釐定本公司董事(「董事」)之最多人數；
3. 選舉董事及授權本公司之董事會釐定其酬金；
4. 重新委任核數師，並授權本公司之董事會釐定其酬金；
5. 作為特別事項，考慮並酌情通過下列決議案(不論有否修訂)為普通決議案：

A. 「動議：

- (a) 在下文5A(c)段之規限下，無條件全面批准董事於有關期間(定義見下文)內行使本公司一切權力配發、發行及處理本公司股本中之額外股份，及提出、訂立或授出可能需要行使該等權力之建議、協議及購股權；
- (b) 上文5A(a)段所述之批准將授權董事於有關期間內提出、訂立或授出可能於有關期間屆滿後仍須行使該等權力之建議、協議及購股權；

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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 pursuant to the approval in paragraph 5A(a) above, otherwise than pursuant to the Rights Issue (as defined below) 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 earliest of:

- (i) the conclusion of next annual general meeting of the Company;
- (ii) the expiration of the period within which 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.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the Register of Members of the Company on fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to and 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).”

(c) 董事根據上文5A(a)段所賦予之批准配發或同意有條件或無條件配發(不論是否根據購股權或其他原因而配發者)之股本總面值，不得超過本公司於本決議案獲通過當日之已發行股本總面值之20%，但不包括根據配售新股(定義見下文)或因行使本公司之購股權計劃所授出之認購權而須予配發之股份，而上述批准亦須受此限制；及

(d) 就本決議案而言：

「有關期間」乃指本決議案獲通過當日起至下列日期(以最早者為準)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；及
- (iii) 本公司股東於股東大會上以普通決議案方式撤銷或修訂本決議案之時。

「供股」指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配售股份之建議，建議之有效期由董事釐定(惟董事有權就零碎股份，或由香港以外任何地區之法例或任何認可監管機構或任何證券交易所規定之任何限制或責任而需要或權宜取消若干股東在此方面之權利或作出其他安排)。

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B. "THAT:

- (a) subject to paragraph 5B(b) below, the exercise by the Directors during the Relevant Period (as defined in resolution no. 5A(d) above) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange recognized, for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and requirements, be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the approval in paragraph 5B(a) above 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."

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT conditional upon the passing of resolution nos. 5A and 5B set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors of the Company to exercise the power of the Company to allot, issue and deal with additional shares pursuant to resolution no. 5A above be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5B above, provided that such an amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution."

B. 「動議：

- (a) 在下文5B(b)段之規限下，無條件全面批准董事於有關期間(定義見上文所載之第5A(d)項決議案)內根據所有適用法例及規定行使本公司一切權力在香港聯合交易所有限公司(「聯交所」)或證券及期貨事務監察委員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份；及
- (b) 本公司根據上文5B(a)段所賦予之批准而購回之本公司股份總面值，不得超過本公司於本決議案獲通過當日之已發行股本總面值之10%，而上述批准亦須受此限制。」

6. 作為特別事項，考慮並酌情通過下列決議案(不論有否修訂)為普通決議案：

「動議待本大會通告所載之第5A項及第5B項決議案獲正式通過後，擴大授予本公司董事根據上文第5A項決議案行使本公司權力配發、發行及處理額外股份之一般授權，將本公司董事根據該一般授權配發或同意有條件或無條件配發之股本總面值，加入本公司根據上文第5B項決議案授出之權力而購回之本公司股本之總面值，惟該數額不得超過本公司於本決議案獲通過當日之已發行股本總面值之10%。」

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

“**THAT** the Bye-laws of the Company be and are hereby amended as follows:

(a) Bye-law 1

(i) By inserting the following new definition after the definition of “Act” in Bye-law 1:

““associate” the meaning attributed to it in the rules of the Designated Stock Exchange.”

(ii) 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” from the definition of “clearing house” in Bye-law 1.

(b) Bye-law 2

(i) By inserting at the end of Bye-law 2(e), the following words:

“, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;”;

(ii) By inserting the words “clear” after the words “not less than fourteen (14)” in the fifth line of existing Bye-law 2(i);

(iii) By deleting the full-stop at the end of the existing Bye-law 2(j) and replacing therewith a semicolon and the word “and”, and inserting the following paragraph as new Bye-law 2(k):

7. 作為特別事項，考慮並酌情通過下列決議案（不論有否修訂）為特別決議案：

「**動議**對本公司之公司細則作出以下修訂：

(a) 公司細則第1條

(i) 於公司細則第1條「法例」之定義後加上以下新定義：

「『聯繫人士』指具有指定證券交易所之規則所賦予之涵義。」

(ii) 刪除公司細則第1條「結算所」之定義中「香港證券及期貨（結算所）條例第2條界定之認可結算所或」字詞。

(b) 公司細則第2條

(i) 於公司細則第2(e)條結尾加上以下字詞：

「，並包括電子顯示形式，惟有關文件或通告之送達模式及股東之選擇均須遵守所有適用法規、規則及法例；」；

(ii) 於現有公司細則第2(i)條第五行「不少於十四(14)」字詞後加上「個完整」字詞；

(iii) 刪除現有公司細則第2(j)條結尾之句號，以分號及「及」字取代，並加上下段作為新公司細則第2(k)條：

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“(k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”

(c) Bye-law 6

By inserting the words “, save for the use of share premium as expressly permitted by the Act,” after the words “issued share capital or” in, and deleting the words “in any manner permitted by law” at the end of Bye-law 6.

(d) Bye-law 12

By inserting the words “, any direction that may be given by the Company in general meeting” after the words “these Bye-laws” in the first line of the Bye-law 12.

(e) Bye-law 44

By inserting the words “or by any means in such manner as may be accepted by the Designated Stock Exchange” after the words “Designated Stock Exchange” in the eighth line of Bye-law 44.

(f) Bye-law 46

By inserting the words “or in a form prescribed by the Designated Stock Exchange” after the words “or common form” in the second line of Bye-law 46.

「(k) 有關經簽署文件，包括親筆簽署、蓋上公司印鑑、附上電子簽署或以任何其他方式簽署之文件，而有關通告或文件，則包括以任何數碼、電子、電力、磁力或其他可取存形式或媒體記錄或儲存之通告或文件，以及可視資料(不論是否具有實體)。」

(c) 公司細則第6條

於公司細則第6條「已發行股本或」字詞後加上「，除使用股份溢價(法例明文允許外)，」字詞，並刪除結尾「法例允許之任何形式」字詞。

(d) 公司細則第12條

於公司細則第12條第一行「此公司細則」字詞後加上「，本公司於股東大會上作出之任何指示」字詞。

(e) 公司細則第44條

於公司細則第44條第八行「指定證券交易所」字詞後加上「或按指定證券交易所可接納之任何途徑及方式」。

(f) 公司細則第46條

於公司細則第46條第二行「或普遍形式」字詞後加上「或指定證券交易所指定之形式」字詞。

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(g) Bye-law 51

By inserting the words "or by any means in such manner as may be accepted by the Designated Stock Exchange" after the words "in accordance with the requirements of any Designated Stock Exchange" in the third line of Bye-law 51.

(h) Bye-law 66

By inserting the following sentence as a second sentence after the first sentence of the existing Bye-law 66:

"Notwithstanding anything contained in these Bye-laws, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands."

(i) Bye-law 76

- (i) By re-numbering existing Bye-law 76 as Bye-law 76(1);
- (ii) By inserting the following as new Bye-law 76(2):

"(2) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted."

(g) 公司細則第51條

於公司細則第51條第三行「按照任何指定證券交易所之規定」字詞後加上「或按指定證券交易所可接納之任何途徑及方式」字詞。

(h) 公司細則第66條

於現有公司細則第66條第一句後加上以下句子作為第二句：

「不管此公司細則所載之任何規定，若身為結算所（或其代名人）之股東委任超過一名受委代表，則每位受委代表於舉手投票時可投一票。」

(i) 公司細則第76條

- (i) 將現有公司細則第76條重新編號為公司細則第76(1)條；
- (ii) 加入以下句子作為新公司細則第76(2)條：

「(2) 倘本公司知悉任何股東根據指定證券交易所之規則須就本公司之任何特定決議案放棄投票，或僅限於就本公司之任何特定決議案投贊成票或反對票，則該名股東或其代表違反該項規定或限制所投之票將不會計算。」

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(j) Bye-law 84

By substituting the existing Bye-law 84(2) with the following new Bye-law 84(2):

“(2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually on a show of hands.”

(k) Bye-law 86

- (i) By inserting the words “at the annual general meeting” before the words “in accordance with Bye-law 87” and the words “or at any special general meeting” before the words “and shall hold office” in the fourth and fifth lines “of Bye-law 86(1)”;
- (ii) By deleting the word “special” and replacing therewith the word “ordinary” in Bye-law 86(4) and by including the words “(including any Managing Director or Executive Director)” after the words “remove a Director” on the third line.

(j) 公司細則第84條

以下列新公司細則第84(2)條取代現有公司細則第84(2)條：

「(2)若股東為結算所(或其代名人，而於各情況下均為法團)，則可授權其認為適合之人士為代表，代其出席本公司任何大會或任何類別股東大會，惟授權書必須列明各獲授權人士所代表之股份數目及類別。根據此公司細則之條文，獲授權之人士應被視為獲正式授權，且毋須提供進一步證明，並有權代表結算所(或其代名人)行使相同權利及權力，包括有權獨立舉手投票，猶如該名人士就有關授權書列明之股份數目及類別，為結算所(或其代名人)所持本公司股份之登記持有人。」

(k) 公司細則第86條

- (i) 於公司細則第86(1)條第四及第五行「遵照公司細則第87條」字詞前加上「於股東週年大會」字詞及於「及須擔任職務」字詞前加上「或任何股東特別大會」；
- (ii) 刪除公司細則第86(4)條中「特別」一詞，並以「普通」一詞取代，並於第三行「罷免董事」字詞後加上「(包括任何董事總經理或執行董事)」字詞。

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(l) Bye-law 88

By substituting the existing Bye-law 88 with the following new Bye-law 88:

"88. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on (and including) the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting."

(m) Bye-law 89

By deleting the words "whereupon the Board resolves to accept such resignation" at the end of Bye-law 89(1).

(n) Bye-law 96

By inserting the words "in such manner as resolved" after the words "determined" in the first line of Bye-law 96.

(l) 公司細則第88條

以下列新公司細則第88條取代現有公司細則第88條：

「88. 於股東大會上退任之董事概無資格於任何股東大會上競選董事職位(獲其他董事推薦者除外)，除非由一名正式合資格出席大會及於會上投票之股東(獲提名人士除外)簽署一份通知表明有意提名該人士參選，而將被提名人士亦簽署一份通知表明願意參選並將該等通知遞交至本公司總辦事處或股份過戶登記處，惟發出有關通知之最短期限最少為七(7)天，而(倘該等通知於寄發進行有關選舉之股東大會通告後才遞交)遞交有關通知之期限，最早須由寄發進行有關選舉之股東大會通告翌日(及包括該日)起至最遲須於該股東大會舉行日期前七(7)天止。」

(m) 公司細則第89條

刪除公司細則第89(1)條結尾「據此董事會議決接受該項辭任」字詞。

(n) 公司細則第96條

於公司細則第96條第一行「決定」一詞後加上「按議決之方式」等字詞。

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(o) Bye-law 103

By deleting the existing Bye-law 103 in its entirety and replacing therewith the following new Bye-law 103:

103.(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving of any security or indemnity 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/have himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;

(o) 公司細則第103條

刪除現有公司細則第103條全文，並以下列新公司細則第103條取代：

103.(1) 董事不得就有關董事或其聯繫人士擁有重大利益之任何合約或安排或任何其他建議之任何董事會決議案投票（亦不得計入法定人數），惟此項規定不適用於下列各項：

- (i) 就該董事或其聯繫人士應本公司或其任何附屬公司之要求或為彼等之利益所借出之款項或招致或承擔之債務，向董事或其聯繫人士提供任何抵押或賠償保證之任何合約或安排；
- (ii) 就本公司或其任何附屬公司之債項或債務向第三方提供任何抵押或賠償保證之任何合約或安排，而董事或其聯繫人士根據擔保或賠償保證或藉提供抵押而個別或共同承擔全部或部分責任；

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- (iii) any contract or arrangement 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;
- (iv) 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;
- (v) any contract or arrangement 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 a shareholder in which the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent. or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associate(s) is derived); or
- (iii) 有關提呈發售本公司或本公司可能創立或擁有權益之任何其他公司之股份或債券或其他證券，或由其提呈發售股份或債券或其他證券以供認購或購買之發售建議，而董事或其聯繫人士因參與包銷或分包發售建議而擁有利益或將擁有利益之任何合約或安排；
- (iv) 董事或其聯繫人士僅因其於本公司股份或債券或其他證券之權益，而以與本公司股份或債券或其他證券之其他持有人之相同方式擁有利益之任何合約或安排；
- (v) 有關任何其他公司之任何合約或安排，而董事或其聯繫人士僅因其高級職員或行政人員或股東身份直接或間接擁有該公司之權益，或董事及其任何聯繫人士並非合共實益擁有該公司（或董事或其聯繫人士從中取得權益之任何第三方公司）已發行股份或任何類別股份投票權百分之五（5%）或以上；或

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- (vi) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associate(s), and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.
- (2) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the
- (vi) 有關採納、修訂或實施購股權計劃、退休金或退休、身故或傷殘津貼計劃或其他與本公司或其任何附屬公司之董事、其聯繫人士及僱員有關，而並非向任何董事或其聯繫人士提供該計劃或基金之有關類別人士一般並不享有之任何特權或利益之任何建議或安排。
- (2) 倘若及只要(但僅倘若並且只要)董事及／或其聯繫人士直接或間接持有或實益擁有公司任何類別權益股本或該公司股東享有之投票權百分之五(5%)或以上之權益(或董事或其任何聯繫人士從中取得權益之任何第三方公司)，則該公司將被視為董事及／或其聯繫人士擁有百分之五(5%)或以上權益之公司。就本段而言，董事或其聯繫人士以被動或保管受託人身份持有但並無實益權益之任何股份；組成董事或其聯繫人士具復歸權益或剩餘權益之信託之任何股份(倘若及只要有其他人士有權收取有關收入)；及組成認可單位信託計劃(而董事或其聯繫人士僅以

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Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.

單位持有人身份擁有該認可單位信託計劃之權益)之任何股份將不予理會。

- (3) Where a company in which a Director and/or his associate(s) holds five (5) per cent. or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.
- (3) 倘董事及／或其聯繫人士持有百分之五(5%)或以上權益之公司在任何交易中擁有重大利益，則該董事及／或其聯繫人士亦會被視為在該項交易中擁有重大利益。
- (4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.
- (4) 倘於任何董事會會議上對董事(大會主席除外)之利益重大性，或任何董事(該主席除外)投票之權利存有任何疑問，而該疑問未能藉董事自願同意放棄投票而得以解決，則該疑問將交由大會主席處理，而主席就該等其他董事所作之裁決即屬最終及不可推翻，惟倘就該名董事所知該董事之利益性質或程度並未向董事會公平地披露，則作別論。倘上述任何疑問乃就大會主席提出，則該疑問將以董事會決議案決定(就此而言，該主席不得就此投票)，而該決議案即屬最終及不可推翻，惟倘就該主席所知該主席之利益性質或程度並未向董事會公平地披露，則作別論。

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(5) Subject to all applicable laws, nothing in these Bye-laws shall have the power to freeze or otherwise impair any of the rights attached to any share by reason only of a person(s), being directly or indirectly interested in any contract or arrangement of the Company, failing to disclose that interest(s) to the Company.

(5) 在所有適用法例之規限下，此公司細則之任何條文均不得僅因直接或間接擁有本公司任何合約或安排之利益之人士並無向本公司披露該項權益，而暫停或削減該名人士所持任何股份之任何權利。

(p) Bye-law 116

By inserting the word “, electronic” after the words “by means of a conference telephone” in Bye-law 116(2).

(p) 公司細則第116條

於公司細則第116(2)條「透過會議電話」字詞後加上「，電子」字詞。

(q) Bye-law 136

(i) By re-numbering existing Bye-law 136 as Bye-law 136(1);

(ii) By inserting the following new Bye-law 136(2):

“(2) Notwithstanding any provision contained in these Bye-laws, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in sub-paragraphs (a) to (e) of paragraph (1) of this Bye-law and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Bye-law shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim.”

(q) 公司細則第136條

(i) 將現有公司細則第136條重新編號為公司細則第136(1)條；

(ii) 加上以下新公司細則第136(2)條：

「(2) 不管此公司細則所載之任何條文，倘適用法例允許，董事可授權銷毀此公司細則第(1)段第(a)至第(e)分段所載之文件及已由本公司或股份登記處代其將有關股份登記之任何其他文件製成縮微膠片或以電子方式儲存，惟此公司細則必須僅適用於本着真誠銷毀文件及並無明文通知本公司及其過戶登記處須保存與索償有關之文件。」

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(r) Bye-laws 153, 153A and 153B

(i) By inserting in Bye-law 153 after the words, "subject to section 88 of the Act, the words "and Bye-law 153A";

(ii) By inserting the following new Bye-laws 153A and 153B:

"153A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

(r) 公司細則第153、第153A及153B條

(i) 於公司細則第153條「在法例第88條之規限下」字詞後加上「及公司細則第153A條」；

(ii) 加上以下新公司細則第153A及第153B條：

「153A. 在所有適用法規、規則及法例（包括（但不限於）指定證券交易所之規則）允許及遵守所有適用法規、規則及法例（包括（但不限於）指定證券交易所之規則），以及取得據此規定之所有必需同意（如有）之情況下，公司細則第153條有關任何人士以法規並無禁止之任何方式向其他人士寄發摘錄自本公司年度賬目及董事會報告之財務報表概要（形式及內容按適用法例及法規規定）之規定將被視為已達成，惟須符合適用法例及法規規定之形式及內容，而有權收取本公司年度財務報表及董事會報告之任何人士，若向本公司寄發書面通知，則可要求本公司同時寄發財務報表概要及本公司年度財務報表及董事會報告之完整印刷本。

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153B. The requirement to send to a person referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents."

(s) Bye-law 154(2)

By deleting the words "fourteen (14)" and replacing therewith the words "twenty-one (21)" in existing Bye-law 154(2).

153B. 倘本公司按照所有適用法規、規則及法例，包括(但不限於)指定證券交易所之規則，於本公司之電腦網絡或以任何其他准許之方式(包括以任何電子通訊方式寄發)刊發公司細則第153條所述之文件及(如適用)符合公司細則第153A條之財務報告概要，而有關人士已同意或被視為已同意將刊發或接收該等文件，視作本公司已履行向其寄發有關文件之責任，則本公司向公司細則第153條所指之人士寄發該公司細則所指之文件或遵照公司細則第153A條寄發財務報告概要之規定將被視為已達成。」

(s) 公司細則第154(2)條

刪除現有公司細則第154(2)條「十四(14)」字詞，並以「二十一(21)」字詞取代。

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(t) Bye-law 160

By substituting the existing Bye-law 160 with the following new Bye-law 160:

"160. Any Notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of

(t) 公司細則第160條

以下列新公司細則第160條取代現有公司細則第160條：

「160. 本公司不論是否根據此公司細則向股東發出或刊發之任何通知或文件(包括任何「公司通訊」, 定義見指定證券交易所之規則), 均須以書面或以電傳、電報、傳真傳送信息或其他電子傳送或通訊方式傳送, 該等通知或文件可由本公司親身或以郵寄方式送達或送交任何股東, 郵寄時須使用預付郵資信封, 按股東名冊所示之股東登記地址或其就此向本公司提供之任何其他地址寄出, 或(視乎情況而定)按其向本公司提供以接收通知之任何地址、任何電報或傳真號碼或電子號碼或地址或網站, 或以傳送通知之人士合理及真誠地相信於有關時間將讓可股東正式接收通知之方式送交, 亦可於指定報章(定義見法例), 或遵照指定證券交易所之規定於指定證券交易所所在地每日出版及廣泛流通之報章以公佈形式送達; 或如適用法例准許, 則於本公司網站或指定證券交易所網站刊登公佈, 並向股東發出通知表示有關通知或其他文件可於該等網站閱覽(「可供使用通知」)。可供使用通知可以上文所載任何方式送交股東。如屬聯名股份持有人, 所有通知

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availability"). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

將向名列股東名冊首位之聯名持有人發出，而以此方式發出之通告將被視為已向所有聯名持有人送達或寄發。

(u) Bye-law 161

- (i) By deleting the word "and" at the end of the Bye-law 161(a);
- (ii) By re-numbering existing Bye-law 161(b) as Bye-law 161(c);
- (iii) By inserting the following new Bye-law 161(b):

"(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;"

(iv) By:

- (a) inserting the word ", publication" after the word "despatch" in the third and sixth lines; and
- (b) replacing the full stop with a comma in the last sentence and inserting the word "and" thereafter, in the new Bye-law 161(c);

(u) 公司細則第161條

- (i) 刪除公司細則第161(a)條結尾之「及」字；
- (ii) 將現有公司細則第161(b)條重新編號為公司細則第161(c)條；
- (iii) 加上以下新公司細則第161(b)條：

「(b) 若以電子通訊傳送，則視為已於電子通訊由本公司或其代理之伺服器傳送當日送達。存置於本公司網站或指定證券交易所網站之通知，視為於可供使用通知視作送達股東後翌日由本公司送達該股東；」

(iv) 於新公司細則第161(c)條：

- (a) 第三及第六行「寄發」一詞後加上「，刊發」字詞；及
- (b) 以逗號取代最後一句之句號，並於其後加上「及」字；

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(v) By inserting the following new Bye-law 161(d):

“(d) may be given to a Member either in English language or Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”

(v) Bye-law 163

By inserting the words “or electronic” after the words “a cable or telex or facsimile” in the first line of existing Bye-law 163.

By Order of the Board
Yu Wai Man
 Company Secretary

Hong Kong, 30 July 2004

Notes:

- Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing, if the appointor is a corporation, either its seal or under the hand of an officer, attorney or other person authorized to sign the same.

(v) 加上以下新公司細則第 161(d)條：

「(d) 在遵守所有適用法規、規則及法例之情況下，可以英文或中文向股東提供通知或文件。」

(v) 公司細則第 163條

於現有公司細則第 163 條第一行「電報或電傳或傳真」字詞後加上「或電子」字詞。

承董事會命
 公司秘書
 余偉文

香港，二零零四年七月三十日

附註：

- 凡有權出席本公司大會並於會上投票之本公司股東，均有權委派其他人士為其受委代表，以代其出席本公司之股東大會或類別股份大會並於會上投票。持有兩股或以上股份之本公司股東可委派超過一位受委代表，以代其出席大會並於會上投票。受委代表毋須為本公司股東。此外，不論代表個人或法團之本公司股東之受委代表，均有權代表本公司股東行使該本公司股東可行使之相同權力。
- 代表委任表格須經委任人或其正式書面授權代表簽署，或倘委任人為法團，則須蓋上公司印鑑或經負責人、授權代表或其他獲授權人士簽署。

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3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the principal place of business of the Company in Hong Kong at Room 808B, 8th Floor, Tower B, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. In relation to resolution no. 3 set out in this notice regarding the election of the directors of the Company, Mr. Wu Wing Kit will retire by rotation at the forthcoming annual general meeting but will not offer himself for re-election; Mr. Wong Kwok Tai will retire by rotation, and being eligible, offer himself for re-election and Mr. Ko Kwong Woon, Ivan will be proposed to be elected as independent non-executive director of the Company. Details of the directors proposed to be re-elected and elected at the forthcoming annual general meeting are set out in the Appendix I to the circular to shareholders dated 30 July 2004.
7. A circular containing further details regarding the resolution nos. 3, 5, 6 and 7 above will be sent to shareholders of the Company together with the 2004 Annual Report.
3. 建議所示姓名之人士投票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)或經簽署證明之該等文件之副本,均須於大會之指定舉行時間四十八(48)小時前送達本公司之香港主要營業地點,地址為香港九龍尖沙咀東部科學館道14號新文華中心B座8樓808B室,如未能遵照上述指示送交代表委任表格,則代表委任表格將被視為無效。
4. 交回代表委任表格後,股東仍可親身出席大會並於會上投票,惟在此情況下,代表委任表格將被視為已撤銷論。
5. 如屬聯名股份持有人,任何一名聯名持有人均可親身或委派代表就該等股份投票,猶如彼為唯一有權投票者。惟倘超過一名聯名持有人出席大會,則排名於首之聯名持有人親身或委派代表投票時,其他聯名持有人一律不得投票,就此而言,排名先後將以本公司股東名冊內就聯名股份之排名次序而定。
6. 就本通告第3項決議案有關選舉本公司之董事而言,胡永傑先生將於應屆股東週年大會上輪值告退,惟無意膺選連任。黃國泰先生將輪值告退,並符合資格膺選連任。而高廣垣先生將獲建議選舉為本公司之獨立非執行董事。有關建議於應屆股東週年大會上重選及選舉之董事之資料載於二零零四年七月三十日寄發予股東之通函附錄一。
7. 載有上文第3項、第5項、第6項及第7項決議案之進一步詳情之通函,將隨二零零四年年報一併寄發予本公司股東。