

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

茲通告本公司謹定於二零零零年十二月二十九日下午二時半假座九龍尖沙咀北京道八號鷹君酒店二樓宴會 B 廳舉行二零零零年度股東週年大會，以討論下列事項：

1. 省覽截至二零零零年八月三十一日止年度之經審核綜合財務報表及本公司董事會與核數師之報告；
2. 重新選舉陳健民先生及杜惠冰女士為董事，並釐定彼等之酬金；
3. 重新委聘核數師，並授權董事會釐定其酬金；及
4. 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

普通決議案

I. 「動議：

- (a) 在本決議案(c)段之限制下，一般性及無條件批准本公司董事會在有關期間(定義見下文)內行使本公司一切權力，配發、發行或處理本公司股本之額外股份或可轉換該等股份之證券或可認購任何股份或上述可轉換證券之購股權、認股權證或類似權利，並作出，發行或授出行使該等權力可能需要之建議、協議或購股權；

NOTICE IS HEREBY GIVEN that the 2000 Annual General Meeting of the Company will be held in Ballroom B at Great Eagle Hotel, 2/F, No. 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on 29th December, 2000 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31st August, 2000;
2. To re-elect Mr Chan Kin Man and Ms To Wai Bing as directors and to fix their remuneration;
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration; and
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

I. "THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to allot, issue or deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities and to make, issue or grant offers, agreements or options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) 以上(a)段之批准授權本公司董事會在有關期間內作出，發行或授出需於在有關期間結束後行使該等權力之建議、協議或購股權；
- (c) 本公司董事會根據以上(a)段之批准而配發或有條件或無條件同意配發（不論是否根據購股權或其他原因而配發者）之股本面值總額，不得超過本公司於本決議案通過日期之已發行股本面值總額百分之二十，而上述批准亦須受此限制；惟根據 (i) 配售新股（定義見下文）；(ii) 行使購股權或根據本公司發行之認股權證之條款或任何可轉換為本公司股份之證券；(iii) 行使本公司購股權計劃所授予之購股權；或 (iv) 任何按照本公司細則以配發股份以代替本公司全部或部分股息而設之以股代息或類似安排而配發之股份則除外；及
- (d) 就本決議案而言：
「有關期間」乃指由本決議案通過日期起至下列三者之較早日期止之期間：
- (i) 本公司下屆股東週年大會結束時；
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make, issue or grant offers, agreements or options which would or might require the exercise of such powers 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), otherwise than pursuant to (i) a Rights Issue(as defined below), (ii) the exercise of the rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company and from time to time outstanding, (iii) the exercise of any options granted under the share option scheme of the Company, or (iv) any shares allotted in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association 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 passing of this resolution and the said approval be limited accordingly; and
- (d) for the purpose of this resolution:
“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;

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- (ii) 根據本公司之公司細則或香港法例規定本公司須召開下屆股東週年大會之期限屆滿時；或
- (iii) 本公司股東在股東大會上通過普通決議案予以撤銷或修訂本決議案之日。

「配售新股」乃指本公司於董事會所指定期間內，向於指定記錄日期名列本公司股東名冊上之本公司股份持有人，按彼等當時之持股比例提呈配發股份之建議（惟本公司董事會有權就零碎股權或就本港或本港以外任何地區之法律或任何認可管制機構或證券交易所規定之任何限制或責任而須或權宜取消若干股東在此方面之權利或作出其他安排）。

II. 「動議：

- (a) 在本決議案(b)段之限制下，一般性及無條件批准本公司董事會根據適用之法律、本公司之公司細則及香港聯合交易所有限公司證券上市規則（經不時修訂）之規定並在其規限下，於有關期間（定義見下文）內行使本公司一切權力以購回本公司股份：

- (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 the laws of Hong Kong to be held; or
- (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 of the Company open for a period fixed by the directors of the Company to holders of shares of the Company 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 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 recognised regulatory body or any stock exchange in, or any territory outside, Hong Kong).”

II. “THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and regulations, articles of association of the Company and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) 本公司根據本決議案(a)段之批准，在有關期間內，將所購回之股份面值總額，不得超過本公司於本決議案通過日期已發行股本面值總額百分之十，而上述批准須相應受此限制；及
- (c) 就本決議案而言：
- 「有關期間」乃指由本決議案通過日期起至下列三者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) 根據本公司之公司細則或香港法例規定本公司須召開下屆股東週年大會之期限屆滿時；或
 - (iii) 本公司股東在股東大會通過普通決議案予以撤銷或修訂本決議案之日。」
- (b) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) above 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 passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:
- “Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 the laws of Hong Kong to be held; or
 - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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III. 「動議在上文第 4(I)項及 4(II)項決議案獲得通過之情況下，擴大本公司董事會根據第 4(I)項決議案所獲之授權，將本公司根據第 4(II)項決議案所購回之股份之面值總額，加入本公司董事會根據第 4(I)項決議案可以配發或有條件或無條件同意配發之股份之總面額內，惟該數額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百分之十。」

5. 處理其他事項。

III. "THAT, subject to the passing of resolutions No. 4(I) and 4(II) above, the authority granted to the directors of the Company pursuant to resolution no. 4(I) above be and is hereby extended by the addition to the aggregate nominal amount of share capital which may be allotted or agreed conditionally or unconditionally to be allotted pursuant to such authority an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to resolution No. 4(II), provided that such amount of shares so repurchased 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."

5. To transact any other business

承董事會命

主席

王維基

香港，二零零零年十一月二十七日

By order of the Board

Wong Wai Kay, Ricky

Chairman

Hong Kong, 27th November, 2000

註冊辦事處

香港葵涌健康街 18 號恒亞中心 14 至 16 樓

附註：

- 1 凡有權出席上述通告所召開大會並於會上投票之股東，均有權委任另一位人士作其代表，代其出席大會及投票。所委任之代表毋須為本公司之股東。
- 2 如任何股份乃由聯名登記持有人持有，則任何一位該等人士可於大會上親身或委派代表就該等股份投票，猶如其為唯一有權投票者，惟倘超過一位有關之聯名持有人親身或委派代表出席上述大會，則上述出席人士中於本公司股東名冊內排名首位之有關聯名持有人有權就該等股份投票。
- 3 代表委任表格連同已簽署之授權書或其授權文件（如有）或經公證人證明之授權書或授權文件副本，須於大會或其續會指定舉行時間48小時前送達公司秘書於本公司之註冊辦事處，地址為香港葵涌健康街 18 號恒亞中心 14 至 16 樓，方為有效。
- 4 載有上文第 4(II) 項決議案進一步詳情之說明函件，將於短期內連同二零零零年度年報一併寄予本公司各股東。

REGISTERED OFFICE

14th - 16th Floors, Trans Asia Centre

18 Kin Hong Street, Kwai Chung, Hong Kong

Notes:

1. Every member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint persons be present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company Secretary at the Company's registered office at 14th -16th Floors, Trans Asia Centre, 18 Kin Hong Street, Kwai Chung, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
4. A circular containing an explanatory statement and further details regarding the resolution under paragraph 4(II) above will be sent to shareholders of the Company together with the 2000 annual report.