

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

茲通告本公司謹訂於二零零一年六月八日(星期五)中午十二時正假座香港中環干諾道中一號,香港富麗華酒店三樓翡翠廳,舉行股東週年大會,藉以處理下列事項:

- 一、省覽截至二零零零年十二月三十一日止年度之賬目與董事會及聯席核數師之報告書;
- 二、宣派末期股息;
- 三、選舉董事並釐訂其酬金;
- 四、委聘聯席核數師並釐訂其酬金;
- 五、作為特別事項,考慮並酌情通過下列決議案為普通決議案:

「動議無條件全面授權本公司之董事會發行、配發及處理本公司股本中之額外股份,以及就此作出或授予售股建議、協議及優先認股權,惟須受下列各項條件限制:

- (甲) 該項授權之有效期間不得超逾有關期間,惟董事會可於有關期間內作出或授予可能須於有關期間結束後才行使該等權力之售股建議、協議及優先認股權;
- (乙) 除依照(i)配售新股,(ii)任何本公司發出之認股權證或其他可轉換本公司普通股份之證券之條件行使其認購或轉換股份之權力,及(iii)任何職員優先認股計劃或其他當時採行之類似安排所授予或發給本公司及/或任何附屬公司之高級職員及/或僱員股份或取得本公司股份之權力等方式外,本公司之董事會所配發或有條件或無條件同意配發之本公司股本總面額(不論根據優先認股權或其他方

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Jade Ballroom, 3rd Floor, Furama Hotel Hong Kong, 1 Connaught Road Central, Hong Kong on Friday, 8th June, 2001 at 12:00 noon for the following purposes:

1. To receive and consider the accounts and the reports of the directors and joint auditors for the year ended 31st December, 2000;
2. To declare a final dividend;
3. To elect directors and to fix their remuneration;
4. To appoint joint auditors and to fix their remuneration;
5. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT there be granted to the Directors an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:

- (A) such mandate shall not extend beyond the Relevant Period save that the Directors may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (B) the aggregate nominal amount of share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors otherwise than pursuant to (i) a Rights Issue, (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company, or any securities which are convertible into ordinary shares of the Company, and (iii) any employee share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

式)，不得超過本決議案獲通過之日本公司已發行股本總面額之20%；

(丙) 該項授權乃在授予董事會可隨時按行使認股權證或本公司之僱員優先認股權證或本公司之僱員優先認股計劃所附而額外配發及發行本公司股本中之額外股份以外之授權；及

(丁) 就本決議案而言：

「有關期間」指由本決議案通過之日起至下列日期(以較早者為準)止之期間：

- (i) 本公司下屆股東週年大會結束之日；或
- (ii) 依照本公司之公司細則或百慕達適用之法例規定，本公司下屆股東週年大會須予召開之期限屆滿之日；或
- (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。

「配售新股」指董事會於指定期間內，視情況而定，向於指定記錄日期名列本公司股東名冊及／或認股權證持有人名冊之股份及／或認股權證持有人，按彼等當時所持該等股份及／或認股權證數目之比例建議發售股份(惟董事會認為必須或適宜時可就零碎股份或經考慮在香港或香港以外任何地區適用於本公司之法律之任何限制或責任或任何認可管制機構或任何證券交易所之規定後而取消若干股東在此方面之權利或作出其他安排)。」

shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution;

(C) such mandate shall be additional to the authority given to the Directors at any time to allot and issue additional shares in the capital of the Company arising from the exercise of subscription rights under any warrants or the exercise of any options under any employee share option scheme of the Company; and

(D) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (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 of Bermuda 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 open for a period fixed by the Directors made to holders of the shares and/or warrants on, as the case may be, the Register of Members and the Register of Warrantholders of the Company on a fixed record date in proportion to their then holdings of such shares and/or warrants (subject to such exclusions or other arrangements as the Directors 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 in any territory outside, Hong Kong).”

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

六、 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

「動議無條件全面授權董事會購回本公司股本中每股面值0.10港元之股份（「股份」），以及全面及無條件批准由本公司董事會行使本公司所有權力，在有適用法例規則及法令下購回股份，惟須受下列各項條件限制：

- (甲) 該項授權之有效期間不得超逾有關期間；
- (乙) 該項授權得賦予董事會權力以促使本公司按董事會酌情決定之價格購回股份；
- (丙) 本公司根據本決議案於有關期間購回之股份之總面額不得超過於本決議案獲通過之日之本公司已發行股本總面額之10%；及
- (丁) 就本決議案而言，「有關期間」指由本決議案通過之日至下列日期（以較早者為準）止之期間：
 - (i) 本公司下屆股東週年大會結束之日；或
 - (ii) 依照本公司之公司細則或百慕達適用之法例規定，本公司下屆股東週年大會須予召開之期限屆滿之日；或
 - (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。」

6. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT** there be granted to the Directors an unconditional general mandate to repurchase shares of HK\$0.10 each in the capital of the Company (“Shares”), and that the exercise by the Directors of the Company of all powers of the Company to repurchase Shares subject to and in accordance with all applicable laws, rules and regulations be and is hereby generally and unconditionally approved, subject to the following conditions:

- (A) such mandate shall not extend beyond the Relevant Period;
- (B) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such prices as the Directors may at their discretion determine;
- (C) the aggregate nominal amount of the Shares to be repurchased by the Company pursuant to this resolution during the Relevant Period shall be no more than 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
- (D) for the purposes of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (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 of Bermuda 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.”

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

七、 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

「**動議**待召開本大會之通告所載之第五項及第六項決議案獲通過後，將本公司根據第六項決議案購回之本公司股份面值總額，加於董事會可能根據第五項決議案配發或有條件或無條件同意配發之本公司股份面值總額中。」

八、 作為特別事項，考慮並酌情通過下列決議案為特別決議案：

「**動議**本公司之公司細則按下列方式作出修訂：

(甲) 公司細則第47條

以「公司細則第82條」取代「公司細則第81條」之字眼。

(乙) 公司細則第80條

藉廢除第二次公司細則第80條(連同旁註及於「股東投票」題下)，並加入下列新公司細則第81條：

「**股東投票** 81. 受當時任何類別股份附有或根據發行任何股份之條款所規定有關投票之任何特別權利、特權或限制所規限，於任何股東大會上舉手表決時，每名親身(屬個別人士)或根據公司法由正式授權代表(如屬公司)出席股東大會之股東擁有一票，而於投票表決時，親身或委派代表或由正式授權代表

7. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT**, conditional upon the passing of resolution nos. 5 and 6 set out in this notice, the aggregate nominal amount of the shares of the Company which are repurchased by the Company pursuant to and in accordance with resolution no. 6 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no.5.”

8. As special business, to consider and, if thought fit, pass the following resolutions as Special Resolutions:

“**THAT** the Bye-laws of the Company be and hereby amended in the following manners:

(A) Bye-law 47

By replacing the words “bye-law 81” with “bye-law 82”.

(B) Bye-law 80

By repealing the second Bye-law 80 (with margin notes and under the heading “Votes of members”) and inserting the following new Bye-law 81:

“**Votes of members** 81. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares or stipulated in the terms of issue of any shares, at any general meeting on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under the Companies Act shall have one vote, and on a poll every member present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote for every share of which he is the

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

(如屬公司) 出席之每名股東可就其持有之每股繳足或入賬列作繳足股份擁有一票，及每股部分繳款股份之股東持有不足一票，該票為相等於該股股份面值附有之繳足或入賬列作繳足價值之比例計算(惟就此項細則而言，預先催繳或分期支付未繳股款或入賬列作繳足股款之股份將不會被視為繳足股份)。於投票表決時，享有超過一票之股東毋須使用其全部票數或以相同方式作出投票。儘管該等公司細則的任何其他條文所述，由股東(即結算所(或其代理人)) 委任之各名代表可就以其(或其代理人) 名義之股份以舉手方式作出一票投票，而由股東(若並非結算所或其代理人) 委任之各名代表不可在任何股東大會上以舉手方式作出投票。」

(丙) 公司細則第86條

藉廢除整條公司細則第86條，並由下列取代：

「凡有權出席本公司大會及於會上投票之股東可委任另一名人士作為其代表，代其出席及投票。受委代表毋須為本公司之股東。持

holder which is fully paid up or credited as fully paid up and shall have for every partly paid share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount paid up or credited as paid up thereon bears to the nominal value of the share (but no amount paid or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this bye-law as paid up on the share). On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. Notwithstanding any other provisions in these bye-laws, each of the proxies appointed by a member which is the clearing house (or its nominee) may in respect of shares in its (or its nominee's) name have one vote on a show of hands and a proxy (or proxies) appointed by a member (not being the clearing house or its nominee) shall not vote on a show of hands at any general meeting.”

(C) Bye-law 86

By repealing Bye-law 86 in its entirety and substituting the following:

“Any member of the Company entitled to attend and vote at a meeting of the Company shall be 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. A

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

有兩股或以上股份之股東可委任超過一名代表代其出席本公司之股東大會或任何類別大會，並於會上代其投票。倘股東委任超過一名代表代其出席，則代表委任表格須列明各名代表所代表之股份數目及類別。代表一名個別股東或公司股東之一名或多名代表有權行使股東本身可行使之同等權利。」

承董事會命
陳子華
公司秘書

香港，二零零一年三月三十日

附註：

- 一、 凡有資格出席上述大會及於會上投票之股東均有權委任一位或多位代表出席，並於表決時代其投票。受委代表毋須為本公司之股東。
- 二、 任何股份之聯名登記持有人方面，任何一名該等人士均可親自或委派代表於會上就所持股份投票，猶如彼乃唯一有權投票者，惟倘超過一名該等聯名持有人親自或委派代表出席會議，則只有出席會議而在股東名冊上排名首位之人士方可就有關股份投票。
- 三、 代表委任表格及已簽署之授權書或其他授權文件（如有）及經公證人簽署證明之授權書或授權文件副本，必須於大會或其任何續會舉行前四十八小時送交香港九龍官塘偉業街180A王氏工業中心本公司之總辦事處。
- 四、 本公司將由二零零一年六月四日星期一至二零零一年六月八日星期五止，首尾兩天包括在內，暫停辦理股份過戶登記手續。如欲獲派上述股息，務須於二零零一年六月一日星期五下午四時前，將過戶表格連同有關股票，一併送達香港中環干諾道中111號永安中心5樓本公司之股份過戶登記處標準證券登記有限公司辦理登記手續。
- 五、 股東宜細閱本年報之附錄，該附錄載有關於第六項及第七項決議案之若干重要資料。
- 六、 第八項決議案內有關公司細則之建議修改主要乃更正公司細則第80條之重覆編號，並確保除結算所委任之代表外，各名代表不可在本公司股東大會上以舉手方式作出投票。

member 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. Where a member appoints more than one proxy to represent him, the form of proxy shall specify the number and class of shares each such proxy represents. A proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.”

By Order of the Board
Chan Tsze Wah, Gabriel
Company Secretary

Hong Kong, 30th March, 2001

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto but, if more than one such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the principal office of the Company at Wong's Industrial Centre, 180A Wai Yip Street, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
4. The Register of Members will be closed from Monday, 4th June, 2001 to Friday, 8th June, 2001, both days inclusive, during which period no transfer of shares will be effected. To qualify for the above dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's registrars, Standard Registrars Limited, 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong for registration not later than 4:00 p.m. on Friday, 1st June, 2001.
5. Members are recommended to read the Appendix to this Annual Report which contains important information concerning resolution nos. 6 and 7.
6. The proposed amendments to the Bye-laws set out in resolution no.8 are primarily to correct the duplicate numbering of Bye-law 80 and to confirm that, save for proxies appointed by the clearing house, proxies are not entitled to vote on a show of hands at a general meeting of the Company.