

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 Jade Ballroom 1, 3rd Floor, Furama Hotel Hong Kong, One Connaught Road Central, Hong Kong on Thursday, 31st May, 2001 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements 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 directors' remuneration.
4. To appoint joint auditors and to authorise the board of directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“THAT:

- (A) subject to paragraph (C) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 powers, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options

茲通告本公司謹訂於二零零一年五月三十一日星期四下午三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一廳舉行股東週年大會，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經審核財務報告與董事會及聯席核數師之報告。
- 二、宣派末期股息。
- 三、選舉董事及釐定董事酬金。
- 四、聘任聯席核數師及授權董事會釐定其酬金。
- 五、作為特別事項，考慮並酌情通過（不論有否修訂）下列決議案為普通決議案：

「動議：

- (A) 在下文(C)段規定下，全面及無條件地批准董事根據香港聯合交易所有限公司證券上市規則於有關期間（定義見下文）內行使本公司一切權力以配發、發行及處理本公司股本中之額外股份，並訂立或授予可能需要行使該等權力之售股要約、協議及購股權；
- (B) 上文(A)段批准將授權董事於有關期間訂立或授予可能需要於有關

which might require the exercise of such powers after the end of the Relevant Period;

- (C) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as defined below), (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 shares of the Company, (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 shares of the Company, and (iv) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or a part of a dividend on shares of the Company pursuant to the Bye-laws of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the approval in paragraph (A) shall be limited accordingly;
- (D) the approval in paragraph (A) above 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; and

期間屆滿後行使該等權力之售股要約、協議及購股權；

- (C) 董事依據上文(A)段之批准配發或有條件或無條件同意配發(不論其為依據購股權或其他方式)及發行之本公司股本面值總額不得超過本公司於本決議案通過之日已發行股本面值總額之20%，惟依據(i)配售新股(定義見下文)；(ii)按本公司發行之任何認股權證之條款行使認購權或按任何可轉換成本公司股份之證券之條款行使換股權；(iii)任何職員認股計劃或其他當時採取之類似安排所授予或發給本公司及／或任何附屬公司之行政人員及／或僱員股份或可認購本公司股份之權力等方式；及(iv)按照本公司不時生效之公司細則配發股份以代替本公司股份之全部或部份股息之任何以股代息計劃或類似安排配發者除外，而上文(A)段授出之批准亦須受相應限制；
- (D) 上文(A)段之批准將附加於隨時授予董事配發及發行本公司股本中額外股份之權力；及

(E) 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 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 the holders of the 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 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).”

(E) 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) 本公司之公司細則或任何適用之法例規定，本公司須舉行下屆股東週年大會之期限屆滿之日；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」指董事於指定期間向於指定記錄日期名列本公司股東名冊之股份持有人，按其當時之持股比例要約配售股份（惟董事可就零碎股份配額或經考慮任何香港或以外地區之法例所訂明之任何限制或責任，或任何認可監管機構或任何證券交易所之規則，按彼等認為必要或適宜者取消若干股東在此方面之權利或另作安排）。

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

“**THAT:**

- (A) subject to paragraph (C) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on another stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases, subject to and in accordance with all applicable laws, rules and regulations of the Stock Exchange or any other stock exchange, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors to procure the Company to repurchase the shares of the Company at such prices as the Directors may at their discretion determine;
- (C) the aggregate nominal amount of the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (A) above during the Relevant Period shall not exceed 10% 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 approval in paragraph (A) above shall be limited accordingly; and

六、作為特別事項，考慮並酌情通過（不論有否修訂）下列決議案為普通決議案：

「**動議：**

- (A) 在下文(C)段之規限下，全面及無條件地批准董事於有關期間（定義見下文）內，依據香港聯合交易所有限公司（「聯交所」）或任何其他證券交易所之所有適用法例、規則及規例，行使本公司之一切權力在聯交所或就此獲香港證券及期貨事務監察委員會及聯交所認可之其他證券交易所按股份購回守則購回本公司股本中之已發行股份；
- (B) 上文(A)段之批准授權賦予董事權力以促使本公司按董事酌情決定之有關價格購回本公司股份；
- (C) 本公司依據上文(A)段之批准於有關期間可予購回之股份之面值總額不得超過本決議案通過日期之本公司已發行股本面值總額之10%，而上文(A)段授予之批准亦受此限制；及

(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 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.”

7. 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 no.6, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company under resolution no.5 be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate 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.6, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

(D) 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) 本公司之公司細則或任何適用之法例規定，本公司須舉行下屆股東週年大會之期限屆滿之日；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。」

- 七. 作為特別事項，考慮並酌情通過（不論有否修訂）下列決議案為普通決議案：

「**動議**待第六項決議案獲通過後，擴大根據第五項決議案授予董事可行使本公司權力以配發、發行及處理本公司股本中額外股份並於當時生效之一般授權，在董事根據該一般授權可能配發或有條件或無條件同意配發之本公司股本面值總額，加入本公司根據第六項決議案獲授之權力購回本公司股本之面值總額（惟其總額不得超過本公司於本決議案通過之日已發行股本面值總額之10%）。」

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

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

(A) Bye-law 1

By adding the following definition of “clearing house” after the definition of “month”:

“clearing house” A recognised clearing house within the meaning of Section 2 of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.

(B) Bye-law 77

By adding the words “Except for proxies appointed by a member which is the clearing house (or its nominees) in respect of shares in its (or its nominees’) name, each of whom may have one vote on a show of hands, where any other member of the Company (being a corporation) has appointed more than one proxy, only one of them may vote on a show of hands and if more than one of them shall purport to vote on a show of hands, the votes of all proxies of that member shall be disregarded. A proxy (or proxies) appointed by a

八. 作為特別事項，考慮並酌情通過（不論有否修訂）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：

(A) 公司細則第1條

於「月份」之釋義之後，增加下列有關「結算所」之釋義：

「結算所」 指香港證券及期貨（結算所）條例第二節所界定之認可結算所，或本公司股份上市或報價之證券交易所所在之司法管轄權區的法例認可之結算所。

(B) 公司細則第77條

於「以其每持有一股股份可投一票」等文字後，加入「除結算所（或其代名人）之股東就以其（或其代名人）名義登記之股份委任之代表，每位代表均可在舉手表決時擁有一票外，倘本公司任何其他股東（如屬公司）已委任超過一名代表，則只有其中一名代表可在舉手表決時投票，而倘超過一名該等代表宣稱在舉手表決時投票，該股東所有代表之投票將不

member (being an individual) shall not vote on a show of hands at any general meeting.” after the words “shall have one vote for every share held by him”.

(C) Bye-law 78

(i) By renumbering the existing Bye-law 78 as Bye-law 78(A).

(ii) By adding the following new Bye-law 78(B) after Bye-law 78(A):

78(B) Without prejudice and in addition to the foregoing, where that member of the Company is a clearing house or its nominees (in each case, being a corporation), it may authorise such person or persons as it thinks fit to act as its representative (or representatives) at any meeting of the Company, or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation must specify the number and class of shares in respect of which each such person is so authorised. Each person so authorised shall be entitled to exercise the same power on behalf of the clearing house (or its nominees) as that clearing house (or its

予受理。股東(如屬個人)委任之代表(或多名代表)不應於任何股東大會上舉手表決時投票。」等文字。

(C) 公司細則第78條

(i) 將現有之公司細則第78條重新編號為公司細則第78(A)條。

(ii) 於公司細則第78(A)條後加入下列新公司細則第78(B)條：

78(B) 在不影響並附加於上述者的原則下，倘本公司股東作為結算所或其代名人(各自皆為公司)，彼可授權任何被認為合適之人士或多名人士作為其於本公司任何大會上，或於本公司任何類別股東之任何大會上之代表，惟倘超過一名人士獲授權，則授權文件必須註明各人士獲授權之有關股份數目及類別。各獲授權人士均有權代表結算所(或其代名人)行使結算所(或其代名人)猶如本公司之個別股東親身出席可

nominees) could exercise if it were an individual member of the Company present in person, including the right to vote individually on a show of hands.”

(D) Bye-law 79

By deleting the words “the person whose name stands first in the Register in respect of such share shall also be entitled to vote in respect thereof” and replaced by “that one of the said persons so present in person or by proxy whose name stands first in the Register in respect of such share shall alone be entitled to vote in respect thereof”.

By Order of the Board

Lam Ka Mei

Company Secretary

Hong Kong, 9th April, 2001

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the principal office of the Company at 2nd Floor, WKK Building, 414 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy or office copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.

行使之權利，包括在舉手表決時各自投票之權利。」

(D) 公司細則第79條

刪除「就股份於登記冊上名列首位之人士應有權就股份作出投票」之字句，而以「就股份於登記冊上名列首位且親自或委派代表出席之上述人士應為有權就股份作出投票之唯一人士」替代。

承董事會命

林嘉美

公司秘書

香港，二零零一年四月九日

附註：

1. 凡有權出席上述通告召開之大會並於會上投票之股東，均有權委任一名或以上人士代其出席及投票。受委代表毋須為本公司股東。
2. 代表委任表格連同簽署人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，必須於大會或其續會舉行時間48小時前送交香港九龍觀塘觀塘道414號王氏港建大廈2樓本公司主要辦事處，方為有效。

3. With respect to Resolution 5, the Company has an existing Employee Share Option Scheme pursuant to which new shares of the Company may be issued. The issue of such shares has been separately authorised by the shareholders of the Company and accordingly such shares are not issued pursuant to the mandate set out in Resolution 5.
 4. The proposed amendments to Bye-laws 1, 77 and 78 are made in line with the enactment of the Companies Amendment Act 1999 and for satisfaction of the continuing admission criteria for shares as eligible securities with CCASS. The proposed amendment to Bye-law 79 is to clarify the voting arrangements for joint holders of shares.
 5. The Register of Members of the Company will be closed from Monday, 28th May, 2001 to Thursday, 31st May, 2001, both days inclusive, during which period no transfer of shares can be effected. To qualify for the above dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrars, Standard Registrars Limited, at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong for registration not later than 4:00 p.m. on Friday, 25th May, 2001.
3. 就第五項決議案而言，本公司設有現有僱員購股權計劃。據此，本公司可能發行新股份。本公司股東已另外授權發行該等股份，因此該等股份並非根據第五項決議案之授權而發行。
 4. 公司細則第1條、第77條及第78條之修訂建議乃為符合一九九九年公司修訂法及滿足股份作為中央結算系統之合資格證券之持續認可條件而制定。公司細則第79條之修訂建議旨在闡明股份聯名持有人之投票安排。
 5. 本公司將由二零零一年五月二十八日星期一至二零零一年五月三十一日星期四（包括首尾兩天在內）暫停辦理股東登記手續，期間不會進行股份過戶事宜。為符合獲派上述股息之資格，所有股份過戶文件連同有關股票必須於二零零一年五月二十五日星期五下午四時正前交回本公司之香港股份過戶登記處標準證券登記有限公司，地址為香港干諾道中111號永安中心5樓，以辦理過戶登記手續。