

股東週年大會通告 Notice of Annual General Meeting

茲通告 Shenzhen High-Tech Holdings Limited (深圳科技控股有限公司*) (「本公司」) 二零零一年度股東週年大會(「大會」)將於二零零一年五月十六日星期三上午十時正假座香港灣仔港灣道30號新鴻基中心2828-2834室舉行，以討論下列事項：

1. 省覽及採納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、董事會報告及核數師報告。
2. 重選告退董事及授權本公司董事會(「董事會」)釐定董事酬金。
3. 重新委聘安永會計師事務所為來年核數師及授權董事會釐定其酬金。
4. 作為特別事項，考慮並酌情(或經修訂)通過下列以普通決議案形式提呈之決議案：

(* 僅作識別用途)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "Meeting") of Shenzhen High-Tech Holdings Limited (深圳科技控股有限公司*) (the "Company") for the year 2001 will be held at Rooms 2828-2834, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Wednesday, 16 May 2001 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2000.
2. To re-elect the retiring directors and to authorise the board of directors (the "Board") of the Company to fix the directors' remuneration.
3. To re-appoint Ernst & Young as auditors for the ensuing year and to authorise the Board to fix their remuneration.
4. By way of special businesses, consider and, if thought fit, pass with or without amendments, the following resolutions which will be proposed as ordinary resolutions:

(* The Chinese name is for identification purpose only)

普通決議案

- 4A. (i) 在下文第(iii)分段規限下，根據香港聯合交易所有限公司證券上市規則（「上市規則」），一般及無條件批准董事會於有關期間（定義見下文第(iv)分段）內行使本公司一切權力以便配發、發行或以其他方式處理本公司股本中每股面值0.025美元之額外股份（「股份」）或可兌換為股份之證券、或購股權、認股權證或可認購股份之類似權利，並作出或授予可能須行使上述權力之建議、協議及購股權；
- (ii) 上文第(i)分段之批准將附加於任何賦予董事會之其他授權上，並將授權董事會於有關期間內作出或授予可能須於有關期間結束後行使上述權力之建議、協議及購股權；

ORDINARY RESOLUTIONS

- 4A. (i) **THAT** subject to sub-paragraph (iii) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), the exercise by the Board during the Relevant Period (as defined in sub-paragraph (iv) below) of all the powers of the Company to allot, issue or otherwise deal with additional shares of US\$0.025 each in the capital of the Company (the "Shares") or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares, 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;
- (ii) the approval in sub-paragraph (i) above shall be in addition to any other authorisation given to the Board and shall authorise the Board and during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

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(iii) 董事會根據上文第(i)分段之批准配發或同意有條件或無條件地配發(不論是否根據購股權或其他方式)之股本總面值(惟根據：(a)配售新股(定義見下文第(iv)分段)；(b)就行使當時採納之任何為本公司及／或其他附屬公司之僱員及／或行政人員而設之購股權計劃或類似安排所授予之購股權而發行股份；(c)就行使任何本公司認股權證、可換股債券或任何可兌換股份之證券所附認購權或換股權而發行之股份；或(d)根據本公司之公司細則配發股份以全部或部份代替所宣派有關股份之股息的任何以股代息或類似安排則除外)，不得超過本決議案獲通過當日本公司已發行股本總面值之20%，而上述批准應受相應限制：

(iii) 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 Board pursuant to the approval in sub-paragraph (i) above, otherwise than pursuant to: (a) a Rights Issue (as defined in sub-paragraph (iv) below); (b) an issue of Shares upon the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted for employees and/or officers of the Company and/or any of its subsidiaries; (c) an issue of Shares upon the exercise of rights of subscription or conversion attaching to any warrants, convertible bonds or other securities issued by the Company which are convertible into Shares; or (d) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Share in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution, and the said approval shall be limited accordingly;

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(iv) 就本決議案而言：

「有關期間」指由本決議案獲通過之時至下列之最早日期止之期間：

- (a) 本公司下屆股東週年大會結束；
- (b) 本公司之公司細則或其他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；及
- (c) 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給予董事會之授權；及

「配售新股」指於一段由董事會指定之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之持股比例提出發售股份建議，惟董事會可就零碎權益或在顧及任何（適

(iv) for the purposes of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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 laws to be held; and
- (c) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Board by this resolution; and

“Rights Issue” means an offer of Shares open for a period fixed by the Board to holders of Shares whose names appear 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 Board may deem necessary or expedient in relation to fractional

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用於本公司)地區之法例或當地任何認可監管機構或任何證券交易所之規定引致之任何限制或責任後作出彼等認為必須或權宜之取消權利或其他安排；及

- (v) 所有以前授予董事會之授權由本決議案作出之授權所取代，但不得損害及影響董事會於本決議案日期前根據該等授權行使權力，按照該等授權所載之批准配發數額不多於所批准者之額外股份。

- 4B. (i) 在下文第(iii)分段規限下，一般及無條件批准董事會於有關期間(定義見下文第(iv)分段)內行使本公司一切權力以便根據經不時修訂之所有適用法例及香港聯合交易所有限公司(「聯交所」)上市規則之規定或任何其他證券交易所之規定

entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company; and

- (v) the authority conferred by this resolution shall be in substitution for all previous authorities granted to the Board, except that it shall be without prejudice to and shall not affect the exercise of the power by the Board pursuant to such authorities to allot additional Shares up to and in accordance with the approval therein contained prior to the date of this resolution.

- 4B. (i) **THAT** subject to sub-paragraph (iii) below, the exercise by the Board during the Relevant Period (as defined in sub-paragraph (iv) below) of all the powers of the Company to repurchase issued shares of US\$0.025 each in the capital of the Company (the "Shares") and other securities of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the securities of the Company may be listed and

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於聯交所或本公司之證券可能上市並獲香港之證券及期貨事務監察委員會及聯交所就此而認可之任何其他證券交易所購回本公司股本中每股面值0.025美元之已發行股份（「股份」）及本公司之其他證券；

- (ii) 上文第(i)分段之批准附加於任何賦予董事會之其他授權上；
- (iii) 本公司根據上文第(i)分段所述之批准於有關期間購回之股份及本公司其他證券總面值不得超過本決議案獲通過當日本公司之已發行股本總面值之10%，而上述批准應受相應限制；及

recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose subject to and in accordance with all applicable laws and the requirements of the Listing on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (ii) the approval in sub-paragraph (i) above shall be in addition to any other authorisation given to the Board;
- (iii) the aggregate nominal amount of the Share and other securities of the Company to be repurchased by the Company pursuant to the approval in sub-paragraph (i) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

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(iv) 就本決議案而言：

「有關期間」指由本決議案獲通過之時至下列之最早日期止之期間：

- (a) 本公司下屆股東週年大會結束；
- (b) 本公司之公司細則或其他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；及
- (c) 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給予董事會之授權。

4C. 在上述第4A及第4B項普通決議案獲得通過後，擴大董事會依據上述第4A項普通決議案獲授可配發、發行或處理股份之一般性授權，即在該一般授權中加上本公司依據上述第4B項普通決議案授予之權力所購回之本公司股本面值總額之數，惟本公司所購回之股份數額不得超過本決議案獲通過之日本公司已發行股本面值總額百分之十。

(iv) for the purposes of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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 laws to be held; and
- (c) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Board by this resolution.

4C. **THAT** conditional upon the passing of ordinary resolutions numbered 4A and 4B above, the general mandate granted to the Board to allot, issue and otherwise deal with securities pursuant to ordinary resolution numbered 4A above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4B above, 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 the passing of this resolution.

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5. 任何其他事項(如有)。

5. Any other business (if any).

承董事會命
公司秘書
陳敬忠

By order of the Board
Chan King Chung
Company Secretary

香港，二零零一年四月九日

Hong Kong, 9 April 2001

附註：

Notes:

1. 凡有權出席大會及於大會上投票之本公司股東均可委派一位或多位委任代表代其出席及投票。委任代表毋須為本公司之股東。
2. 有關本公司股份之聯名持有人，倘排名首位之持有人已親自或透過委任代表投票，則其他聯名持有人概無權投票；排名先後以股東名冊上登記之排名次序為準。
3. 代表委任表格必須由委任人或獲其以書面正式授權之代理人親筆簽署，或倘委任人為一法人團體，則須加蓋公司印鑑或由公司負責人或獲正式授權之代理人或其他人士親筆簽署，然後連同經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有

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of the joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorised, and must be deposited with the Hong Kong branch share registrar of the Company, Tengis Limited at the 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong (together with the

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關副本，於大會舉行前48小時送達本公司於香港之過戶登記分處，地址為中環夏慤道10號和記大廈4樓，方為有效。

4. 有關本通告第2項決議案，龔漢兵先生、龍炳坤先生及李國精先生將根據本公司之公司細則第86(2)及87條於大會上告退董事之職，彼等亦願意於大會上膺選連任。
5. 一份載有關於第4B項普通決議案進一步詳情之說明函件將連同本公司之二零零零年度年報寄予股東。

power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time for holding the Meeting.

4. With respect to resolution no. 2 of this notice, Messrs. Gong Hanbing, Loong Ping Kwan and Lee Kuo Ching, Stewart shall retire from the office of directorship and shall offer themselves for re-election at the Meeting in accordance with bye-laws 86(2) and 87 of the Company's bye-laws.
5. An explanatory statement containing further details on ordinary resolution no. 4B will be despatched to the shareholders together with the annual report 2000.