

**Notice is hereby given that** the Annual General Meeting of the Company will be held at Coral Ballroom, 3rd Floor, Furama Hotel, 1 Connaught Road Central, Hong Kong on Monday, 18 June 2001, at 9:30 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 December 2000.
2. To declare a final dividend for the year ended 31 December 2000.
3. To re-elect the retiring Directors and to authorise the Board to fix the remuneration of Directors.
4. To appoint Auditors and to authorise the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, to pass with or without modifications the following resolutions as ordinary resolutions:
  - A. **“THAT:**
    - (a) subject to paragraph (c) of this Resolution and pursuant to section 57B of the Companies Ordinance, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares in 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 (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;

**茲通告**本公司謹定於二零零一年六月十八日（星期一）上午九時三十分假座香港干諾道中一號富麗華酒店三樓珊瑚廳舉行股東週年大會，以討論下列事項：

1. 省覽及考慮截至二零零零年十二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. 宣佈派發截至二零零零年十二月三十一日止年度之末期股息。
3. 重選退任董事及授權董事會釐定董事酬金。
4. 聘任核數師及授權董事會釐定其酬金。
5. 作為特別事項，考慮並酌情通過（不論有否作出修訂）下列決議案為普通決議案：
  - A. **「動議：**
    - (a) 在本決議案(c)段之規限下及依據公司條例第57B條，一般性及無條件批准本公司之董事於有關期間內行使本公司之一切權力以配發、發行及處理本公司股本中之額外股份或可轉換成該等股份之證券，或可認購本公司任何股份之期權、認股權證或類似權利，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) 本決議案(a)段之批准將授權本公司之董事於有關期間內訂立或授予將會或可能需要於有關期間結束後行使該等權力之售股要約、協議及期權；

(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) of this Resolution, 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 shares of the Company; (iii) any 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; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares 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 the passing 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 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 any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

(c) 本公司之董事依據本決議案(a)段之批准配發或有條件或無條件同意配發之股本面值總額（不論是否依據期權或以其他方式配發者）不得超過本公司於本決議案獲通過之日已發行股本面值總額之20%。惟依據(i)配售新股；(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換取本公司股份之證券之條款行使換股權；(iii)當時所採納以向本公司及／或其任何附屬公司之行政人員及／或僱員授予或發行本公司之股份或購買本公司股份之權利之任何購股權計劃或類似安排；或(iv)有關根據本公司之公司組織章程細則配發股份以代替本公司股份之全部或部份股息之以股代息或類似安排而配發者除外，而上述批准亦受此限制；及

(d) 就本決議案而言：

「有關期間」指由本決議案獲通過時至下列最早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 按本公司之公司組織章程細則或任何適用之法律例規定本公司須召開下屆股東週年大會之期限屆滿之日；及
- (iii) 股東在股東大會上以普通決議案撤銷或修訂本決議案所述之授權。

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company on the register 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, any territory outside Hong Kong).”

**B. “THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (c) 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 the next annual general meeting of the Company;

「配售新股」指於本公司董事指定之期間，向於指定記錄日期名列股東名冊內之本公司股份持有人，按彼等當時之持股比例要約配售股份（惟本公司之董事可就零碎配額或就任何香港以外地區之法例或任何認可監管機構或任何證券交易所之規定所訂明之任何限制或責任，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）。

**B. 「動議：**

- (a) 在本決議案(b)段之規限下，一般性及無條件批准本公司之董事於有關期間內，依據一切適用之法例及香港聯合交易所有限公司（「聯交所」）證券上市規則或任何其他證券交易所不時修訂之規限，行使本公司之一切權力以在聯交所或本公司證券可能上市並經證券及期貨事務監察委員會及聯交所就此方面認可之任何其他證券交易所購回本公司之股份；
- (b) 本公司於有關期間內根據本決議案(a)段之批准購回之本公司股份之面值總額，不得超過本公司於本決議案獲通過之日已發行股本面值總額之10%，而上述批准亦受此限制；及
- (c) 就本決議案而言：
- 「有關期間」指由本決議案獲通過時至下列最早日期止之期間：
- (i) 本公司下屆股東週年大會結束時；

- (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 any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

C. “**THAT** conditional upon Resolutions numbered 5A and 5B set out in the notice convening this meeting being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors of the Company as mentioned in Resolution numbered 5B set out in the notice convening this meeting shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution numbered 5A set out in the notice convening this meeting, provided that the amount of share capital repurchased by the Company shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution.”

By Order of the Board

**Fu Yuning**

Chairman

Hong Kong, 19 April 2001

Registered Office:

38th Floor East, China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

- (ii) 按本公司之公司組織章程細則或任何適用之法例規定本公司須召開下屆股東週年大會之期限屆滿之日；及

- (iii) 本公司股東在股東大會上以普通決議案撤銷或修訂本決議案所述之授權。」

C. 「**動議**於召開本大會之通告所載之第5A及第5B項決議案獲得通過後，在本公司之董事依據召開本大會之通告所載之第5A項決議案可配發或有條件或無條件同意配發之股本面值總額，將加上本公司根據召開本大會之通告所載之第5B項決議案所述授予本公司董事之權力已購回本公司股本中股份之面值總額，惟本公司購回之股本總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之10%。」

承董事會命

**傅育寧**

主席

香港，二零零一年四月十九日

註冊辦事處：

香港

干諾道中168-200號

信德中心

招商局大廈38樓東

## Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice 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 order to be valid, 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 that power of attorney or authority, must be deposited at the Company's registered office at 38th Floor East, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting.
3. The register of members of the Company will be closed from 12 June 2001 to 18 June 2001, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend to be approved at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Central Registration Hong Kong Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 11 June 2001.
4. Concerning resolutions numbered 5A and 5C above, the Directors wish to state that they have no immediate plans to issue any new shares in the Company. The ordinary resolution is being sought from members as a general mandate in compliance with section 57B of the Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange.
5. Concerning resolution numbered 5B above, the Directors wish to state that they have no immediate plans to repurchase any existing shares pursuant to the relevant mandate. Approval is being sought from members as a general mandate to be given to the Directors to repurchase shares. The Explanatory Statement required by the Rules Governing the Listing of Securities on the Stock Exchange in connection with the proposed repurchase mandate will be despatched to members together with the notice of the meeting.

## 附註：

1. 有權出席上述通告召開之大會並於會上投票之股東，均可委派一位或多位代表代其出席及投票。受委代表毋須為本公司股東。
2. 代表委任表格連同授權簽署該表格之授權書或其他授權文件（如有），或由公證人簽署證明之該等授權書或授權文件副本，最遲須於大會指定舉行時間四十八小時前交回本公司之註冊辦事處，地址為香港干諾道中168-200號信德中心招商局大廈38樓東，方為有效。
3. 本公司將於二零零一年六月十二日至二零零一年六月十八日（包括首尾兩日）期間，暫停辦理股份過戶登記手續。股東如欲獲派將於大會上提呈批准之末期股息，最遲須於二零零一年六月十一日下午四時前將所有過戶文件連同有關股票送交本公司之股份過戶登記處，香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心17樓辦理登記手續。
4. 關於上述第5A項及第5C項決議案，董事會謹表明彼等目前並無計劃發行本公司之任何新股份。該普通決議案乃遵照公司條例第57B條及聯交所證券上市規則徵求股東以一般性授權之方式通過。
5. 關於上述第5B項決議案，董事會謹表明，目前並無計劃依據有關授權購回任何現有股份。現徵求股東以一般性授權之方式批准董事購回股份。聯交所證券上市規則規定就建議之購回授權而刊發之說明文件將連同大會通告一併寄發予股東。