

# 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八月三十一日上午九時三十分在香港灣仔皇后大道東213號胡忠大廈27樓舉行股東週年大會，以處理下列事項：

### 普通事項

1. 省覽截至二零零一年三月三十一日止年度之經審核財務報表及董事會與核數師之報告；
2. 重選董事並授權董事會釐定其酬金；及
3. 續聘核數師並授權董事會釐定其酬金。

### 特別事項

4. 考慮並酌情通過下列決議案為普通決議案：

(A) 「動議：本公司之法定股本由一億五千萬港元增大至三億港元，增加共1,500,000,000股每股面值0.10港元股份。該等新增股份與本公司現已發行股份享有同等地位及權利。」

(B) 「動議：

- (a) 在本決議案(b)段之規限下，一般及無條件批准及授權本公司董事會（「董事會」）於有關期間（如下文所界定）內行使本公司一切權力於香港聯合交易所有限公司（「聯交所」）或本公司證券於該處上市並就此目的而言獲證券及期貨事務監察委員會及聯交所認可之任何其他證券

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company will be held at 27th Floor, Wu Chung House, 213 Queen's Road East, Wanchai, Hong Kong on 31st August, 2001 at 9:30 a.m. for the following purposes: -

### ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of the Directors and auditors for the year ended 31st March, 2001;
2. To re-elect Directors and to authorise the board of Directors to fix their remuneration; and
3. To re-appoint auditors and to authorise the board of Directors to fix their remuneration.

### SPECIAL BUSINESS

4. To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

(A) "THAT the authorised capital of the Company be increased from HK\$150,000,000 to HK\$300,000,000 by the creation of 1,500,000,000 shares of HK\$0.10 each, such shares to rank pari passu in all respects with the existing issued shares in the capital of the Company."

(B) "THAT

- (a) the exercise by the Directors of the Company (the "Directors") during the Relevant Period (as hereinafter defined) of all powers and authority of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the shares 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 paragraph (b) of this resolution, all applicable laws and the requirements of the Rules

# 股東週年大會通告 (續)

## Notice of Annual General Meeting (continued)

交易所購回本公司之證券，惟須遵守及按照不時加以修訂之所有適用法例及聯交所或任何其他證券交易所之證券上市規則辦理；

(b) 本公司於有關期間內依據本決議案(a)段所述將予購回之本公司證券面值總額，就本公司股份而言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之10%，上文(a)段之授權須受此限制；及

(c) 就本決議案而言，「有關期間」乃指由本決議案通過之日起至下列期限止(以較早者為準)之期間：

(i) 本公司下屆股東週年大會結束時；或

(ii) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會期限屆滿之日；或

(iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂本決議案批准授予董事會權力之日期。(附註(2))」

(C) 「動議：

(a) 無條件授予董事會一般權力，於有關期間(如下文所界定)內行使本公司一切權力、發行、配發及處置本

Governing the Listing of Securities on the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;

(b) the aggregate nominal amount of the shares of the Company to be purchased 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 value of the share capital of the Company in issue at the date of this resolution and the authority pursuant to paragraph (a) 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 earlier of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiry 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 passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the approval and authority given to the Directors by this resolution (note (2))."

(C) "THAT

(a) a general mandate be and is hereby unconditionally given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue,

# 股東週年大會通告 (續)

## Notice of Annual General Meeting (continued)

公司股本中之股份(包括該授權有效期內或其後因作出或授出售股建議、協議及優先認股權而須或可能須發行、配發或處置之股份)，惟根據下列者除外：

- (i) 向指定記錄日期按股份持有人當時持股比例配售股份，惟董事會有權就零碎股份或就香港或香港以外地區之法律或任何認可監管機構或證券交易所之規定所訂明之任何限制或責任而按其認為必需或權宜者取消若干股東在此方面之權利或作出其他安排；或
  - (ii) 本公司設立並經聯交所批准之任何優先認股計劃或類似安排；或
  - (iii) 本公司任何認股權證所附之認購權行使時所發行之本公司股份；或
  - (iv) 根據本公司之公司細則而實行之任何以股代息計劃或類似安排。
- (b) 發行、配發或處置之已發行股本總面值不得超過本公司於本決議案通過日期已發行股本總面值之20%；及

allot and dispose of shares in the capital of the Company (including making and granting offers, agreements and options which would or which might require shares to be issued, allotted or disposed of, whether during the continuance of such mandate or thereafter), otherwise than pursuant to:

- (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in, or in any territory outside, Hong Kong); or
- (ii) any share option scheme or similar arrangement established by the Company and approved by the Stock Exchange; or
- (iii) any issue of shares in the Company upon the exercise of subscription rights attaching to any warrants of the Company; or
- (iv) any scrip dividend scheme or similar arrangement implemented in accordance with the Bye-laws of the Company.

- (b) the aggregate nominal value of the share capital issued, allotted or disposed of shall not in aggregate exceed 20 per cent. of the aggregate nominal value of the share capital of the Company in issue at the date of this resolution; and

# 股東週年大會通告 (續)

## Notice of Annual General Meeting (continued)

- (c) 就本決議案而言，「有關期間」乃指由本決議案通過之日至下列期限止（以較早者為準）之期間：
- (i) 本公司下屆股東週年大會結束時；或
- (ii) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會期限屆滿之日；或
- (iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂本決議案批准授予董事會權力之日期（附註(2)及(4)；」及
- (D) 「動議：於第4(B)及第4(C)項決議案獲得通過之條件下，將董事會獲授可依據第4(C)項決議案行使本公司權力以配發股份之一般授權擴大，將董事會依據該一般授權可配發或有條件或無條件同意配發之股本面值總額，按照本公司根據第4(B)項決議案獲授權力而購回之本公司股本面值總額予以增加，惟此數額不得超逾本公司於本決議案通過日期之已發行股本面值總額之10%。」
- (c) for the purpose of this resolution, "Relevant Period" means the period from the 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 expiry 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 passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the approval and authority given to the Directors by this resolution (Notes (2) and (4));" and
- (D) "THAT conditional upon the resolutions numbered 4(B) and 4(C) being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot shares pursuant to resolution numbered 4(C) be and is hereby extended by the addition to the aggregate nominal value of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate as amount representing the aggregate nominal value of the share capital of the Company purchased by the Company under the authority granted pursuant to resolution numbered 4(B), provided that such amount shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company in issue at the date of this resolution."

承董事會命  
公司秘書  
羅志聰

By Order of the Board  
**Lo Chi Chung, William**  
Company Secretary

香港，二零零一年七月四日

Hong Kong, 4th July, 2001

# 股東週年大會通告 (續)

## Notice of Annual General Meeting (continued)

### 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派一名代表出席及於表決時代其投票。受委代表毋須為本公司股東。代表委任表格連同已簽署之授權書或經由公證人簽署證明之其他授權書或授權文件副本，必須於大會或其任何續會指定召開時間四十八小時前送達本公司之香港股份過戶登記處秘書商業服務有限公司，地址為香港干諾道中111號永安中心五樓，方為有效。
- (2) 有關第4項決議案之說明函件將寄予股東及有權收取該函件之其他人士。
- (3) 本公司將於二零零一年八月二十八日起至二零零一年八月三十一日止（首尾兩天包括在內）暫停辦理股份過戶登記。所有股份過戶文件連同有關股票，必須於二零零一年八月二十七日下午四時前遞交本公司之香港股份過戶登記處秘書商業服務有限公司，地址為香港干諾道中111號永安中心五樓。
- (4) 關於上述第4(C)項，董事欲聲明現時無意根據此項授權所賦予之權力發行任何新增股份。

### Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's share registrars in Hong Kong at Secretaries Limited, 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (2) An Explanatory Statement in relation to resolution numbered 4 will be sent to shareholders and other persons who are entitled thereto.
- (3) The Register of Members of the Company will be closed from 28th August, 2001 to 31st August, 2001, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars in Hong Kong, Secretaries Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong for registration no later than 4:00 p.m. on 27th August, 2001.
- (4) Concerning resolution numbered 4(C) above, the Directors wish to state that they have no immediate plans to issue any additional new shares of the Company pursuant to the power to be conferred by this mandate.