

## 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 10/F, Southeast Industrial Building, 611-619 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong on Monday, 20th August, 2001 at 3:00 p.m. for the following purposes:

1. To receive and adopt the audited Financial Statements of the Company and the Reports of the Directors and of the Auditors for the year ended 31st March, 2001.
2. To consider and declare a final dividend and a special dividend.
3. To re-elect the retiring Directors and to authorise the Board of Directors to fix the Directors' remuneration.
4. To re-appoint Messrs. Arthur Andersen & Co as the Auditors of the Company 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 resolutions as Ordinary Resolutions:

A. "THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional

茲通告本公司謹定於二零零一年八月二十日星期一下午三時正假座香港新界荃灣青山公路611-619號東南工業大廈10樓舉行股東週年大會，議程如下：

1. 省覽及採納截至二零零一年三月三十一日止年度本公司經審核財務報告書及董事會與核數師報告書。
2. 考慮及宣派末期股息及特別股息。
3. 重選行將告退之董事，並授權董事會釐定董事酬金。
4. 重新委聘安達信公司為本公司核數師，並授權董事會釐定其酬金。
5. 以特別事項形式，考慮並酌情通過或經修訂後通過下列決議案為普通決議案：

A. 「動議：

- (a) 在下文(c)段之限制下，一般及無條件地批准本公司董事會在有關期間(定義見下文)內行使本公司所有權力，以配

shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers after the end of the Relevant Period;

(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) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or any issue of shares of the Company on the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time or on the exercise of any options granted under the share option scheme of the Company or

發、發行及處理本公司股本中之額外股份，及訂立或授予可能須行使該等權力之建議、協議及購股權(包括可認購股份之認股權證)；

(b) 上文(a)段之批准乃附加於本公司董事會已獲得之任何其他授權，並將授權本公司董事會於有關期間內訂立或授予可能須在有關期間結束後行使該等權力之建議、協議及購股權(包括可認購股份之認股權證)；

(c) 本公司董事會根據上文(a)段之批准所配發或有條件或無條件地同意配發(不論是否根據購股權或其他方式配發者)之股本總面額(根據配售股份(定義見下文)或因行使本公司可能不時發行之任何認股權證附有之認購權或因行使本公司購股權計劃所授予之任何購股權或根據本公司之細則規定配發或發行股份以代替全部或

an issue of shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-laws 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 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 any applicable law or the Bye-laws of the Company to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.

部份股息而發行之本公司任何股份除外)，不得超過本公司於本決議案通過當日之已發行股本總面額20%，而上述批准須受此數額限制；及

(d) 就本決議案而言：

「有關期間」指本決議案通過之日至下列任何一項最早發生之期間：

- (i) 本公司下屆股東週年大會結束之日；
- (ii) 任何適用法例或本公司細則規定本公司須舉行下屆股東週年大會之期限屆滿之日；及
- (iii) 本公司在股東大會通過普通決議案撤銷或修訂本決議案所授權之時。

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company 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 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 applicable to the Company).”

「配售股份」指本公司董事會於指定期間，向於指定記錄日期名列本公司股東名冊之股東，按其當時之持股比例配售股份之建議，惟董事會可就零碎配額，或就任何適用於本公司之地區於法例上之任何限制或責任，或就任何獲認可管制機構或任何證券交易所之規定而必須或權宜取消若干股東在此方面之權利或作出其他安排。」。

B. “THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities may be

B. 「動議：

- (a) 在下文(b)段之限制下，一般及無條件地批准本公司董事會在有關期間(定義見下文)內行使本公司所有權力，以購回於香港聯合交易所有限公司(「聯交所」)上市之證券，或獲證券及期貨

listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of 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 securities authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing 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;

事務監察委員會及聯交所就此目的而認可之任何其他證券交易所上市之證券，惟須根據及遵照聯交所或任何其他證券交易所不時修訂之所有適用法例及/或規定；

- (b) 本公司在有關期間內根據上文(a)段之批准獲授權可購回之證券總面額不得超過本公司於本決議案通過當日之已發行股本總面額10%，而上述批准須受此數額限制；及

- (c) 就本決議案而言：

「有關期間」指本決議案通過之日至下列任何一項最早發生之期間：

- (i) 本公司下屆股東週年大會結束之日；

(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and

(iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.”

C. “THAT conditional on the passing of the resolution set out in paragraph 5B of the notice convening this meeting, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to the resolution set out in paragraph 5A of the notice convening this meeting 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

(ii) 任何適用法例或本公司細則規定本公司須舉行下屆股東週年大會之期限屆滿之日；及

(iii) 本公司在股東大會通過普通決議案撤銷或修訂本決議案所授權之時。」。

C. 「**動議**待召開本大會之通告第5B項所載決議案獲通過後，擴大根據召開本大會之通告第5A項所載決議案授予本公司董事會而現行有效行使本公司權力以配發、發行及處理額外股份之一般授權，增加本公司董事會根據該項一般授權將可配發或有條件或無條件地同意配發之股本總面額。增加之數額相等於本公司根據召開本大會之通告第5B項所載決議案授權而購

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of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 5B of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution."

By Order of the Board

**Ho Cheuk Fai**

*Chairman*

Hong Kong, 20th July, 2001

*Principal Place of Business:*

10th Floor, Southeast Industrial Building

611-619 Castle Peak Road

Tsuen Wan, New Territories

Hong Kong

回之本公司股本總面額；惟該擴大之數額不得超過本公司於本決議案通過當時之已發行股本總面額10%。」。

承董事會命

**何焯輝**

*主席*

香港，二零零一年七月二十日

*主要營業地點：*

香港

新界荃灣

青山公路611-619號

東南工業大廈10樓

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## Notes:

1. Any member entitled to attend and vote at the above 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. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the Company's principal place of business in Hong Kong at 10th Floor, Southeast Industrial Building, 611-619 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
3. The Register of Members of the Company will be closed from Thursday, 16th August, 2001 to Monday, 20th August, 2001 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and special dividend to be approved at the meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Registrars in Hong Kong, Central Registration Hong Kong Limited, Rooms 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Wednesday, 15th August, 2001.

## 附註：

1. 任何有權出席上述大會及投票之股東，均有權委任一位或多位代表出席，並代其投票。受委任代表毋須為本公司股東。
2. 代表委任表格連同授權簽署該代表委任表格之授權書或其他授權文件(如有的話)，或經公證人簽署證明之授權書或授權文件副本，須於大會或其任何續會指定舉行時間前不少於48小時送達本公司在香港之主要營業地點，地址為香港新界荃灣青山公路611-619號東南工業大廈10樓，方為有效。
3. 本公司將由二零零一年八月十六日星期四至二零零一年八月二十日星期一(包括首尾兩天)暫停辦理股份過戶登記手續。如欲獲得將於大會上通過之擬派末期股息及特別股息，所有填妥之股份轉讓文件連同有關之股票及特別股息，須於二零零一年八月十五日星期三下午四時前送達本公司於香港之股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至6室。