

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

中國物流集團有限公司（「本公司」）茲訂於二零零一年九月二十日（星期四）上午十一時正，假香港灣仔告士打道38號美國萬通大廈13字樓1302室，舉行股東週年大會，以處理下列事項：

1. 省覽截至二零零一年三月三十一日止年度賬目、董事會報告及核數師報告；
2. 重選董事；
3. 重聘羅兵咸永道會計師事務所為核數師及授權董事會釐定其酬金。

作為特別事項，考慮下列議案，如認為適當時，則通過為普通決議案：—

4. A. 「**動議**無條件及一般性授權董事會行使本公司購回本身已發行股份之所有權力。任何根據此項授權而購回之每股面值港幣0.10元之本公司股份總數，不得超過本公司於通過此議案當日之本公司已發行股本之百分之十，並須在香港聯合交易所有限公司內，或任何其他經證券及期貨事務監察委員會及香港聯合交易所有限公司，根據香港公司購回本身股份守則就此目的而認可之證券交易所內購回。此項授權之有效期間至本公司下一股東週年大會終會時，或依法必須召開下一股東週年大會之期限告滿時，或此項授權經另一股東大會通過普通決議案撤銷或修訂時為止，以較早到期者為準。」

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of China Logistics Group Limited (the “Company”) will be held at Room 1302, 13/F., MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong on Thursday, 20th September 2001 at 11:00 a.m. for the following purposes:—

1. To receive and consider the Statement of Accounts and the Reports of the Directors and Auditors for the year ended 31st March 2001;
2. To re-elect Directors;
3. To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration.

As special business, to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

4. A. “**THAT** a general mandate be and is hereby unconditionally given to the directors of the Company to exercise all the powers of the Company to purchase issued shares of the Company, provided that the aggregate number of shares of HK\$0.10 each to be purchased under this mandate on The Stock Exchange of Hong Kong Limited or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Code on Share Repurchases of Hong Kong shall not exceed 10% of the existing issued share capital of the Company and that this mandate shall only continue in force until the conclusion of the next Annual General Meeting of the Company, or the expiration of the period within which the next Annual General Meeting is required by law to be held, or the revocation or variation of this mandate by ordinary resolution of the shareholders in general meeting, whichever is the earlier.”

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B. 「動議無條件及一般性授權董事會分配或發行新股，及作出或授予任何將會或可能在此項授權有效期間或以後，需要分配、發行或出售新股之認購股份計劃、協議或期權。任何根據此項授權而分配或同意分配之新股總數，不得超過下列兩者之總數：

- (a) 本公司於通過此議案當日及因按每股作價港幣0.30元將予發行之500,000,000股新股份（根據本公司日期為二零零一年三月十二日之通函所述建議收購上海浦東中集物流發展有限公司75%實益權益而將予配發及發行）之擴大後已發行股本之百分之二十；及
- (b) （如董事會獲得股東通過另一普通決議案批准）此議案通過後本公司所購回本身股份之總數；

此項授權之有效期間至本公司下一股東週年大會終會時，或依法必須召開下一股東週年大會之期限告滿時，或此項授權經另一股東大會通過普通決議案撤銷或修訂時為止，以較早到期者為準。」

B. “**THAT** a general mandate be and is hereby unconditionally given to the directors of the Company to allot or issue shares, and to make and grant offers, agreements and options which would or require shares to be allotted, issued or disposed of, whether during the continuance of this mandate or thereafter, provided that the aggregate number of shares allotted or agreed to be allotted under this mandate shall not exceed the aggregate of:—

- (a) 20% of the existing issued share capital of the Company at the date of this Resolution as enlarged by the issue of 500,000,000 new shares at HK\$0.30 each to be allotted and issued pursuant to the proposed acquisition of 75% beneficial interest in the share capital of Shanghai Pudong CNCC Logistics Development Limited as described in the circular of the Company dated 12th March 2001; and
- (b) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of any shares repurchased by the Company subsequent to the passing of this Resolution;

and that this mandate shall only continue in force until the conclusion of the next Annual General Meeting of the Company, or the expiration of the period within which the next Annual General Meeting is required by law to be held, or the revocation or variation of this mandate by ordinary resolution of the shareholders in general meeting, whichever is the earlier.”

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- C. 「動議無條件及一般性授權董事會，於行使根據本會議通告所載第4B項普通決議案所作出之授權時，可將該項決議案 (b) 段所指之股份數量包括在內。」

- C. “**THAT** a general mandate be and is hereby unconditionally given to the directors of the Company to exercise the general mandate given to them pursuant to Ordinary Resolution 4B set out in the notice convening this meeting in respect of the number of shares referred to in paragraph (b) of that Resolution.”

承董事會命
公司秘書
廖雅英

By order of the Board
Liu Ah Ying
Company Secretary

香港，二零零一年七月二十六日

Hong Kong, 26th July 2001.

附註：

Notes:

1. 有資格出席及投票之股東，均可委派不超過兩名代表出席及在書面表決時投票，代表毋須為本公司股東。
2. 委任代表表格填妥簽署後，必須於本會議或其續會指定開始時間最少四十八小時前，送達香港灣仔告士打道38號美國萬通大廈13字樓1302室本公司註冊辦事處，方為有效。
3. 就上述決議案第4A及4B項，董事會謹聲明彼等目前並無任何計劃行使有關授權購回已發行股份或發行新股。一份載有議程第4A項之說明文件之通函，已隨二零零零／二零零一年度之年報寄發給各股東。

1. A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy duly completed and signed must be deposited at the Registered Office of the Company at Room 1302, 13/F., MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof.
3. In respect of resolutions no. 4A and 4B above, the directors wish to state that they have no immediate plans to repurchase any existing shares or to issue any new shares pursuant to the relevant mandates. A circular containing an explanatory statement in connection with resolution no. 4A is being sent to shareholders together with the 2000/2001 Annual Report.