

## NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of Allan International Holdings Limited (the "Company") will be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on 22nd August, 2001 at 3:45 p.m. for the following purposes:-

1. To receive and consider the audited financial statements and the report of the directors and auditors for the year ended 31st March, 2001.
2. To declare a final dividend of 6.0 cents per share for the year ended 31st March, 2001.
3. To re-elect the retiring directors and to authorise the board of directors to fix their remuneration.
4. To appoint auditors and to authorise the board of directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass the following resolution as ordinary resolutions:-

A. "THAT:-

- (a) subject to paragraph (c), 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 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) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

茲通告亞倫國際集團有限公司（「本公司」）將於二零零一年八月二十二日下午三時四十五分假座香港銅鑼灣告士打道280號世界貿易中心38樓世界貿易中心會舉行股東週年大會，藉以處理下列事項：—

1. 省覽截至二零零一年三月三十一日止年度之經審核財政報告以及董事會及核數師之報告書。
2. 宣派截至二零零一年三月三十一日止年度之末期股息每股6.0仙。
3. 重選董事並授權董事會釐定其酬金。
4. 委聘核數師並授權董事會釐定其酬金。
5. 以特別事項之方式考慮並酌情通過下列決議案為普通決議案：—

A. 「動議：—

- (a) 在(c)段之限制下，一般及無條件批准本公司董事會於有關期間內行使本公司之一切權力以配發、發行及處置本公司股本中之額外股份，以及作出或授予或須行使該等權力之建議、協議或購股權；
- (b) (a)段之批准授權本公司董事會在有關期間內作出或授予或須於有關期間結束後行使該等權力之建議、協議或購股權；

- (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), otherwise than pursuant to a Rights Issue or the exercise of the subscription rights under the share option scheme of the Company shall not exceed 20 percent of the aggregate nominal amount of the share capital of the Company in issue 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 earlier of:-

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) 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 law to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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).”

- (c) 本公司董事根據(a)段之批准所配發或有條件或無條件同意配發(不論是否根據購股權或其他事項而進行)之股本總面額(惟根據配售新股或本公司所採納之購股權計劃所涉及認購權獲行使而進行者則除外)不得超過本公司已發行股本總面額之20%，而上述批准亦須受此限制；及

- (d) 就本決議案而言：-

「有關期間」乃指本決議案獲通過之日起至下列兩者中較早日期止之期間：-

- (i) 本公司下屆股東週年大會結束；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之期限屆滿之日；及

「配售新股」乃指本公司董事會於所定期間內根據於某一指定記錄日期之股份持有人當時之持股比例向彼等提出售股建議(惟本公司董事會有權就零碎股權或於考慮及香港以外任何地區之法律所訂之限制或責任或當地任何認可管制機構或任何證券交易所之規定後，作出其認為必要或權宜之取銷權利或其他安排)。

B. "THAT:-

- (a) the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to purchase its own shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company purchased by the Company on The Stock Exchange of Hong Kong Limited or any other stock exchanges recognised for this purpose by the Securities and Future Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue, and the said approval 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 earlier 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 Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

B. 「動議：—

- (a) 一般及無條件批准董事會在所有適用法例之規限下於有關期間內行使本公司一切權力以購回本公司本身之股份；
- (b) 本公司根據(a)段之批准而於有關期間遵照香港股份購回守則而在香港聯合交易所有限公司又或在香港證券及期貨事務監察委員會及香港聯合交易所有限公司就此認可之任何其他證券交易所購回之股份總面額不得超過本公司已發行股本總面額之10%，而上述批准亦須受此限制；及
- (c) 就本決議案而言：—

「有關期間」乃指本決議案獲通過之日起至下列三者中最早之日期止之期間：—

- (i) 本公司下屆股東週年大會結束；
- (ii) 本公司之公司細則及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；及
- (iii) 本決議案被本公司股東在股東大會上以普通決議案撤銷或修訂之日。」

## NOTICE OF ANNUAL GENERAL MEETING (continued) 股東週年大會通告 (續)

C. "THAT conditional upon resolution 5B above being passed, the aggregate nominal amount of the number of share in the capital of the Company under the authority granted to the directors as mentioned in resolution 5B above 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 5A above."

By Order of the Board  
**Cheung Lai See, Sophie**  
Director

Hong Kong, 20th July, 2001

*Principal Office:*  
12th Floor, Zung Fu Industrial Building  
1067 King's Road, Quarry Bay  
Hong Kong

*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.
- (2) In order to be valid, the form of proxy must be deposited at the Company's principal office in Hong Kong at 12th Floor, Zung Fu Industrial Building, 1067 King's Road, Quarry Bay, Hong Kong together with a power of attorney or other authority, if any, 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.
- (3) The register of members of the Company will be closed from 13th August, 2001 to 17th August, 2001, both days inclusive, during which period no transfer of shares will be effected. In order to determine the identity of the shareholders entitled to attend and vote at the meeting; all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrars, Standard Registrars Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not later than 4:00 p.m. on 10th August, 2001.
- (4) An explanatory statement containing further details regarding resolution 5A to 5C above will be sent to members together with the 2001 Annual Report.

C. 「動議待上文第5B項決議案獲通過後，將上文第5B項決議案所述董事會所獲授權所涉及本公司股本中股份之總面額加入本公司董事會根據上文第5A項決議案而配發或有條件或無條件同意配發之股本總額之內。」

承董事會命  
董事  
**張麗斯**

香港，二零零一年七月二十日

*主要辦事處：*  
香港  
鰂魚涌英皇道1067號  
仁孚工業大廈12樓

*附註：-*

- (1) 凡有權出席上述通告所召開大會及投票之股票，均有權委派代表其出席及投票。受委代表毋須為本公司股東。
- (2) 代表委任表格連同簽署人之授權書或其他授權文件（如有），或經由公證人簽署證明之授權書或授權文件副本最遲須於大會或續會之指定舉行時間48小時前交回本公司之主要辦事處，地址為香港鰂魚涌英皇道1067號仁孚工業大廈12樓，方為有效。
- (3) 本公司將由二零零一年八月十三日至二零零一年八月十七日（首尾兩天包括在內）暫停辦理股份過戶登記手續，為確定有權出席大會並於會上投票之股東名單，所有過戶文件連同有關之股票，均須於二零零一年八月十日下午四時之前送呈本公司之股份過戶登記香港分處，標準證券登記有限公司，地址為香港干諾道中111號永安中心5樓。
- (4) 載有上文第5A至第5C項決議案進一步詳情之說明函件將連同二零零一年度年報寄發予各位股東。