

**NOTICE IS HEREBY GIVEN** that the 2001 Annual General Meeting of the Company will be held at Conference Room, 30/F., Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, Kowloon, Hong Kong on 24 August, 2001 at 9:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the Reports of the Directors and Auditors for the year ended 31 March 2001;
2. To determine the maximum number of Directors;
3. To elect 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 resolutions 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**本公司訂於二零零一年八月二十四日上午九時正假座香港九龍荃灣荃華街3號悅來酒店30樓會議室舉行二零零一年股東週年大會，藉以討論下列事項：

1. 省覽截至二零零一年三月三十一日止年度之經審核財務報告、董事會與核數師報告；
2. 釐定董事最多人數；
3. 重選董事及授權董事會釐定董事酬金；
4. 委任核數師，並授權董事會釐定其酬金；
5. 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

A. **「動議：**

- (a) 在下文(c)段之規則下，無條件全面批准本公司董事會於有關期間內行使本公司一切權力、配發、發行及處理本公司股本中之未發行股份及提出、訂立或授出可能需要行使該等權力之建議、協議及購股權；
- (b) 在上文(a)段所述之批准將授權本公司董事會於有關期間內提出、訂立或授出可能於有關期間屆滿後仍須行使該等權力之建議、協議及購股權；





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| <p>(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 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and</p> | <p>(c) 本公司董事會根據上文 (a)段所述之批准可配發或同意有條件或無條件配發 (不論是否根據購股權或其他原因而配發者) 之股份總面值, 不得超過本公司於通過本決議案當日之已發行股本總面值之20%, 但不包括根據配售新股或因行使購股權計劃所授出之購股期權而須予配發之股份, 而上述批准亦須受此限制; 及</p> |
| <p>(d) for the purposes of this resolution:</p> <p>“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:</p>   | <p>(d) 就本決議案而言:</p> <p>「有關期間」乃指本決議案獲通過日期起至下列日期 (以最早者為準) 止之期間:</p>  |
| <p>(i) the conclusion of the next annual general meeting of the Company;</p>   | <p>(i) 本公司下屆股東週年大會結束時;</p>   |
| <p>(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 laws to be held; and</p>   | <p>(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時; 及</p>   |
| <p>(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and</p>   | <p>(iii) 本決議案所述之權力在本公司股東大會上以普通決議案方式撤銷或修訂之時; 及</p>  |

“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 of Members of the Company 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 and restrictions or obligations under the laws of or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

B. **“THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all 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 pursuant to the approval in paragraph (a) during the Relevant Period 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 this resolution and the said approval be limited accordingly; and

「配售新股」指向指定記錄日期名列股東名冊上之股東按其當時持股比例配售本公司股份之建議；建議之有效期由本公司董事會釐定（惟本公司董事有權就零碎股份，或由於香港以外任何地區之有關法律或任何認可監管機構或證券交易所規定之任何限制而須予或權宜取消若干股東在此方面之權利或作出其他安排）。

B. **「動議：**

- (a) 無條件全面批准本公司董事會於有關期間內根據所有適用法律行使本公司一切權力購回本公司股份；
- (b) 本公司根據上文(a)段所賦予之批准而於有關期間內購回之本公司股份總面值，不得超過本公司於通過本決議案當日之已發行股本總面值之10%，而上述批准亦須受此限制；以及

(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 laws 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.”

(c) 就本決議案而言：

「有關期間」乃指本決議案獲通過日期起至下列日期（以最早者為準）止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (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時；及
- (iii) 本決議案所述之權力在本公司股東大會上以普通決議案方式撤銷或修訂之時。」

C. "THAT conditional, upon resolution no. 5B above 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 no. 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 no. 5A above."

By Order of the Board

**Yu Wai Man**

*Company Secretary*

Hong Kong, 26 July 2001

*Principal Office:*

13/F., H.K. & Macau Building,  
156-157 Connaught Road, Central,  
Hong Kong

C. 「動議如上文第5B項決議案獲通過，本公司根據上文第5A項決議案可配發或同意有條件或無條件配發之本公司股本總面值將擴大，加入於本公司董事會根據上文第5B項決議案所述賦予董事之權力而購回之本公司股本中股份之總面值。」

承董事會命

公司秘書

余偉文

香港，二零零一年七月二十六日

主要辦事處：

香港  
干諾道中156-157號  
寶基大廈13字樓