

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 (the "Annual General Meeting") will be held at 13/F., Hing Yip Centre, 37 Beech Street, Tai Kok Tsui, Kowloon, Hong Kong at 3:00 p.m. on Friday, 28th September, 2001 for the following purposes:

1. To receive and consider the audited combined financial statements and the Reports of the Directors and Auditors for the year ended 31st March, 2001.
2. To re-elect directors and to fix their remuneration.
3. To appoint auditors and to authorise the board of directors to fix their remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

Ordinary resolutions

- (A) "THAT the directors of the Company be and are hereby granted an unconditional general mandate to repurchase issued shares in the capital of the Company in accordance with all applicable laws and subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period (as defined in sub-paragraph (c) below);
 - (b) the aggregate nominal amount of the shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the directors of the Company pursuant to this resolution shall not exceed 10% of the aggregate nominal amount of the shares of the Company in issue at the date of passing of this resolution; and

茲通告本公司將於二零零一年九月二十八日星期五下午三時正假座香港九龍大角咀櫻樹街37號興業中心13樓舉行股東週年大會(「股東週年大會」)，以商討以下事項：

1. 省覽截至二零零一年三月三十一日止年度之經審核合併財務報表及董事會與核數師報告書。
2. 重選退任董事並釐定其酬金。
3. 委聘核數師並授權董事會釐定其酬金。
4. 作為特別事項，考慮並酌情通過下列普通決議案(無論有否修訂)：

普通決議案

- (A) 「**動議**給予本公司董事會無條件一般授權，以根據一切有關法例購回本公司之已發行股份，惟須受下列條件所限：
- (a) 上述授權將於有關期間(定義見下文(c)分段)後失效；
 - (b) 本公司董事根據本決議案購回或有條件或無條件同意購回之本公司股份總面值，不得超過通過本決議案當日本公司已發行股份總面值10%；及



- (c) for the purpose 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 the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting.”
- (B) **“THAT** the directors of the Company be and are hereby granted an unconditional general mandate to issue, and allot and deal with additional shares in the capital of the Company or securities convertible into shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period (as defined in sub-paragraph (c) below) save that the directors may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (b) the aggregate nominal amount of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors, otherwise than pursuant to a Rights Issue (as defined in sub-paragraph (c) below) or pursuant to the grant or exercise of options issued under any share option scheme adopted by the Company for the grant or issue to employees of the Company and/or any of its subsidiaries and/or associated companies of options to subscribe for or rights to acquire shares of the Company, or pursuant to any scrip dividend or other
- (c) 就本決議案而言：
- 「有關期間」乃指由通過本決議案當日至下列最早者之期間：
- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司組織章程細則及任何有關法例規定本公司須舉行下屆股東週年大會之期限屆滿時；或
- (iii) 股東於股東大會上通過普通決議案撤銷或修訂本決議案之授權當日。」
- (B) 「動議給予本公司董事會無條件一般授權，以發行、配發或處理本公司之額外股份，並作出或授出或須行使該等權力之售股建議、協議及購股權，惟須受下列條件所限：
- (a) 上述授權將於有關期間（定義見下文(c)分段）後失效，惟董事會可於有關期間作出或授出或須於有關期間結束後行使該等權力之售股建議、協議及購股權；
- (b) 董事會配發或有條件或無條件同意配發（不論根據購股權或以其他方式而配發）之股本總面值（因供股（定義見下文(c)分段）或因授出或行使根據本公司採納有關向本公司及／或其附屬公司及／或聯營公司僱員授出或發行可認購本公司股份之購股權或權利之任何購股權計劃而授出之購股權，或根據本公司組織章程細則按任何以股代息或其他類似安排藉配發

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

similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company or with the consent of the Company in general meeting, shall not exceed 20% of the aggregate nominal amount of the shares of the Company in issue at the date of passing of this resolution; and

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of 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 articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof of members on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

股份以代替本公司股份全部或部份股息或在本公司同意下而配發者除外)，不得超過通過本決議案當日本公司已發行股本總面值20%；及

(c) 就本決議案而言：

「有關期間」乃指由通過本決議案當日至下列最早者之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司組織章程細則及任何有關法例規定本公司須舉行下屆股東週年大會之期限屆滿時；或
- (iii) 股東於股東大會上通過普通決議案撤銷或修訂本決議案之授權當日。

「供股」指於本公司董事指定期間，向指定記錄日期名列本公司股東名冊之股份或任何類別持有人按其當時持股比例發售股份（惟本公司董事有權就零碎股份，或按香港以外任何地區之法例或當地任何認可監管機構或證券交易所規定之任何限制或責任而作出彼等認為必需或適當之豁免或其他安排）。



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

(C) “**THAT** the general mandate granted to the directors of the Company to issue and dispose of additional shares pursuant to Ordinary Resolution 4(B) set out in the notice convening this meeting be and is hereby extended by the addition thereto 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 Ordinary Resolution 4(A) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By Order of the Board

Francise Woo

Company Secretary

Hong Kong, 27th July, 2001

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint one or more 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, 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 thereof, must be deposited at the Company's principal place of business at 13/F., Hing Yip Centre, 37 Beech Street, Tai Kok Tsui, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
- (3) The register of Members will be closed from 25th September, 2001 to 28th September, 2001 (both dates inclusive) during which period no transfer of shares will be registered.

(C) 「**動議**擴大本公司董事獲授有關根據本大會通告所載第4(B)項普通決議案配發及處置額外股份之一般授權，加入本公司根據本大會通告所載第4(A)項普通決議案之授權而購回之本公司股本總面值，惟增加之數額不得超過通過本決議案當日本公司已發行股本總面值10%。」

承董事會命

胡凱齡

公司秘書

香港，二零零一年七月二十七日

附註：

- (1) 凡有權出席上述大會並於會上投票之股東，均可委任一名或多名代表代其出席及投票。受委代表毋須為本公司股東。
- (2) 代表委任表格連同經簽署之授權書或其他授權文件(如有)，或經公證人簽署證明之該等授權書或授權文件副本，必須早於大會或其任何續會(視乎情況而定)指定舉行時間48小時前交回本公司之主要營業地點香港九龍大角咀欖樹街37號興業中心13樓，方為有效。
- (3) 本公司將於二零零一年九月二十五日至二零零一年九月二十八日(包括首尾兩日)暫停辦理股東登記，期間不會登記任何股份轉讓。