

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 Salon 2 & 3, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Thursday, 30th August, 2001 at 10:00 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 31st March 2001.
2. To elect Directors of the Company for the ensuing year and to authorize the Board of Directors to fix their remuneration.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company for the ensuing year and to authorize the Board of Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, to pass, with or without amendments, the following resolutions as Ordinary Resolutions:

(A) **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), 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 unissued shares in the capital of the Company (“Shares”) 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 the same is hereby generally and unconditionally approved;

茲通告本公司將於二零零一年八月三十日星期四上午十時正假座香港金鐘道88號太古廣場萬豪酒店3樓宴會廳2及3舉行股東週年大會，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表、董事會報告及核數師報告。
2. 重選本公司來年之董事，並授權董事會釐定其酬金。
3. 續聘德勤•關黃陳方會計師行為本公司來年之核數師，並授權董事會釐定其酬金。
4. 作為特別事項，以考慮並酌情通過以下普通決議案（不論有否修訂）：

(A) **「動議：**

- (a) 除下文(c)段另有規定外，一般及無條件批准本公司董事於有關期間（定義見下文）根據香港聯合交易所有限公司證券上市規則（「上市規則」），行使本公司所有權力，配發、發行及處置本公司之未發行股份（「股份」），與及訂立或授出可能需行使該等權力之售股建議、協議及購股權（包括認購股份之認股權證）；

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- (b) the approval in paragraph (a) above shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution, and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (b) 上文(a)段所述之批准授權本公司董事於有關期間訂立或授出可能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；
- (c) 本公司董事依據上文(a)段所述批准而配發、發行或處置或有條件或無條件同意配發、發行或處置（不論是否根據購股權或其他方式進行）之股本總面值（不包括(i)供股（定義見下文）；或(ii)行使根據本公司購股權計劃所授出之購股權；或(iii)根據本公司不時生效之公司細則按以股代息計劃或類似安排配發及發行股份以代替全部或部份股息；或(iv)因行使本公司認股權證或任何可兌換為股份之證券之認購權或兌換權而發行股份），不得超過通過本決議案通過之日本公司股本總面值20%，而本決議案(a)段所述之批准亦以此數額為限；且

(d) for the purposes of this Resolution:

“Relevant Period” means the period from the date of 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 bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution; and

(d) 就本決議案而言：

「有關期間」乃指由本決議案通過之日起至下列最早時間止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司公司細則、百慕達一九八一年公司法或任何其他適用法例規定本公司須召開下屆股東週年大會之期限屆滿時；及
- (iii) 本公司股東於股東大會上通過普通決議案撤回或修訂本決議案所給予本公司董事授權之日；及

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“Rights Issue” means an offer of Shares, or an offer or issue of warrants, options or other securities giving rights to subscribe for 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 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction or any recognized regulatory body or any stock exchange).”

(B) “THAT:

- (a) the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase shares in the capital of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

「供股」乃指於本公司董事指定期間，向指定記錄日期名列股東名冊之股東按當日之持股比例發售股份，或給予或發行認股權證、購股權或其他可認購股份之證券（惟本公司董事可就零碎配額或任何有關司法權區之法律限制或責任，或為確定是否存在上述法例之限制或責任所引致之開支或延誤，或任何有關司法權區或認可管制機構或任何證券交易所之規定，作出其認為必須或適當之取消或其他安排）。

(B) 「動議：

- (a) 一般及無條件授權本公司董事於有關期間（定義見下文）行使本公司所有權力，根據香港證券及期貨事務監察委員會、香港聯合交易所有限公司（「聯交所」）之規則及規定、百慕達一九八一年公司法及其他適用法例，在聯交所及本公司股份（「股份」）上市而獲證券及期貨事務監察委員會與聯交所就此認可之其他證券交易所購回本公司股本中之股份；

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| <p>(b) the aggregate nominal amount of Shares which may be 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 issued share capital of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and</p> | <p>(b) 本公司根據(a)段之批准在有關期間購回之股份總面值，不得超過本公司於通過本決議案日期之已發行股本總面值10%，而本決議案(a)段之授權亦以此數額為限；而</p> |
| <p>(c) for the purposes of this Resolution, “Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</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, the Companies Act 1981 of Bermuda or any other applicable law to be held; and</p> | <p>(c) 就本決議案而言，「有關期間」乃指由本決議案通過之日起至下列最早時間止之期間：</p> <p>(i) 本公司下屆股東週年大會結束時；</p> <p>(ii) 本公司公司細則、百慕達一九八一年公司法或任何其他適用法例規定本公司須召開下屆股東週年大會之期限屆滿時；及</p> |

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- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution.”
- (C) “**THAT**, conditional upon the resolutions set out in paragraphs (A) and (B) of item 4 in the notice convening this Meeting being duly passed, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company be and is hereby extended by the addition to the aggregate nominal amount of share capital which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of shares in the capital of the Company purchased by the Company pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution.”
- (iii) 本公司股東於股東大會上通過普通決議案撤回或修訂本決議案所給予本公司董事授權之日。」
- (C) 「**動議**待正式通過本大會通告所載第4項(A)及(B)段所述之決議案後，擴大本公司董事所獲有關行使本公司權力配發、發行及處置本公司股本中未發行股份之一般授權，在本公司董事根據上述一般授權配發、發行或處置或有條件或無條件同意配發、發行或處置之股份總面值，加上本公司董事行使本公司權力所購回之本公司股份總面值，惟增加之數額不得超過通過本決議案之日本公司已發行股本總面值10%。」

By Order of the Board
Wong Wang Sang, Stephen
Chairman

Hong Kong, 23rd July, 2001

承董事會命
主席
黃宏生

香港，二零零一年七月二十三日

Notes:

- (1) The Register of Members will be closed from 27th August, 2001 (Monday) to 30th August, 2001 (Thursday), both dates inclusive, during which period no transfer of shares will be registered. In order to determine who are entitled to attend the meeting convened by the above notice, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Registrar in Hong Kong, Hong Kong Registrars Limited, at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong not later than 4:00 p.m. on 24th August, 2001 (Friday).
- (2) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, vote on his behalf. A proxy need not be a member of the Company.
- (3) In order to be valid, the form of proxy must be deposited 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, at the office of the Company's Branch Registrar in Hong Kong, Hong Kong Registrars Limited, at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.

註:

- (1) 本公司將於二零零一年八月二十七日(星期一)至二零零一年八月三十日(星期四)(包括首尾兩日)暫停辦理股份轉讓登記。為確定閣下可出席上述通告所召開之大會,所有過戶文件連同有關之股票,必須於二零零一年八月二十四日(星期五)下午四時正前送達本公司股份過戶登記分處香港證券登記有限公司,地址為香港中環德輔道中199號維德廣場二樓。
- (2) 凡有權出席上述通告所召開之大會及投票之股東均可在符合本公司細則規定之情況下委任一位或多位代表代其出席及投票。受委代表毋須為本公司股東。
- (3) 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授權書或授權文件副本,須早於大會或續會指定舉行時間前48小時送達本公司股份過戶登記分處香港證券登記有限公司,地址為香港中環德輔道中199號維德廣場二樓,方為有效。

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| <p>(4) In relation to the proposed resolution set out in paragraph (A) of item 4 of the above notice, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorize the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company.</p> | <p>(4) 對於上述通告第4項決議案(A)段所述建議提呈之決議案，徵求股東給予董事一般授權可根據上市規則配發及發行股份。董事現時並無發行本公司新股份之計劃。</p> |
| <p>(5) In relation to the proposed resolution set out in paragraph (B) of item 4 of the above notice, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision as to how to vote on the proposed resolution as required by the Listing Rules will be set out in a separate document to be despatched to the shareholders with the annual report for the year ended 31st March, 2001.</p> | <p>(5) 對於上述通告第4項決議案(B)段所述建議提呈之決議案，董事謹此表明會在認為對股東有利之情況下行使購回股份之權力。按上市規則規定載有必需資料以便股東對是否投票贊成該決議案作出知情決定之說明書，將載於另一份文件，並與截至二零零一年三月三十一日止年度之年報一併寄予股東。</p> |

Registered office: Head office and principal place
of business in Hong Kong:
Clarendon House Room 1601-04, Westlands Centre
2 Church Street 20 Westlands Road
Hamilton HM 11 Quarry Bay
Bermuda Hong Kong

註冊辦事處：香港總辦事處及
主要營業地點：
Clarendon House 香港
2 Church Street 鰂魚涌
Hamilton HM 11 華蘭路20號
Bermuda 華蘭中心1601-04室