

## Notice of Annual

# General Meeting

## 股東週年大會通告

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Members of the Company will be held at Chater Room IV, B1, Function Room Level, The Ritz Carlton, 3 Connaught Road Central, Hong Kong at 4:00 p.m. on 7th September, 2001 for the following purposes:

1. To consider and receive the audited financial statements, the directors' report and the auditors' report for the year ended 31 December 2000.
2. To re-elect the retiring Directors.
3. To authorise the Board of Directors to fix their remuneration.
4. To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration.
5. To consider as special business, and if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares of HK\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

**茲通告**本公司訂於二零零一年九月七日(星期五)下午四時正假座香港中環干諾道中三號麗嘉酒店地庫一宴會房，宴會廳IV舉行股東週年大會，以便處理下列事項：

- 一、省覽及接納截至二零零零年十二月三十一日止年度之經審核財務報告、董事會報告書及核數師報告書。
- 二、重選卸任之董事。
- 三、授權董事會釐定各董事酬金。
- 四、重聘核數師及授權董事會釐定其酬金。
- 五、作為特別事項，考慮及酌情在須加修訂或毋須修訂之情況下通過下列決議案為普通決議案：

**「動議：**

- (a) 在下文(b)段之限制下，一般性及無條件批准本公司董事會可於有關期間(定義見下文)內按照所有適用法例及香港聯合交易所有限公司(「聯交所」)證券上市規則或任何其他證券交易所不時修訂之規定行使本公司一切權力，於聯交所或聯交所及證券及期貨事務監察委員會確認而本公司之證券或會上市之任何證券交易所購回本公司每股面值港幣一仙之股份；

(b) the aggregate nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution, and the said approval shall 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 laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

6. To consider as special business, and if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) 本公司依據上文(a)段之批准購回之股份之面值總額，不得超過本決議案獲通過日期之本公司已發行股本面值總額百分之十，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最早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本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期限屆滿之日；或
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案所授予之權力之日。」

六、 作為特別事項，考慮及酌情在須加修訂或毋須修訂之情況下通過下列決議案為普通決議案：

「**動議：**

- (a) 在下文(c)段之限制下，一般性及無條件批准董事會可於有關期間(定義見下文)內行使本公司一切權力，發行、配發及處理本公司之額外股份，以及作出或授予將會或可能需要行使上述權力之建議、協議或購股權(包括認股權證、債券及可轉換為本公司股份之債券)；

- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares of the Company as scrip dividends pursuant to the Bye-laws of the Company from time to time; or (iii) an issue of shares of the Company under any share option scheme or similar arrangement providing for the grant to employees of the Company and/or any of its subsidiaries of the rights to subscribe for shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution, 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;
- (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; or
- (b) 上文(a)段之批准授權本公司董事會於有關期間內作出或授予將會或可能需要於有關期間結束後行使上述權力之建議、協議或購股權(包括認股權證、債券及可轉換為本公司股份之債券)；
- (c) 董事會依據上文(a)段之批准配發或有條件或無條件同意配發(不論依據購股權或其他事項)之股本面值總額(惟(i)根據供股(定義見下文)而發行之股份；(ii)根據本公司細則不時發行之代息股份；或(iii)根據任何授予本公司及/或其附屬公司僱員可認購本公司股份之權利之購股權計劃或類似安排而發行之股份除外)，不得超過本決議案獲通過日期之本公司已發行股本面值總額百分之二十；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最早日期止之期間：
- (i) 本公司下屆股東週年大會結束時；
- (ii) 本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期限屆滿之日；或

- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to the holders of shares whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

7. To consider as special business, and if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company which has been purchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution.”

By Order of the Board  
**Yeung Kam Lung Patrick**  
Secretary

Hong Kong, 31 July 2001

- (iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案所授予之權力之日。

「供股」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名列股東名冊之股東於該日之持股比例向彼等提出之股份發售建議(惟本公司董事會有權就零碎股權或在顧及適用於本公司之任何地區之法律限制或任何認可監管機構或任何證券交易所之規定所引致之任何限制或責任下，作出其認為必要或權宜之豁免或其他安排)。」

- 七、 作為特別事項，考慮及酌情在須加修訂或毋須修訂之情況下通過下列決議案為普通決議案：

「**動議**：藉加入相當於本公司自獲授一般授權後因董事會行使本公司權力所購回之本公司股本中之股份面值總額之數額，以擴大授予董事會行使本公司權力以配發股份或授予及作出或須行使有關權力之建議、協議及購股權而於當時有效之一般授權，惟該數額不得超過本決議案獲通過日期之本公司已發行股本面值總額百分之十。」

承董事會命  
公司秘書  
**楊錦龍**

香港，二零零一年七月三十一日

## Notice of Annual

# General Meeting (cont'd)

## 股東週年大會通告 (續)

### Principal Office:

26th Floor, Central Tower  
28 Queen's Road Central  
Hong Kong

### 主要辦事處：

香港中環  
皇后大道中28號  
中匯大廈26樓

### Notes:

- (a) The Register of Members of the Company will be closed from 1 September 2001 to 7 September 2001 (both days inclusive) during which period no share transfer will be registered.
- (b) Any Member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote in his stead in accordance with the Company's Bye-laws. A proxy need not be a Member of the Company.
- (c) 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 share registrar in Hong Kong, Secretaries Limited, at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending and voting in person at the Annual General Meeting or at any adjourned meeting should they so wish.
- (d) A circular containing details regarding Resolutions 5 to 7 above will be sent to shareholders together with the 2000 Annual Report shortly.

### 附註：

- (a) 本公司將由二零零一年九月一日起至二零零一年九月七日止(首尾兩天包括在內)暫停辦理股份過戶登記手續。
- (b) 凡有權出席股東週年大會及投票之股東均有權委任一位或多位代表出席，並於表決時投票。受委代表毋須為本公司股東。
- (c) 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文件之副本，最遲須於股東週年大會(或其任何續會)舉行時間四十八小時前送達本公司之香港股份過戶登記處秘書商業服務有限公司，地址為香港干諾道中111號永安中心五樓方為有效。已填妥及遞交代表委任表格之股東仍可親身出席股東週年大會或其任何續會並於大會上投票。
- (d) 一份載有上述第五項至第七項決議案進一步資料之通函將於短期內連同二零零零年年報一併寄予各股東。