

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 Coral Room II, 3rd Floor, Furama Hotel Hong Kong, 1 Connaught Road Central, Hong Kong on Thursday, 27 September 2001 at 3:00 p.m. for the following purposes:—

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 30 April 2001;
2. To elect Directors, to fix the maximum number of Directors, to authorise the Board of Directors to appoint Directors up to the maximum number determined and to authorise the Board of Directors to fix their remuneration;
3. To appoint Auditors and to authorise the Board of Directors to fix their remuneration; and
4. As special business to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:—

ORDINARY RESOLUTIONS

A. "THAT:—

- a) the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase its own shares of HK\$0.10 each issued by the Company in accordance with all applicable laws and regulations and the requirements of the Rules Governing the Listing of Shares on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;
- b) the aggregate nominal amount of the shares to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the issued share capital of the Company in issue on the date of passing of this Resolution and the said approval shall be limited accordingly; and

茲通告本公司於二零零一年九月二十七日星期四下午三時假香港干諾道中1號富麗華酒店三樓珊瑚廳召開股東週年大會，討論下列事項：

- 一、省覽截至二零零一年四月三十日止年度之經審核綜合財政報告及董事會與核數師報告；
- 二、選舉董事、確定董事之最高人數，授權董事會委任經釐定之董事人數並授權董事會釐定其酬金；
- 三、委聘核數師並授權董事會釐定其酬金；及
- 四、作為特別事項，考慮並酌情通過下列決議案為普通決議案：

普通決議案

一、「動議：

- 甲) 一般性及無條件批准本公司董事根據一切適用法例及不時修訂之香港聯合交易所有限公司證券上市規則之規定，於有關期間(定義見下文)內行使本公司一切權力，在聯交所購回本公司股本中每股面值港幣0.10港元股份；
- 乙) 本公司根據本決議案(甲)段所賦予之批准而購回之股份面值總額，不得超過本公司於通過此決議案當日已發行股本面值總額之10%，而上文所述之批准亦須受此數額限制；及

Notice of Annual General Meeting

(continued)

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 Company’s bye-laws 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 of the Company in general meeting.”

B. “THAT:—

the granting of an unconditional general mandate to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions be and is hereby approved:—

- a) such mandate shall not extend beyond the Relevant Period (as defined below) save the directors of the Company 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;

股東週年大會通告

(續)

丙) 就本決議案而言：

「有關期間」指由本決議案通過當日至下列各項中較早日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 依照有關法例或本公司細則規定本公司下屆股東週年大會須予召開之期限屆滿之日；及
- (iii) 於本公司股東大會上以普通決議案撤銷或修訂本決議案所授予之權力。」

二、「動議：

一般及無條件批准授權本公司董事發行、配發及處理本公司股本中之額外股份，及作出或授予有關之售股建議、協議及購股權，惟須受下列條件限制：

- 甲) 除本公司董事可於有關期間(定義見下文)內作出或授予可能須於有關期間結束後行使該等權力之售股建議、協議及購股權外，上述授權不得延至在有關期間後行使；

Notice of Annual General Meeting

(continued)

股東週年大會通告

(續)

b) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company otherwise than pursuant to (i) a Rights Issue, (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; and (iii) any scrip dividend or similar arrangement implemented in accordance with the bye-laws of the Company, shall not exceed 20 percent of the issued share capital of the Company in issue on the date of passing of this Resolution; 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 Company’s bye-laws 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 of the Company in general meeting;

乙) 本公司董事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方式配發者)之股份面值總額不得超過本決議案通過當日本公司已發行股本之20%，惟根據(i)供股；(ii)為向本公司及／或其任何附屬公司之高級職員及／或僱員授出或發行股份而採納之任何購股權計劃或類似安排或可認購本公司股份之權利；及(iii)根據本公司之公司細則而推行之任何以股代息計劃或類似安排而發行之股份則除外；及

丙) 就本決議案而言：

「有關期間」指由本決議案通過當日至下列各項中較早日期止之期間：

- i) 本公司下屆股東週年大會結束；
- ii) 依照有關法例或本公司細則規定本公司下屆股東週年大會須予召開之期限屆滿之日；及
- iii) 於本公司股東大會上以普通決議案撤銷或修訂本決議案所授予之權力。

Notice of Annual General Meeting

(continued)

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company made 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 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, any recognized regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

- C. “**THAT**, conditional upon passing of Resolution No. 4A set out in the notice convening this meeting, the general mandate to the directors of the Company to exercise the powers of the Company to allot shares pursuant to Resolution No. 4B set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate, of an amount representing the issued share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 4A set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the issued share capital of the Company in issue on the date of this Resolution.”

5. As special business to consider and, if thought fit, pass the following resolution as a Special Resolution:

股東週年大會通告

(續)

「供股」乃指本公司董事在指定期間，向於指定記錄日期名列本公司股東名冊之股份持有人按其當時持股比例提出售股建議（惟本公司董事可能會就零碎股權或由於任何地區之法例或香港或其他地區之任何認可管制機構或任何證券交易所之規定而產生之任何限制或責任作出為必須或權宜之豁免或其他安排。」

- 三、「**動議**，待本大會召開通告所載第四（一）項決議案獲通過後，擴大根據本大會召開通告所載第四（二）項決議案授予本公司董事行使本公司權力以配發股份之一般授權，將本公司根據本大會召開通告所載第四（一）項決議案而購回之本公司股本面值總額加在本公司董事根據該一般授權而配發或有條件或無條件同意配發之股本面值總額之上，惟有關總額不得超過本決議案通過當日本公司已發行股本之10%。」

- 五、作為特別事項，考慮並酌情通過下列決議案為特別決議案：

Notice of Annual General Meeting

(continued)

SPECIAL RESOLUTION

“**THAT** “珠光發展有限公司” be adopted as the Company’s Chinese name for the purpose of registration in Hong Kong.”

By Order of the Board
Poon Yu Keung
Company Secretary

Hong Kong, 28 August 2001

Notes:

- 1) The Register of Members will be closed from Thursday, 20 September 2001 to Thursday, 27 September 2001 (both days inclusive) during which period no transfer of shares will be registered.
- 2) Every member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- 3) In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the office of the Company’s share registrars in Hong Kong, Tengis Limited at 4/F Hutchison House, 10 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting (as the case may be).
- 4) The annual report of the Group for the year ended 30 April 2001 also containing this notice will be despatched to shareholders together with a circular setting out further information regarding the Resolutions 4A to 4C above.
- 5) The above Resolution 5 relates to the adoption of a Chinese name by the Company. As the Company is a company incorporated in Bermuda, only its English name appears in its Certificate of Incorporation. Accordingly, the Company has been registered as an overseas company in its English name only under Part XI of the Hong Kong Companies Ordinance. The Chinese name now appears in the Company’s documents has been used as a Chinese translation of its English name. As an overseas company is now allowed to register a Chinese name in Hong Kong notwithstanding the fact that only the English name of a company appears in the Certificate of Incorporation, the Directors propose the adoption of the Chinese name to formalize its use by the Company in Hong Kong.

股東週年大會通告

(續)

特別決議案

「動議採納「珠光發展有限公司」作為本公司在香港登記之中文名稱。」

承董事會命
潘汝強
公司秘書

香港，二零零一年八月二十八日

附註：

- 甲、本公司將於二零零一年九月二十日(星期四)至二零零一年九月二十七日(星期四)(首尾兩日包括在內)暫停辦理股份過戶登記手續。
- 乙、凡有權出席上述大會及投票之股東，均有權委任一位或以上代表出席及代為投票。代表毋須為本公司股東。
- 丙、已簽署之代表委任表格及授權書或其他授權文件(如有)或由公證人簽署證明之授權書或授權文件副本，必須於大會或其任何續會(視乎情況而定)指定舉行時間最少四十八小時前送達本公司之股份過戶登記處香港夏慤道10號和記大廈四樓登捷時有限公司，方為有效。
- 丁、關於上述第四(一)至四(三)之決議案之通函，將連同本集團截至二零零一年四月三十日止年度之年報一併寄發予股東。
- 戊、上述第五項決議案有關本公司採納中文名稱的事宜。由於本公司於百慕達註冊成立，其公司註冊證書上僅具英文名稱。因此，本公司根據香港公司條例第XI部份，一直以其英文名稱登記為海外公司。現時於本公司文件上出現之中文名稱為英文名稱之中文翻譯。然而，鑑於海外公司(即使其公司註冊證書只載有英文名稱)現獲准於香港登記中文名稱，故董事會建議採納該中文名稱以便在香港正式使用。