

茲通告佐丹奴國際有限公司(「本公司」)謹訂於二零零二年四月二十五日星期四上午十一時正假座香港九龍長沙灣道777-779號天安工業大廈五樓舉行股東週年大會，處理下列事項：

1. 省覽截至二零零一年十二月三十一日止年度之經審核財務報表、董事會及核數師報告書。
2. 宣布派發截至二零零一年十二月三十一日止年度之末期股息。
3. 宣布派發截至二零零一年十二月三十一日止年度之特別股息。
4. 重選退任董事。
5. 續聘核數師及授權董事會釐定其酬金。
6. 作為特別事項，考慮並酌情通過或經修訂後通過下列決議案為普通決議案及特別決議案：

普通決議案

(1) 「動議：

- (A) 無條件授予本公司董事會一項一般性授權，可於有關期間內發行、配發或處理本公司股本中之額外股份，並作出或授予可能須行使該等權力之建議、協議及購股權，惟須符合下列條件：
- (a) 該項授權之有效期不可超越有關期間，但本公司董事會可在有關期間內作出或授予可能於有關期間內或屆滿後行使該等權力之建議、協議及購股權；及

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Giordano International Limited (the “Company”) will be held at 5th Floor, Tin On Industrial Building, 777-779 Cheung Sha Wan Road, Kowloon, Hong Kong on Thursday, April 25, 2002 at 11:00 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 December 31, 2001.
2. To declare a final dividend for the year ended December 31, 2001.
3. To declare a special dividend for the year ended December 31, 2001.
4. To re-elect retiring directors.
5. To re-appoint the auditors and to authorize the directors to fix their remuneration.
6. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolutions as Ordinary Resolutions and Special Resolution:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (A) a general mandate be and is hereby unconditionally given to the directors of the Company during the Relevant Period to issue, allot or otherwise 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, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period save that 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 at any time during or after the end of the Relevant Period; and

(b) 本公司董事會依據上述授權而配發、發行或處理本公司股本中之股份(除因:(aa)供股;或(bb)依據本公司所發行賦有權力認購或購買本公司股份之認股權證或其他證券之條款而行使認購權或兌換股權;或(cc)行使本公司股東已採納可向本公司及/或其任何附屬公司僱員授出購股權認購本公司股份之僱員購股權計劃所授出之購股權;或(dd)根據本公司細則訂立之以股代息或其他類似計劃而發行之股份除外)面值總額不得超過本公司於通過本決議案當日已發行股本面值總額之20%;及

(b) the aggregate nominal amount of shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the directors of the Company pursuant to such mandate, otherwise than pursuant to (aa) a Rights Issue; or (bb) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (cc) the exercise of any option under any share option scheme of the Company adopted by its shareholders for the grant or issue to employees of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire shares of the Company; or (dd) any scrip dividend or other similar scheme implemented in accordance with the Bye-Laws of the Company, shall not exceed 20 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and

(B) 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:

- (a) 本公司下屆股東週年大會結束;
- (b) 依照本公司細則或百慕達適用之法例規定本公司須召開下屆股東週年大會之期限屆滿之日;及
- (c) 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給予之授權。

(B) for the purpose of this Resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by its Bye-Laws or any applicable laws of Bermuda to be held; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

「供股」乃指本公司董事會於所定期間內根據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配額，或就考慮任何香港以外地區但適用於本公司之法律及法規下之限制或責任或任何認可管制機構或任何證券交易所之規定後，作出其認為必須或權宜取消若干股東在此方面之權利或作出其他安排）。

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on its Register of Members on a fixed record date in proportion to their 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 any recognized regulatory body or stock exchange in any territory outside Hong Kong).”

(2) 「動議：

(A) 無條件授予本公司董事會一項一般性授權，可於有關期間內行使本公司一切權力購回本公司股本中之股份，惟須符合下列條件：

(a) 根據該項授權行使一切權力，惟須遵守所有適用法例及香港聯合交易所有限公司證券上市規則或任何其他適用之證券交易所規定；及

(b) 本公司依據上述授權而購回之本公司股本中之股份面值總額，不得超過本公司於通過本決議案當日已發行股本面值總額之10%；及

(2) “THAT:

(A) a general mandate be and is hereby unconditionally given to the directors of the Company during the Relevant Period to exercise all powers of the Company to purchase shares in the capital of the Company subject to the following conditions:

(a) the exercise of all powers pursuant to such mandate shall be subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other applicable stock exchange; and

(b) the aggregate nominal amount of shares in the share capital of the Company which may be purchased pursuant to such mandate shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and

(B) 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：

- (a) 本公司下屆股東週年大會結束；
- (b) 依照本公司細則或百慕達適用之法例規定本公司須召開下屆股東週年大會之期限屆滿之日；及
- (c) 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給予之授權。」

(3) 「**動議**批准將本公司董事會根據召開本大會通告內第6(1)項決議案所獲可在有關期間(按該決議案之定義)發行、配發或處理本公司之額外股份之一般授權擴大，使根據該項一般授權可發行、配發或處理之本公司股份面值總額增加，而加幅等於本公司董事會行使本公司權力所購回之股份面值總額，惟該增幅不可超過本公司於通過本決議案當日已發行股本面值總額之10%。」

(B) for the purpose of this Resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by its Bye-Laws or any applicable laws of Bermuda to be held; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(3) “**THAT** the general mandate granted to the directors of the Company pursuant to the authority given in the resolution set out in item 6(1) in the notice convening this meeting to issue, allot or otherwise deal with additional shares of the Company during the Relevant Period (as defined in that Resolution) be and is hereby extended by the addition to the aggregate nominal amount of shares in the capital of the Company which may be issued, allotted or otherwise dealt with pursuant to such general mandate of an amount representing the aggregate nominal amount of shares in the capital of the Company purchased by the directors of the Company pursuant to their exercise of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.”

特別決議案

SPECIAL RESOLUTION

(4) 「動議本公司之公司細則修改如下：

(A) 緊接公司細則第1(A)條「指定報章」之定義前加入下述定義：

「地址」具有獲賦予其一般涵義，並包括根據本公司細則用作通訊之任何傳真號碼、電子號碼或地址或網址；」

(B) 刪除公司細則第1(A)條「聯繫人士」之現有定義中之第(i)及(iii)段，並由下述新的第(i)及(iii)段取代：

「(i) 其配偶，以及董事或其配偶未滿18歲之子女或繼子女（家族權益）；」

「(iii) 其本人及/或其家屬權益直接或間接擁有股本權益的任何公司，而他們所合共擁有的股本權益足以讓他們在股東大會上行使或控制行使30%或以上(或根據有關地區之規則、規例或交易所守則或其他證券監管機關不時規定會觸發強制性公開要約所需的百分比)的投票權，或足以讓他們控制董事會大部分成員，以及上述公司的任何附屬公司或控股公司或其控股公司的附屬公司；」

(C) 緊隨公司細則第1(A)條「股息」之定義後加入下述定義：

「電子」具有百慕達一九九九年電子交易法可不時修訂所賦予之涵義；」

(4) “**THAT** the Bye-Laws of the Company be amended as follows:

(A) By adding the following definition immediately before the definition of “appointed newspaper” in Bye-Law 1(A):

““address” shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Bye-Laws;”

(B) By deleting the existing paragraphs (i) and (iii) of the existing definition of “associates” in Bye-Law 1(A) and substituting therefor the following new paragraphs (i) and (iii):

“(i) his spouse and any child or step-child under the age of 18 years of the Director or his spouse (“family interests”);”

“(iii) any company in the equity capital of which he and/or his family interests taken together are directly or indirectly interested so as to exercise or control the exercise of 30 per cent. (or such amount as may from time to time be specified in the rules, regulations or codes of the stock exchange or other securities regulatory body in the Relevant Territory as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary or holding company or a fellow subsidiary of any such holding company;”

(C) By adding the following definition immediately after the definition of “dividend” in Bye-Law 1(A):

““electronic” shall have the meaning given to it in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;”

- (D) 刪除公司細則第1(A)條「書面形式」或「印刷」之現有定義，並由下述新定義取代：

「書面形式」或「印刷」包括書寫、印刷、平版印刷、攝影、打字及以易讀形式表示文字或數字之任何其他方式，及為免生疑，亦包括傳真傳送訊息，及董事會可全權決定根據本細則之目的及依據該條款及條件對採用電子記錄及通訊有最終決定權。」

- (E) 刪除現有公司細則第6(D)條，並由下述新公司細則取代：

「6(D) 在適當情況下，若符合聯交所或任何其他有關之監管機關不時訂定之規則，本公司可按照股東大會所批准之購股權計劃，以董事會認為適合之條款，撥款收購本公司或其控股公司之繳足或部分繳足股份。就本公司之公司細則而言，購股權計劃旨在鼓勵或方便合資格人士包括本公司、本公司之附屬公司或控股公司或本公司控股公司之附屬公司等之真正僱員或前僱員（包括在不論公司法第96條規定下之現兼或曾兼董事之有關真正僱員或前僱員）持有本公司之股份或債券，或以彼等為受益人而持有。」

- (D) By deleting the existing definition of “writing” or “printing” in Bye-Law 1(A) and substituting therefor the following new definition:

““writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible form, and for the avoidance of doubt, shall include facsimile transmission message, and, if the Board shall in its absolute discretion determine for any purpose or purposes under these Bye-Laws and subject to such terms and conditions as the Board may determine, electronic record or communication.”

- (E) By deleting the existing Bye-Law 6(D) and substituting therefor the following new Bye-Law:

“6(D) Subject, where applicable, to the rules of the Stock Exchange or any other relevant regulatory authority from time to time the Company may in accordance with a share option scheme approved by the shareholders in general meeting provide money on such terms as the Board thinks fit for the acquisition of fully or partly paid shares in the Company or its holding company. For the purposes of this Bye-Law, a share option scheme is a scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of eligible persons including bona fide employees or former employees (including, notwithstanding Section 96 of the Companies Act, any such bona fide employee or former employee who is or was also a director) of, inter alia, the Company, a subsidiary of the Company or holding company or a subsidiary of the Company's holding company.”

(F) 刪除現有公司細則第39條，並由下述新公司細則取代：

「39. 董事會可全權及毋須理由而拒絕登記股份(並未全數繳足股份)過戶予其不批准之人士；或根據任何購股權計劃所發行予合資格人士之股份過戶，而該等合資格人士包括受到仍然有效之過戶限制之僱員；同時亦可拒絕登記股份(不論全數繳足與否)過戶予四名以上聯名持有人；或本公司具有留置權之股份(並未全數繳足股份)過戶。」

(G) 刪除現有公司細則第165條，並由下述新公司細則取代：

「165. 本公司向股東發出或刊發之任何通告或文件(包括根據聯交所指定涵義之「公司通訊」)，須以書面形式，並可用下列方式送達任何股東：

- (i) 按登記冊內所載有關該股東之登記地址，以親身遞送或以預付郵費之信封或包裹郵寄；或
- (ii) 遞送或留置於上述登記地址；或
- (iii) 刊登報章廣告；或
- (iv) 按有關股東就派發通告及文件而提供予本公司之傳真號碼傳送；或

(F) By deleting the existing Bye-Law 39 and substituting therefor the following new Bye-Law:

“39. The Board may, in its absolute discretion, and without assigning any reason, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve or any share issued under any share option scheme for eligible persons including employees upon which a restriction on transfer imposed thereby still subsists, and it may also refuse to register a transfer of any share (whether fully paid up or not) to more than four joint holders or a transfer of any shares (not being a fully paid up share) on which the Company has a lien.”

(G) By deleting the existing Bye-Law 165 and substituting therefor the following new Bye-Law:

“165. Any notice or document to be given or issued by the Company to a shareholder (including any “corporate communication” within the meaning ascribed thereto under the rules of the Stock Exchange), shall be in writing, and may be served by the Company on any shareholder:

- (i) personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register; or
- (ii) by delivering or leaving it at such registered address as aforesaid; or
- (iii) by advertisement in the Newspapers; or
- (iv) by transmitting it to any facsimile number supplied by such shareholder to the Company for the giving of notices and documents to him; or

(v) 按有關股東就派發通告及文件而提供予本公司之有關電子號碼或地址或網址傳送，惟本公司須獲有關股東事先書面確認其有意按上述電子方式接獲或以其他方式取得本公司發出或刊發之通告及文件；或

(vi) 登載於本公司網址，並通知股東有關通告或其他文件可於本公司網址閱覽（「可供閱覽通知」），惟本公司須獲有關股東事先書面確認其有意按登載於本公司網址方式接獲或以其他方式取得之本公司發出或刊發之通告及文件，並按本細則第165條方式向股東發出可供閱覽通知。

就股份聯名持有人而言，若任何通告或其他文件送達或遞送予登記冊排名首位之聯名持有人，即在各方面均視為充分送達或遞送予全部聯名持有人。本公司可參照股東名冊送達或傳送任何該等通告或其他文件，只要所參照的股東名冊內的資料不是送達或傳送日期15日前的資料即可。在當日後股東名冊有任何更動也不會導致送達

(v) by transmitting it to such electronic number or address or website supplied by such shareholder to the Company for the giving of notices and documents to him, provided that the Company has obtained prior written confirmation from such shareholder that such shareholder wishes to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means; or

(vi) by placing it on the Company's website and serving a notice to a shareholder stating that the notice or other document is available on the Company's website (a "notice of availability"), provided that the Company has obtained prior written confirmation from such shareholder that such shareholder wishes to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by placing them on the Company's website and that the notice of availability may be served on a shareholder by any of the means set out in this Bye-Law 165.

In the case of joint holders of a share, service or delivery of any notice or other document on or to the joint holder whose name stands first in the register shall for all purposes be deemed a sufficient service on or deliver to all the joint holders. Any such notice or other document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. For the avoidance of doubt, any documents

或傳送失效。為免生疑，對於本公司向股東發出或刊發之證明證券所有權（包括股票）之文件，只可按上文第(i)或(ii)項方式送達。」

(H) 緊隨現有公司細則第165條，加入下列新公司細則第165(A)條：

「165A. (i) 任何需要送交或送達本公司或本公司任何人員的任何通告或其他文件可送到或信封或包裹已妥為預付郵費郵寄到本公司或有關職位的人員的註冊地址或總部地址。

(ii) 董事會可不時指定以電子方式送交本公司的通告所採用的形式及方法，包括一個或以上接收電子通訊的地址，又可指定他們認為適合核證任何有關電子通訊的真確性或完整性的程序。只有在符合董事會指定的要求下，才可以電子方式向本公司送交通告。」

(I) 刪除現有公司細則第166條，並由下述新公司細則取代：

「166. 任何股東未有向本公司書面明確地表示要接獲或以其他方式收取本公司按公司細則第165(iv)、(v)或(vi)條發出或刊發之通告及文件，及其登記地址在有關地區以外者，可以書面向本公司知會處於有關地區之地址，及就以郵

evidencing titles to securities (including share certificates) to be given or issued by the Company to a shareholder may only be served by the Company on any shareholder by the means of (i) or (ii) set out above.”

(H) By adding the following new Bye-Law 165A immediately after Bye-Law 165:

“165A. (i) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Registered Office or the Head Office.

(ii) The Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. A notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board.”

(I) By deleting the existing Bye-Law 166 and substituting therefor the following new Bye-Law:

“166. Any shareholder who has not given an express positive confirmation in writing to the Company to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by means of Bye-Law 165 (iv), (v) or (vi) and whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant

寄方式送達或遞送通告或其他文件而言，該地址則視為其註冊地址。倘該股東登記地址在有關地區以外，則以郵寄方式送達或遞送之通告或任何其他文件，均須以預付郵費之空郵郵件寄發。」

(J) 刪除現有公司細則第167條，並由下述新公司細則取代：

「167. 任何通告或其他文件：

- (i) 若以郵寄方式寄發，緊隨包含該通告或文件之信封或包裹投入位於有關地區之郵局當日的翌日送達或傳送，及就送達證明方面，包含上述通告或其他文件之信封或包裹已妥為預付郵費、列明地址及投入該郵局已足夠作為送達證明，及經秘書或由董事會委任之其他人士就包含通告或其他文件之信封或包裹已列明地址並投入該郵局所簽署之書面證明為最終送達證明；

Territory which for the purpose of service or delivery of notice or other document by post shall be deemed to be his registered address. Where the registered address of the shareholder is outside the Relevant Territory, notice or any other document, if served or delivered through the post, shall be sent by prepaid airmail letter.”

(J) By deleting the existing Bye-Law 167 and substituting therefor the following new Bye-Law:

“167. Any notice or other document:

- (i) if sent by post shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same is put into a post office situated within the Relevant Territory and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into such post office shall be conclusive evidence thereof;

- (ii) 若以電子方式發出，於發放後二十四小時概被視作已送達或傳送；如於發放後二十四小時內，發放者透過任何有關系統收到無法傳送之書面通知或類似之書面通知，該通告或文件將以郵寄方式寄發予該人士，惟視作已送達或傳送之時間乃以原電子方式發出二十四小時後起生效。當本公司已根據公司細則第165條第(vi)段收到股東之書面確認，通告或文件登載於本公司之網址被視作本公司已發放予該股東，而本公司於網址登載可供閱覽通知當日後二十四小時則被視作把有關之通告或文件送達或傳送；
- (iii) 若以此等公司細則擬定之任何其他方式送達或傳送，須視為於親身送達或遞送或(視情況而定)於有關寄發、傳送或刊發之時已送達或遞送；及對於證明上述送達或遞送情況，則經秘書或本公司之其他人員或董事會所委任之其他人士就上述送達、遞送、寄發、傳送或刊發之事實及時間所簽署之書面證明為最終送達證明。」
- (ii) if sent by electronic means, shall be deemed to be served or delivered on the expiration of twenty-four (24) hours after the transmission is sent unless a written notice of undelivery or written notice of similar nature is returned to the person who has effected such transmission through any relevant system within twenty-four (24) hours from despatch, in which case such notice or document shall be sent to the person by post provided that the date of deemed service or delivery shall be twenty-four (24) hours from the despatch of the original electronic communication. A notice or document placed on the Company's website shall be deemed given by the Company to a shareholder from whom the Company has obtained written confirmation referred to in paragraph (vi) of Bye-Law 165 on the day on which a notice of availability is deemed served on such shareholder; and
- (iii) if served or delivered in any other manner contemplated by these Bye-Laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof.”

(K) 刪除現有公司細則第170條，並由下述新公司細則取代：

「170. 任何按照本文件送達之通告或其他文件，不管有關股東當時已身故或破產及不論本公司接獲其身故或破產之通知與否，均視為已就任何註冊股份（不論該股東單獨或聯同其他人士持有直至其他人士已註冊代替該股東而成為持有人或聯名持有人為止）正式送達或遞送，而就本文件而言，上述送達或遞送情況須視作該通告或其他文件已充分送達或遞送其遺產代理人及與其共同持有有關股份之所有人士（如有）。」

(K) By deleting the existing Bye-Law 170 and substituting therefor the following new Bye-Law:

“170. Any notice or other document or delivered to any shareholder in pursuance of these presents, shall notwithstanding that such shareholder be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served or delivered in respect of any registered shares whether held solely or jointly with other persons by such shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service or delivery shall for all purposes of these presents be deemed a sufficient service or delivery of such notice or other document on his personal representatives and all persons (if any) jointly interested with him in any such shares.”

承董事會命
梁思敏
公司秘書

香港，二零零二年三月十六日

By Order of the Board
LEUNG SZE MAN, ALICE
Company Secretary

Hong Kong, March 16, 2002

附註：

- (1) 凡有權出席上文通告所召開之大會並於大會上投票之股東，均有權委派一位或以上之代表出席，並於投票表決時代其投票。受委代表毋須為本公司股東。
- (2) 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書或授權文件副本，須於大會或其任何續會指定舉行時間最少四十八小時前送達本公司於香港之股份過戶登記分處雅柏勤證券登記有限公司，地址為香港中環干諾道中111號永安中心五樓，方為有效。
- (3) 本公司將由二零零二年四月二十二日至二零零二年四月二十五日(首尾兩日包括在內)暫停辦理股份過戶登記手續。為確保獲得將在股東週年大會上批准派發之末期及特別股息(約於二零零二年五月十六日派發)，所有過戶文件連同有關股票最遲須於二零零二年四月十九日下午四時前送達本公司於香港之股份過戶登記分處雅柏勤證券登記有限公司，地址為香港中環干諾道中111號永安中心五樓，辦理登記手續。
- (4) 建議股東參閱年報中的附錄 – 說明文件所載之以上通告所列之普通決議案第6(2)項及特別決議案第6(4)項之重要資料。
- (5) 關於以上通告中普通決議案第6(1)及6(3)項授予本公司董事會之一般性授權，旨在使彼等可發行最多達一指定數目之股份而無須事先獲得股東大會上批准，以應付例如須在短期內完成需要發行股份之交易(例如收購事項)。董事會認為獲得該項一般性授權將對本公司有利。董事會茲表明現時並無計劃發行本公司任何新股份。

Notes:

- (1) A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
- (2) 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 of that power of attorney or authority must be deposited at the Company's branch share registrars in Hong Kong, Abacus Share Registrars 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 meeting and any adjourned meeting.
- (3) The Register of Members of the Company will be closed from April 22, 2002 to April 25, 2002, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final and special dividends, (which will be payable on or about May 16, 2002) to be approved at the forthcoming Annual General Meeting, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Abacus Share Registrars Limited, at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong for registration not later than 4:00 p.m. on April 19, 2002.
- (4) Shareholders are recommended to read the Appendix – Explanatory Statement to the Annual Report which contains important information concerning the ordinary resolution and the special resolution respectively set out in items 6(2) and 6(4) in the above notice.
- (5) Concerning the ordinary resolutions set out in items 6(1) and 6(3) in the above notice, the purpose of the general mandate to be conferred on the directors of the Company is to enable them to issue shares up to a specified number without having to first obtain the consent of shareholders in general meeting. The need for such an issue of shares could, for example, arise in the context of a transaction (such as an acquisition) which has to be completed speedily. The directors believe that it is in the interest of the Company if such a general mandate is granted to them. The directors wish to state that they presently do not have any immediate plans to issue any new shares in the Company.