

Notice of Annual General Meeting

股東週年大會通告

NAM FONG INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Nam Fong International Holdings Limited for the year 2002 will be held at the Charter Room, Basement 3, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 31 May 2002 at 10:00 a.m. for the following purposes:-

1. To receive and consider the Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2001.
2. To re-elect and, where appropriate, elect Directors of the Company and to authorise the Board of Directors to fix their remuneration.
3. To re-appoint Messrs. RSM Nelson Wheeler, Certified Public Accountants, as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions of the Company:

4(i) **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

南方國際控股有限公司

(於百慕達註冊成立之有限公司)

茲通告南方國際控股有限公司謹訂於二零零二年五月三十一日星期五上午十時正假座香港銅鑼灣怡和街88號富豪香港酒店地庫三樓敘賢廳召開二零零二年度股東週年大會，議程如下：

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告與董事會及核數師報告書。
2. 重選及選任(如適用)董事，並授權董事會釐定其酬金。
3. 續聘執業會計師，羅申美會計師行，為本公司之核數師，並授權董事會釐定其酬金。
4. 作為特別事項，考慮並酌情通過或經修訂後通過下列各項決議案為本公司之普通決議案：

4(i) **「動議:**

- (a) 在下文(c)段之限制下，一般性及無條件批准本公司董事會根據適用之法律及香港聯合交易所有限公司證券上市規則(經不時修訂)之規定並在其規限下，於有關期間(按下文之定義)內行使本公司一切權力以回購本公司股本中已發行股份；
- (b) (a)段所述之批准乃給予本公司董事會可代表本公司於有關期間內促使本公司以董事會決定之價格回購股份；

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- (c) the aggregate nominal amount of the shares which may be repurchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing 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 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 law or the Company's Bye-laws to be held; or
 - (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting."
- (c) 本公司董事會根據(a)段所述之批准而獲授權可於香港聯合交易所有限公司(「聯交所」),或根據香港公司證券回購守則,經由香港證券及期貨事務監察委員會及聯交所認可之其他證券交易所回購之股份面值總額,不得超過本公司於本決議案通過日期已發行股本面值總額10%,而上文所述之批准亦須受此數額限制;及
- (d) 就本決議案而言,「有關期間」指由本決議案通過日期起至下列最早期限止之期間:
- (i) 本公司下屆股東週年大會結束;
 - (ii) 依照法例或本公司之公司章程細則規定本公司須召開下屆股東週年大會之期限屆滿;或
 - (iii) 本決議案所述之授權經本公司在股東大會通過普通決議案予以撤銷或修訂之日。

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4(ii) "THAT:

(a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot and issue additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers 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) by the Directors of the Company pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company shall not exceed the aggregate of:

(aa) 20% of the aggregate nominal amount of the issued share capital of the Company on the date of passing this resolution; plus

4(ii) 「動議:

(a) 在下文(c)段之限制下，一般性及無條件批准本公司董事會於有關期間內（按下文之定義）行使本公司一切權力，以配發及發行本公司股本中之額外股份，以及訂立或授予可能須行使該項權力之售股建議、協議、購股權及交換或轉換股份之權利；

(b) (a)段所述之批准乃給予本公司董事會可於有關期間（按下文之定義）內訂立或授予可能須於有關期間屆滿後，行使該項權力之售股建議、協議、購股權及交換或轉換股份之權利；

(c) 本公司董事會依據(a)段所述之批准配發或有條件或無條件同意配發（不論根據購股權或其他途徑進行）之股本面值總額。除根據(i)配售新股（按下文之定義）或(ii)經香港聯合交易所有限公司批准之本公司股份計劃，或(iii)根據本公司章程細則任何以全部或部份股息換取紅股或類似的安排外，不得超過：

(aa) 本公司於本決議案通過日期已發行股本面值總額20%；及

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- (bb) (if the Directors are so authorised by a separate ordinary resolution of the Shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing 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 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 law or the Company's Bye-laws to be held; or
 - (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and
- (bb) (若本公司董事會於另一普通決議案而獲授權)本公司於本決議案通過日期後回購之股份面值總額(以本決議案通過日期本公司已發行股本面值總額10%為限)。
- 兩者之總和,而上文所述之批准亦須受此數額總值限制;及
- (d) 就本決議案而言,「有關期間」指由本決議案通過日期起至下列最早期限止之期間:
- (i) 本公司下屆股東週年大會結束;
 - (ii) 依照法例或本公司之公司章程細則規定本公司須召開下屆股東週年大會之期限屆滿;及
 - (iii) 本決議案所述之授權經本公司在股東大會通過普通決議案予以撤銷或修訂之日。

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“Rights Issue” means an offer of 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 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

4(iii) “**THAT** the Directors of the Company be and they are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of resolution 4(ii) set out in the notice convening this meeting in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

5. To transact any other business.

By Order of the Board

Tong Shi Jun

Chairman

Hong Kong, 26 April 2002

「配售新股」乃指於本公司董事會所指定之期間內，向指定記錄日期名列股東名冊之股份持有人，按其當時持股比例配售股份之建議（惟董事會有權在必要或適當時就零碎股權或有關司法轄區之法例所定之限制或責任，或香港以外任何地區之任何認可管制機構或證券交易所之規定，取消若干股份持有人在此方面之權利或作出其他安排。）

4(iii) 「**動議**：本公司董事會獲授權執行於本大會通告上述4(ii)(a)段所列決議案有關4(ii)(c)(bb)段本公司股份的決議案。」

5. 處理其他事項。

承董事會命

主席

佟世均

香港，二零零二年四月二十六日

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Notes :

1. Any Shareholder of the Company 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 Shareholder of the Company.
2. To be valid, a form of proxy in the prescribed form 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 office in Hong Kong at 16th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
3. With respect to the matters set out in paragraph 4(i) and 4(iii) of this notice, approval is being sought from Shareholders for general mandates to be given to the Directors to repurchase shares of the Company and to issue further shares not exceeding the aggregate number of shares so repurchased. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), an Explanatory Statement setting out the terms and conditions upon which the power of repurchase would be exercised accompanies this notice.
4. The register of members will be closed from 24 May 2002 to 31 May 2002, both days inclusive, during which period no transfer of shares will be registered. All completed transfer forms accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and the transfer office, Abacus Share Registrars Limited, 5th Floor, Wing On Centre, 111 Connaught Road, Central, Hong Kong for registration no later than 4:00 p.m. on 23 May 2002.

附註:

1. 凡有權出席本大會投票之本公司股東，均可委任一位或多位代表出席，並於以表決時代其投票。受委任代表毋須為本公司股東。
2. 按指定格式擬備之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四十八小時前送達本公司之香港主要辦事處，地址為香港灣仔告士打道一零八號大新金融中心十六樓，方為有效。
3. 載於本通告第4(i)及4(iii)項之事項旨在徵求股東批准給予董事會一般授權，以回購本公司證券及發行不超過所回購股份總數之額外股份。茲根據香港聯合交易所有限公司證券上市規則，隨本通告附奉一份函件，載列行使該項回購證券之權力之條款及條件。
4. 本公司將由二零零二年五月二十四日至二零零二年五月三十一日（含首尾兩天），暫停辦理股份過戶登記手續。所有股份過戶文件連同有關股份，最遲須於二零零二年五月二十三日下午四時前，送達本公司之香港股東過戶登記處雅柏勤證券登記有限公司，地址為香港中環干諾道中一百一十一號永安中心五樓辦理轉名手續。