

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE is hereby given that an Annual General Meeting of Kenfair International (Holdings) Limited (the "Company") will be held at Meeting Room 406, Hong Kong Convention and Exhibition Centre, 1 Harbour Road, Wanchai, Hong Kong on 18 September 2002 (Wednesday) at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2002.
2. To re-elect the retiring directors and to authorise the board of directors to fix the remuneration of directors.
3. To re-appoint auditors 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 alterations, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(1) **THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);

茲通告建發國際(控股)有限公司(「本公司」)將於二零零二年九月十八日(星期三)上午十一時正假座香港灣仔港灣道1號香港會議展覽中心會議室406室舉行股東週年大會,會議事項如下:

1. 省覽截至二零零二年三月三十一日止年度之本公司經審核綜合財務報表、董事會報告書及核數師報告書。
2. 重選退任董事及授權董事會釐定董事酬金。
3. 重委核數師及授權董事會釐定彼等之酬金。
4. 作為特別事項,考慮及酌情通過(不論是否作出修改)下列決議案為普通決議案:

普通決議案

(1) **動議:**

- (a) 在本決議案(c)段的規限下,依據香港聯合交易所有限公司證券上市規則,一般及無條件批准本公司董事於有關期間(定義見下文)內行使本公司一切權力以配發、發行及處理本公司股本中之額外股份,並作出或授出可能須行使該等權力之售股建議、協議及購股權;
- (b) 本決議案(a)段所述之批准將授權本公司董事於有關期間(定義見下文)內作出或授出可能須在有關期間(定義見下文)結束後行使該等權力的售股建議、協議及購股權;

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any options under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the memorandum and articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company 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 of the Company, shall not exceed:

20% 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 paragraphs (a) and (b) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

- (c) 本公司董事根據本決議案(a)段所述之批准而配發或有條件或無條件同意配發及發行（不論是否根據購股權或其他原因而配發者）之股本面值總額（惟根據(i)供股（如下文定義）；或(ii)本公司購股權計劃授出或行使任何購股權；或(iii)任何以股代息計劃或本公司不時生效之公司組織章程大綱及公司細則規定配發股份以代替股份之全部或部分股息之類似安排而發行之股份；或(iv)於行使本公司任何認股權證之條款下之認購權或兌換權或可兌換作本公司股份之任何證券而發行任何本公司之股份者除外），不得超過下述者：

本公司於本決議案獲通過當日已發行之股本面值總額之20%；及根據本決議案(a)及(b)段所述之權力須相應受此限制；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三者中之較早日期止期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 按本公司之公司組織章程細則或任何適用之開曼群島法例規定本公司須召開下屆股東週年大會之期限屆滿時；或
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案授予本公司董事之權力日期。

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“Rights Issue” means an offer of shares in the Company, or 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 in the Company on the register of Members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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 outside Hong Kong or any recognized regulatory body or any stock exchange in any territories outside Hong Kong).

(2) **THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, The Stock Exchange of Hong Kong Limited and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue 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
- (c) 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;

「供股」乃指於本公司董事訂定之期間內向於指定記錄日期名列股東名冊之本公司股份持有人按彼等當時持有該等股份之數量比例提呈發售本公司股份或提呈發售或發行給予認購股份權利之認股權證、購股權或其他證券，惟本公司董事有權按需要或權宜就零碎股權或經考慮根據香港以外任何司法權區或香港以外任何地區之任何認可監管機關或任何證券交易所之法例或規定之任何限制或責任或在決定根據上述者之法例下之任何限制或責任之存在及程度所涉及之開支或延誤後，作出該項限制或其他安排。

(2) **動議：**

- (a) 在本決議案(b)段規限下，一般及無條件批准本公司董事會於有關期間（定義見下文）內行使本公司一切權力，於香港聯合交易所有限公司或本公司股份可能上市並經由證券及期貨事務監察委員會及香港聯合交易所有限公司就此認可之任何其他證券交易所，按照證券及期貨事務監察委員會、香港聯合交易所有限公司及在此方面適用之所有其他法例並在其規限下，購回其股份；
- (b) 本公司根據本決議案(a)段所述之批准在有關期間內授權董事購回之股份面值總額不得超過於本決議案通過日期本公司已發行股本面值總額10%，本決議案(a)段之授權亦須受此限制；及
- (c) 就本決議案而言，「有關期間」指本決議案通過日期起至下列三者中之較早日期止之期間：
 - (i) 本公司下屆股東週年大會結束時；

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.
- (3) **THAT** subject to the passing of resolutions 1 and 2 set out above, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to and in accordance with resolution 1 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the issued share capital of the Company repurchased by the Company since the granting of such general mandate pursuant to resolution 2 above, 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 on the date of the passing of this resolution.

By order of the Board

Ip Ki Cheung

Chairman

Hong Kong, 8 July 2002

- (ii) 按本公司之公司組織章程細則或任何其他適用之開曼群島法例規定本公司須召開下屆股東週年大會之期限屆滿時；或
 - (iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案授予本公司董事之權力日期。
- (3) **動議**待載於召開本大會通告上文第1及第2項決議案獲正式通過後，擴大根據上文第1項決議案授予本公司董事配發、發行及處理本公司額外股份之一般授權，以包括本公司自授出該項一般授權以來根據上文第2項決議案購回之本公司已發行股本面值總額，惟該數額不得超過於本決議案通過日期本公司已發行股本面值總額10%。

承董事會命

主席

葉紀章

香港，二零零二年七月八日

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Registered office:

Century Yard
Cricket Square
Hutchins Drive
George Town
Grand Cayman
British West Indies

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holder of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal, or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited to the Company's Hong Kong share registrar, Tengis Limited of 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong and in any event not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting (as the case may be).
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.

註冊辦事處:

Century Yard
Cricket Square
Hutchins Drive
George Town
Grand Cayman
British West Indies

附註:

1. 凡有權出席本公司大會或本公司任何類別股份持有人之大會並於會上投票之本公司任何股東，均可委派另一位人士作其代表出席大會及代其投票。倘以投票方式表決，股東可親自投票或由受委任代表投票。受委代表毋須為本公司股東。股東可委任一名以上代表出席同一場合。
2. 委任代表之文據須由委任人或其正式以書面授權之公證人親手填寫，或倘委任人為公司，則須加蓋公司印鑑，或經由公司負責人或獲正式授權之代表親手填寫。
3. 委任代表之文據連同授權書或其他經簽署之授權文件（如有）或經公證人簽署證明之授權書或授權文件副本，無論如何最遲須於大會或續會（視乎情況而定）指定舉行時間四十八小時前送達本公司之股份過戶登記處登捷時有限公司，地址為香港中環夏慤道10號和記大廈4樓。
4. 送呈委任代表之文件後，股東仍可親身出席大會及於會上投票，在該情況下，委任代表之文件將被視作已撤回論。