

Notice of Annual General Meeting 股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of FUJIKON INDUSTRIAL HOLDINGS LIMITED (the “Company”) will be held at 10:00 a.m. on 21st August, 2002 at Garden Room, 2/F, Hotel Nikko Hong Kong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong to transact the following ordinary businesses:

1. to receive and approve the audited financial statements and the reports of the directors of the Company and the Company’s auditors for the year ended 31st March, 2002;
2. to declare a final dividend of HK4.5 cents per share and a special dividend of HK3 cents per share for the year ended 31st March, 2002;
3. to re-elect the retiring directors and to authorise the board of directors to fix the directors’ remuneration;
4. To re-appoint Messrs. PricewaterhouseCoopers as auditors of the Company (having previously been appointed by the Board to fill the casual vacancy arising by reason of the resignation of Arthur Andersen & Co), to hold office until the conclusion of the next annual general meeting at which accounts are laid before the company and that their remuneration be fixed by the directors.

and, as special businesses, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

5. “**THAT**, with effect from the close of business of the day on which this resolution is passed, the existing share option scheme (the “**Existing Scheme**”) adopted by the Company pursuant to an ordinary resolution in writing passed by

茲通告富士高實業控股有限公司(「本公司」)謹訂於二零零二年八月二十一日上午十時正假座香港九龍尖沙咀東部麼地道72號日航酒店2樓花園廳舉行股東週年大會,以處理下列普通事項:

1. 省覽本公司截至二零零二年三月三十一日止年度之經審核財務報表及董事會與核數師報告;
2. 宣派截至二零零二年三月三十一日止年度之末期股息每股4.5港仙及特別股息每股3港仙;
3. 重選退任董事及授權董事會釐定董事酬金;
4. 重聘羅兵咸永道會計師事務所擔任本公司核數師(董事會先前已委任以填補因安達信公司辭任而產生之空缺)至下屆股東週年大會結束為止,會上將向本公司提呈賬目,而其酬金由董事釐定。

及作為特別事項,考慮並酌情通過下列決議案為普通決議案:

5. 「**動議**終止經本公司全體股東於二零零二年三月二十三日通過書面普通決議案所採納之現行購股權計劃(「**現行計劃**」,註有「**A**」字樣之副本已送呈大會並由大會主席簽署以資識別),現行計劃由本決議案通過

all shareholders of the Company on 23rd March, 2000 (a copy of the Existing Scheme having been produced to the meeting marked “A” and signed by the chairman of the meeting for the purposes of identification), be and it is hereby terminated and cease to have with any further effect save and except that the Existing Scheme will remain in force to the extent necessary to give effect to the exercise of the options granted thereunder prior to termination thereof.”

6. “THAT, subject to the passing of resolution numbered 5 and with effect from the close of business of the day on which this resolution is passed, the rules of the share option scheme (the “New Scheme”, the principal terms of which are particularly described in the circular (the “Circular”) to the shareholders of the Company dated the even date) (a copy of the New Scheme and the Circular having been produced to the meeting marked “B” and “C”, respectively and signed by the chairman of the meeting for the purposes of identification), be approved and adopted and the directors of the Company be and they are hereby authorised to approve any amendments to the rules of the New Scheme as may be acceptable or not objected to by The Stock Exchange of Hong Kong Limited, and at their absolute discretion to grant options to subscribe for Shares thereunder and to allot, issue and deal with shares of HK\$0.10 each in the Company pursuant to the exercise of options granted under the New Scheme and to take all such steps as may be necessary, desirable or expedient to carry into effect the New Scheme with effect from the close of business of the day on which this resolution is passed”.

當日營業時間結束時起將不再有效，惟仍可根據現有計劃行使終止前已授出之購股權。」

6. 「動議待通過第5項決議案後，批准並於本決議案通過當日營業時間結束時起採納購股權計劃（「新計劃」），其主要條款載於在該日致本公司股東之通函（「通函」），而分別註有「B」及「C」字樣之新計劃及通函副本已送呈大會並由大會主席簽署以資識別）之規則，並授權本公司董事批准對新計劃之規則作出香港聯合交易所有限公司所接納或不反對之任何修訂，全權酌情授出可認購股份之購股權，因行使根據新計劃授出之購股權而配發、發行及處理本公司每股面值0.10港元之股份，以及採取必要、合適或適當之行動使新計劃自本決議案通過當日營業時間結束時起得以實行。」

7. “THAT

- (a) subject to paragraph (b) below and the passing of resolution numbered 5, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the terms of the New Scheme (as defined in resolution numbered 6), the directors of the Company are hereby authorised to grant options under the New Scheme and to allot, issue and otherwise deal with shares (each a “Share”) of HK\$0.10 each in the capital of the Company pursuant to the exercise of option granted under the New Scheme;
- (b) the aggregate nominal amount of share capital to be allotted and issued pursuant to paragraph (a) above, together with any issue of Shares upon the exercise of any options granted under any other share option scheme of the Company as may from time to time adopted by the Company, shall not exceed the aggregate of 10 per cent. of the Shares in issue as at the date of the passing of this resolution”.

8. “THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue

7. 「動議

- (a) 根據香港聯合交易所有限公司證券上市規則及新計劃（定義見第6項決議案）之條款，在下文(b)段規限下及待通過第5項決議案後，授權本公司董事按新計劃授出購股權及因行使根據新計劃授出之購股權而配發、發行及處理本公司每股面值0.10港元之股份（「股份」）；
- (b) 根據上文(a)段配發及發行之股本，與因行使根據本公司不時採納之其他購股權計劃授出之購股權而發行之任何股份合計，不得超過於本決議案通過當日本公司已發行股份總面值10%。」

8. 「動議：

- (a) 根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」），在下文(c)段規限下，一般及無條件批准本公司董事於有關期間內行使本公司一切權力，以配發、發行及處理本公司每股面值0.10港元之未發行股份（「股份」），以及作出或授出可能須行使

and deal with the unissued shares (each a “Share”) of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued 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) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible

該等權力之建議、協議及購股權
(包括可認購股份之認股權證)；

- (b) 上文(a)段之批准將授權本公司董事於有關期間內作出或授出於有關期間結束後可能須行使該等權力之建議、協議及購股權；
- (c) 本公司董事根據上文(a)段之批准所配發及發行或有條件或無條件同意配發及發行(不論是否根據購

into Shares shall not exceed the aggregate of:

(aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. 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 paragraph (a) of this resolution shall be limited accordingly; and

股權或其他方式)之股本總面值不得超過:

(aa) 於本決議案通過當日本公司已發行股本總面值20%; 及

(bb) (倘本公司董事經股東另行通過普通決議案獲得授權)於本決議案通過後本公司購回股本之總面值(最多達本決議案通過當日本公司已發行股本總面值10%),

而本決議案(a)段之授權亦以此為限,惟(i)根據供股、(ii)因行使本公司不時根據上市規則採納之所有購股權計劃授出之購股權、(iii)根據本公司不時有效之細則配發及發行之股份以代替全部或部份股息之以股代息或其他類似安排或(iv)根據可兌換為股份之本公司認股權證或其他證券之條款行使認購權或換股權而發行股份則除外, 及

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) (the “**Companies Act**”) or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**Rights Issue**” means an offer of Shares, 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 on the Company’s register of members on a fixed record date in proportion to their then holdings of 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

(d) 就本決議案而言：

「**有關期間**」指由本決議案通過當日至下列較早發生者之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司之公司細則、百慕達一九八一年公司法（修訂本）（「**公司法**」）或任何其他適用之百慕達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修改本決議案授予本公司董事權力之日期；

「**供股**」指本公司董事於指定期間，向於指定記錄日期名列在本公司股東名冊上之股東，按其當時之持股比例提呈發售股份或提呈或發行認股權證、購股權或附有可認購股份權利之其他證券之建議（惟本公司董事有權在認為必要或適當時，就零碎股權、香港以外任何司法權區有關法例限制、法律責任或規定或在釐定該等限制、責任或規定時所涉及之開支或延誤，或任何認可監管機構或證券交易所之規

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 recognised regulatory body or any stock exchange outside Hong Kong).”

9. “THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase shares (each a “Share”) of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended) 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 which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the

定，取消若干股東在此方面之權利或作出其他安排)。

9. 「動議:

- (a) 在下文(b)段規限下，一般及無條件批准本公司董事於有關期間內行使本公司一切權力，根據香港證券及期貨事務監察委員會、香港聯合交易所有限公司（「聯交所」）、百慕達一九八一年公司法（修訂本）之規則及規定與所有其他適用法例，在聯交所或任何本公司股份可能上市並就此獲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購回本公司每股面值0.10港元之股份（「股份」）；
- (b) 本公司根據(a)段之批准，於有關期間內可購回或同意購回之股份總面值不得超過於本決議案通過當

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 date of 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 the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable law of Bermuda to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

10. “**THAT** conditional on the passing of resolution numbered 8 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 8 above be and it is hereby extended by the addition to the aggregate nominal amount of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the

日本公司已發行股份總面值10%，而該批准須受此數額限制；及

(c) 就本決議案而言，「**有關期間**」指由本決議案通過當日至下列較早發生者之期間：

(i) 本公司下屆股東週年大會結束時；

(ii) 本公司之公司細則、百慕達一九八一年公司法（修訂本）或任何其他適用之百慕達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修改本決議案授予本公司董事權力之日期。」

10. 「**動議**待上文第8項決議案通過後，擴大上文第8項決議案(a)段授予本公司董事之一般授權，本公司董事根據該一般授權配發或有條件或無條件同意配發之股份總面值

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aggregate nominal amount of the share capital of the Company purchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 9 above.”

By order of the board of directors

Tang Siu Fai

Company Secretary

Hong Kong, 12th July, 2002

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch registrar, Hong Kong Registrars Limited at Rooms 1901-05, 19/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.

增至相等於本公司根據上文第9項決議案(a)段之授權而購回或同意購回之股本總面值。」

承董事會命

公司秘書

鄧兆輝

香港，二零零二年七月十二日

附註：

1. 根據本公司之公司細則規定，任何有權出席以上通告所述大會並於會上投票之股東有權委任一名或以上代表代其出席大會及投票。受委代表毋須為本公司股東。
2. 代表委任表格連同經簽署之授權書或其他授權文件(如有)，或經公證人證明之授權書或其他授權文件副本，最遲須於大會或續會舉行時間四十八小時前交回本公司之香港股份過戶登記分處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心19樓1901-05室，方為有效。

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3. The register of members will be closed from Friday, 16th August, 2002 to Wednesday, 21st August, 2002 (both days inclusive) during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend and special dividend, all transfers accompanied by the relevant share certificate must be lodged with the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited at Rooms 1901-05, 19/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:00 pm on Thursday, 15th August, 2002 for registration.
4. In relation to proposed resolutions numbered 8 and 10 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
5. In relation to proposed resolution numbered 9 above, the directors wish to state that they will exercise the powers conferred thereby to purchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules will be set out in a separate document to be despatched to the shareholders.
3. 本公司將於二零零二年八月十六日星期五至二零零二年八月二十一日星期三（包括首尾兩天）暫停辦理股東登記，期間亦不會轉讓股份。為符合資格收取建議派付之末期股息及特別股息，股東須於二零零二年八月十五日星期四下午四時前將所有過戶文件連同有關股票送交本公司之香港股份過戶登記分處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心19樓1901-05室。
4. 根據上文第8及10項建議之決議案，徵求股東批准授予董事一般授權，以根據上市規則配發及發行股份。除根據本公司購股權計劃或股東批准之任何以股代息計劃發行股份外，董事現時並無計劃發行任何新股份。
5. 根據上文第9項建議之決議案，董事表示在認為符合股東利益之情況下會行使所獲授之權力購回股份。載有上市規則所規定使股東就所建議決議案投票時作出知情決定之資料之說明函件將載入另一文件另行寄發予各股東。