

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

茲通告本公司訂於二零零二年九月十八日星期三下午四時在香港北角丹拿道十八號愛群商業中心二樓會議室舉行股東週年大會，議程如下：

1. 省覽截至二零零二年三月三十一日止年度之經審核賬目及董事會與核數師報告書。
2. 重選退任董事。
3. 授權董事會釐定董事酬金。
4. 授權董事會增加董事名額，數目最多以股東所批准之名額為限。
5. 重新委聘畢馬威會計師事務所為本公司核數師及授權董事會釐定其酬金。
6. 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

A. 動議：

- (a) 在(c)段之規限下，一般性及無條件批准本公司董事會，於有關期間行使本公司之一切權力，配發、發行及處理本公司股本中額外股份，並作出或授予可能需要行使該權力之建議、協議及購股權；

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Conference Room, 2/F, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong on Wednesday, 18 September 2002 at 4:00 p.m. for the following purposes:

1. To receive and adopt the Audited Accounts for the year ended 31 March 2002 together with the Directors' and Auditors' Reports thereon.
2. To re-elect the retiring Directors.
3. To authorise the Board of Directors to fix the remuneration of the Directors.
4. To grant authority to the Board of Directors to appoint additional Directors up to the maximum number determined by the shareholders.
5. To re-appoint KPMG as Auditors and authorise the Board of Directors to fix their remuneration.
6. To consider, and if thought fit, pass the following resolutions by way of special business as Ordinary Resolutions:

A. **THAT:**

- (a) subject to paragraph (c), the exercise by the Directors of the Company during the Relevant Period 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 power be and it is hereby generally and unconditionally approved;

(b) (a)段之批准將授權本公司董事會，於有關期間作出或授予在有關期間結束後，可能需要行使該權力之建議、協議及購股權；

(c) 本公司董事會依據以上(a)段所述之批准，配發或同意有條件或無條件配發(不論其為根據購股權配發與否)之股本面值總額，除依據(i)配售股份、(ii)按當時採納之任何購股計劃或類似安排向本公司及／或其任何附屬公司之行政人員及／或僱員授予或發行股份或可認購本公司股份之權利或(iii)任何按照本公司之公司章程細則，以股代息或類似安排配發股份以代替全部或部份本公司股份之股息等而配發外，不得超過(aa)於通過本決議案日期本公司已發行股本面值總額百分之二十及(bb)(倘本公司董事會獲本公司股東通過另一項普通決議案授權)於通過本決議案日期以後本公司購回之本公司股本面額(最多以相等於通過該另一項普通決議案日期本公司已發行股本面值總額百分之十為限)兩者總和，而上述批准亦受此限制；及

(b) the approval in paragraph (a) 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 power 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 in paragraph (a), 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 or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend of shares of the Company in accordance with the Bye-laws of the Company, shall not exceed the aggregate of (aa) 20 per cent, of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution plus (bb) (if the Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased 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 at the date of passing such separate ordinary resolution), and the said approval shall be limited accordingly; and

(d) 就本決議案而言：

「有關期間」指由本決議案通過時起至下列較早日期止之期間：

- (i) 本公司下屆股東週年大會散會；及
- (ii) 按照本公司之公司章程細則及任何適用法例規定須召開本公司下屆股東週年大會之期間屆滿之日；及
- (iii) 股東在股東大會上通過普通決議案撤銷或修訂本決議案所作之授權之日；及

「配售股份」指本公司董事會於指定期間，向股東名冊內於指定記錄日期之普通股股份持有人，按當時彼等之持股比例提出售股建議（惟本公司董事會可就零碎配額或就任何地區法例之任何限制或責任，或任何認可監管機構或任何證券交易所之規定，作出認為必須或適宜取消在此方面之權利或另作安排）。

(d) for the purpose 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; and
- (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 revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of ordinary shares on the register 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 any recognised regulatory body or any stock exchange in any territory).

B. 動議：

- (a) 一般性及無條件批准本公司董事會於有關期間(就本決議案而言，經作出必要修訂後，其與本大會通告第6A項決議案內(d)段所述者具有相同涵義)按照一切適用法例行使本公司之一切權力購回本公司股份；及
- (b) 依據上文(a)段之批准，根據香港公司股份購回守則，在香港聯合交易所有限公司或任何其他就此而言獲香港證券及期貨事務監察委員會及香港聯合交易所有限公司認可之證券交易所購回之股份面值總額，不得超過於通過本決議案日期本公司已發行股本面值總額百分之十，而上述批准亦受此限制。

B. **THAT:**

- (a) the exercise by the Directors during the Relevant Period (which shall have the same meaning for the purpose of this Resolution, mutatis mutandis, as given in paragraph (d) of the resolution set out as Resolution 6A in the notice of this Meeting) of all the powers of the Company to repurchase shares of the Company, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of shares which may be repurchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised 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) above shall not exceed 10 per cent, 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.

C. 動議：

授權本公司董事會就第6A項決議案(c)段內之(bb)分段所述本公司股本，行使該決議案(a)段所載之權力。

承董事會命
吳志強
公司秘書

香港，二零零二年七月十八日

附註：

1. 任何有權出席上述大會並於會上投票之股東，均可委派一位或以上代表出席，並在表決時代其投票。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，或由公證人簽署證明之授權書或授權文件副本，最遲須於大會或任何續會指定舉行時間四十八小時前，交回本公司總辦事處及主要營業地點（地址為香港北角丹拿道十八號愛群商業中心二樓），方為有效。
3. 因行政上之需要，本公司將於二零零二年九月十六日星期一至二零零二年九月十八日星期三期間（包括首尾兩日），暫停辦理股份過戶登記手續。

C. **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 the resolution set out as Resolution 6A in the aforesaid resolutions in respect of the share capital of the Company referred to in subparagraph (bb) of paragraph (c) of such resolution.

By Order of the Board
Ng Chi Keung
Company Secretary

Hong Kong, 18 July 2002

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, and on a poll, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy, 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 Head Office and Principal Place of Business of the Company at 2/F, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong, not less than forty-eight hours before the appointed time for holding the meeting or any adjournment thereof.
3. For administrative purposes, the Register of Members of the Company will be closed from Monday, 16 September 2002 to Wednesday, 18 September 2002 both days inclusive during which period no transfer of shares will be registered.

4. 有關上文第6A項議程，現向股東尋求一般授權以批准根據香港聯合交易所有限公司上市規則配發股份。董事會現時並無計劃根據該項批准發行本公司任何新股份。

5. 有關第6B及6C項議程，現亦尋求一般授權以批准購回本公司股份。載有行使該項權力之條款及條件之說明資料文件將連同二零零一／二零零二年度年報一併寄予各股東。董事會現時並無計劃進行購回股份事項。

4. Concerning item 6A above, approval is being sought from members for a general mandate to authorise allotment of shares under the Listing Rules of The Stock Exchange of Hong Kong Limited. The Directors have no immediate plans to issue any new shares of the Company pursuant to such approval.

5. Concerning items 6B and 6C, approval is also being sought for a general mandate to repurchase shares in the Company. An Explanatory Statement setting out the terms and conditions upon which such power to be exercised will be sent to members shortly together with the 2001/2002 Annual Report. The Directors have no immediate plans to effect such repurchase.