

Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of Hang Fung Gold Technology Limited (the "Company") will be held at 2nd Floor, Kaiser Estate, Phase II, 28 Man Lok Street, Hungghom, Kowloon, Hong Kong on 28th August, 2002 at 4:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31st March, 2002.
2. To re-elect the retiring director of the Company and to authorise the board of directors of the Company (the "Board of Directors") to fix the remuneration of directors of the Company.
3. To re-appoint Messrs. PricewaterhouseCoopers as auditors of the Company and to authorise the Board of Directors to fix their remuneration.

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

4. **"THAT:**

conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of and permission to deal in the shares of the Company representing 10% of the issued share capital of the Company as at 28th August, 2002, to be issued pursuant to the exercise

茲通告恒豐金業科技有限公司(「本公司」)謹訂於二零零二年八月二十八日下午四時正假座香港九龍紅磡民樂街28號凱旋工商中心二期2樓舉行股東週年大會，以考慮並酌情通過下列決議案：

1. 省覽本公司截至二零零二年三月三十一日止年度經審核之財務報表及董事會與核數師報告。
2. 重選本公司之退任董事並授權本公司董事會(「董事會」)釐定本公司董事酬金。
3. 重新委聘羅兵咸永道會計師事務所出任本公司核數師並授權董事會釐定其酬金。

作為特別事項，考慮並酌情通過下列決議案為普通決議案：

4. 「動議：

待香港聯合交易所有限公司上市委員會批准根據本公司購股權計劃(「購股權計劃」)授出之任何購股權(「購股權」)獲行使而發行之本公司股份(相等於二零零二年八月二十八日本公司

Notice of Annual General Meeting

股東週年大會通告

of any options (the “Options”) granted under the share option scheme of the Company (the “Share Option Scheme”), a copy of which has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification:

- (i) the existing share option scheme of the Company adopted on 27th February, 1999 (the “Existing Scheme”) be and is hereby terminated and that all outstanding options granted pursuant to the Existing Scheme continue to be valid and exercisable in accordance with the rules of the Existing Scheme, subject to the provisions of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited; and
- (ii) the Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised, at their absolute discretion, to grant Options and to allot and issue shares of the Company.”

已發行股本之10%)上市及買賣(註有「A」字樣之購股權計劃副本經已提呈大會並由大會主席簽署以資識別)：

- (i) 終止本公司於一九九九年二月二十七日採納之現有購股權計劃(「現有計劃」)，根據現有計劃授出之所有尚未行使購股權將繼續有效並可根據現有計劃之規則行使，惟須符合香港聯合交易所有限公司證券上市規則之規定；及
- (ii) 批准並採納購股權計劃，授權本公司董事全權決定授予購股權以及配發及發行本公司股份。」

Notice of Annual General Meeting

股東週年大會通告

5. “THAT:

- (A) subject to paragraph (C) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or 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 pursuant to the approval in paragraphs (A) and (B), otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of

5. 「動議：

- (A) 在下文(C)段之規限下，全面及無條件批准本公司董事（「董事」）於有關期間（定義見下文）行使本公司一切權力，配發、發行及處理本公司股本之未發行股份，並作出或授出或須行使有關權力之建議、協議及購股權（包括可轉換成本公司股份之認股權證、債券及債務證券）；
- (B) 授權董事於有關期間作出或授出或須於有關期間或其後作出或授出或須行使有關權力之建議、協議及購股權（包括可轉換成本公司股份之認股權證、債券及債務證券）；
- (C) 本公司董事依據(A)及(B)段之批准而配發或有條件或無條件同意配發（不論是否根據購股權或以其他方式而配發）之本公司股本之總面額（但不包括根據供股（定義見下文），或因行使根據本公司採納之購股權計劃授出之任何購股權，或因行使本公司可能發行之認股權證隨附之認購權而發行股份，或根據本公司之公司細則以發行本公

Notice of Annual General Meeting

股東週年大會通告

shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution; and

(D) for the purposes of this resolution:

“Relevant Period” means the period from the time 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 memorandum of association and bye-laws of the Company or any applicable law of Bermuda to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

司股份代替全部或部份股息或就任何以股代息計劃或類似安排而發行之股份)，不得超過本公司於通過本決議案之時已發行股本總面額之20%；而

(D) 就本決議案而言：

「有關期間」指由本決議案通過之日至下列三者之最早日期之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司之組織章程大綱及公司細則或任何適用百慕達法例規定本公司須舉行下屆股東週年大會之期限屆滿時；及
- (iii) 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賦予之權力。

Notice of Annual General Meeting

股東週年大會通告

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members 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).”

6. **“THAT:**

- (A) subject to paragraph (C) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase issued shares 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 of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to purchase such securities are subject to and in accordance with all applicable laws, be and is hereby, generally and unconditionally approved;

「供股」乃指董事於指定期間內，向於指定記錄日期名列本公司股東名冊之股份持有人，按彼等當時之持股比例提呈配發股份之建議，（本公司董事有權就零碎股權或就任何有關司法權區之法律或任何認可監管機構或證券交易所規定之任何限制或責任而須或權宜取消若干股東在此方面之權利或作出其他安排）。」

6. 「動議：

- (A) 在下文(C)段之規限下，全面及無條件授權本公司董事（「董事」）於有關期間（定義見下文）行使本公司一切權力，在香港聯合交易所有限公司（「聯交所」），或本公司股份可能上市並就此而言獲證券及期貨事務監察委員會與聯交所認可之任何其他證券交易所上購回本公司股本中之已發行股份，本公司董事行使本公司一切權力購回上述證券時必須依據並符合所有適用法例；

Notice of Annual General Meeting

股東週年大會通告

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| <p>(B) the approval in paragraph (A) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;</p> <p>(C) the aggregate nominal amount of share capital of the Company purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (A) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution; and</p> <p>(D) for the purposes of this resolution:</p> <p>“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum of association and by-laws of the Company or any applicable law of Bermuda to be held; and</p> | <p>(B) (A)段之批准將附加於董事所獲之任何其他授權並授權董事代表本公司於有關期間促使本公司按董事決定之價格購回股份；</p> <p>(C) 本公司根據(A)段批准於有關期間購回或有條件或無條件同意購回之本公司股本總面額不得超逾於通過本決議案之時本公司已發行股本總面額之10%；及</p> <p>(D) 就本決議案而言：</p> <p>「有關期間」指由本決議案通過之日至下列三者之最早日期之期間：</p> <p>(i) 本公司下屆股東週年大會結束時；</p> <p>(ii) 本公司之組織章程大綱及公司細則或任何適用百慕達法例規定本公司須舉行下屆股東週年大會之期限屆滿時；及</p> |
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Notice of Annual General Meeting

股東週年大會通告

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon the passing of the ordinary resolutions numbered 5 and 6 in the notice convening a meeting of the Company dated 24th July, 2002, the aggregate nominal amount of the shares in the capital of the Company which are purchased by the Company pursuant to and in accordance with the said resolution numbered 6 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with the resolution numbered 5 set out in that notice of meeting dated 24th July, 2002.”

By Order of the Board

Lam Sai Wing

Chairman

Hong Kong, 24th July, 2002

(iii) 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賦予之權力。」

7. 「動議待日期為二零零二年七月二十四日之本公司股東大會通告內第5及6項普通決議案通過後，將本公司根據並依照上述第6項決議案提述之購回證券授權所購回之本公司股本中股份之總面額，加至本公司董事根據並依照日期為二零零二年七月二十四日之本公司股東大會通告內第5項決議案而配發或同意有條件或無條件配發之本公司股本總面額上。」

承董事會命

主席

林世榮

香港，二零零二年七月二十四日

Notice of Annual General Meeting

股東週年大會通告

Notes:

1. The register of members of the Company will be closed from 23rd August, 2002 to 28th August, 2002, both days inclusive, during which period no transfer of shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the 2002 Annual General Meeting (the "Meeting"), all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 22nd August, 2002.
2. Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.

附註：

1. 本公司將於二零零二年八月二十三日至二零零二年八月二十八日(包括首尾兩日)暫停辦理股份過戶登記，期間不會登記任何股份轉讓。為確定有權出席二零零二年股東週年大會(「大會」)及在會上投票之股東身份，所有過戶表格及有關股票須於二零零二年八月二十二日下午四時正前送達本公司之股份過戶登記處香港分處香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心19樓1901-5室。
2. 任何有權出席本公司會議並在會上投票之本公司成員均有權委任代表為出席會議並代其投票。持有兩股或更多股份之本公司成員可委任一位以上之代表代其出席本公司股東大會或等級會議。受委代表毋須為本公司股東。此外，一位或多位代表本公司之個人成員或代表本公司之有限公司成員之代表均有權代表本公司成員行使與所代表之成員之同等權力。

Notice of Annual General Meeting

股東週年大會通告

3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
4. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, shall be delivered to 2nd Floor, Kaiser Estate, Phase II, 28 Man Lok Street, Hunghom, Kowloon, Hong Kong not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
5. Delivery of an instrument appointing a proxy form shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. 委任代表書必須由委任人或委任人正式書面授權之受權人親筆簽署，如委任人為有限公司，則委任代表書必須蓋上公司印章或由公司負責人，受權人或其他獲正式授權之代表親筆簽署。如委任代表書由公司負責人代表有限公司簽署，除非出現相反情況，否則將假設該名公司負責人乃獲正式授權代表有關公司簽署委任代表書，其時將毋須提供進一步事實證明。
4. 委任代表書連同（如本公司董事會要求）簽署人之授權書或其他授權文件（如有）或由公證人正式簽署證明之授權書或授權文件副本，最遲須於本大會或任何續會召開四十八小時前送達本公司之總辦事處，地址為香港九龍紅磡民樂街28號凱旋工商中心二期2樓，代委委任書上列明擬委任於會上投票之代表方有權投票；如於大會或續會舉行日期其後進行投票表決，則需於進行投票前24小時內將委任代表書交回，如未有準時交回，委任代表書將會作廢失效。
5. 交回委任代表書後，台端仍可出席大會及於會上投票，惟委任代表書將告作廢。

Notice of Annual General Meeting

股東週年大會通告

6. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of the Company in respect of the joint holding.
7. A form of proxy for use at the annual general meeting is enclosed herewith.

6. 如屬任何股份之聯名持有人，則任何一位聯名持有人均可親身或委派代表出席會議投票，猶如彼為唯一有權就該等股份而投票者；惟倘聯名持有人中有超過一位親身出席或委派代表出席會議，則只有排名首位之持有人之投票方獲接納（不論親身或委任代表投票）。而其他聯名持有人之投票將無效。排名先後乃以股東名冊上聯名持有人之排名次序為準。
7. 隨附股東週年大會適用之代表委任表格。