

茲通告本公司謹訂於二〇〇二年八月三十日(星期五)早上十時正假座香港荃灣德士古道220-248號荃灣工業中心八樓舉行二〇〇二年度股東週年大會，以討論下列事項：

1. 省覽截至二〇〇二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. 宣派末期股息；
3. 選舉董事並授權董事會釐定董事之酬金及設定董事人數之上限；
4. 委聘安永會計師事務所擔任核數師並授權董事會釐定其酬金；
5. 考慮並酌情通過(無論有否修訂)下列決議案為普通決議案：

『動議：』

- (a) 待(i)如有需要，百慕達金融管理局批准根據本公司之購股權計劃(新訂購股權計劃)其註明「A」記號之副本已提呈本大會並由大會主席簽署以資識別)而授出購股權及就行使該類購股權所附認購權而發行本公司之新股份；及(ii)香港聯合交易所有限公司(聯交所)上市委員會批准就行使根據新訂購股權計劃所授予之購股權而予以發行之新股份上市及買賣(惟股份數額須不超過新訂購股權計劃獲批准當日已發行股份總額之10%)後，批准及採納新訂購股權計劃，並授權本公司之董事採取一切必需或適當之行動及訂立一切必需或適當之交易、安排及協議，使新購股權計劃得以全面生效，其中包括(惟不限於)：
- i. 執行新訂購股權計劃，據此向新訂購股權計劃規定之合資格參與者授出購股權，以認購股份；
 - ii. 不時對新訂購股權計劃作出改動及/或修訂，惟上述改動及/或修訂須按照新訂購股權計劃內有關作出改動及/或修訂之條文進行；

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at 8th Floor, Tsuen Wan Industrial Centre, 220-248 Texaco Road, Tsuen Wan, Hong Kong on Friday, 30 August 2002 at 10:00 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2002;
2. To declare a final dividend;
3. To elect Directors, to authorise the Board to fix Directors' remuneration and to set a maximum number of Directors;
4. To appoint Messrs Ernst & Young as Auditors and to authorise the Board to fix their remuneration;
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution;

“THAT

- (a) subject to and conditional upon (i) the Bermuda Monetary Authority granting its permission for the issue of options under the share option scheme of the Company (the “New Share Option Scheme”), a copy of which marked “A” is produced to the meeting and for the purposes of identification signed by the Chairman thereof, and the new shares of the Company (the “Shares”) to be issued upon the exercise of the subscription rights attaching to such options and (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of and permission to deal in the new shares to be issued pursuant to the exercise of any options granted under the New Share Option Scheme not exceeding 10% of the total number of shares in issue as at the date of approval of the New Share Option Scheme, the New Share Option Scheme be and is hereby approved and adopted and the Directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation:
- i. to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for shares;
 - ii. to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;

- iii. 不時發行及配發按新訂購股權計劃授出之購股權獲行使而須發行本公司股本中該數目之股份，前提為新訂購股權計劃涉及之股份總數，連同任何其他購股權計劃涉及之任何股份合計，不得超過於本決議案獲通過之日本公司有關類別已發行股本之10%，惟本公司可於股東大會上提呈股東批准更新新訂購股權計劃規定之10%上限，將按新訂購股權計劃及本公司之任何其他購股權計劃已授出惟尚未行使之全數購股權獲行使而可發行之股份最高數目定為以不超過本公司不時有關類別已發行股本之30%為限；
- iv. 於適當時候向聯交所及本公司當時已發行股份上市所在之任何其他證券交易所申請批准於其後不時按新訂購股權計劃授出之購股權獲行使而將予發行及配發之任何股份上市及買賣；及
- v. 倘若認為合適及權宜，同意有關機構對新訂購股權計劃所規定或施加之條件、修訂及/或改動。
- (b) 即時終止本公司根據本公司唯一股東於一九九四年八月三十一日通過之書面決議案為本公司及其附屬公司之僱員及執行董事而採納之現有購股權計劃。」
6. 考慮並酌情通過(無論有否修訂)下列決議案為普通決議案：
- 『動議：
- (a) 一般性及無條件批准董事會於有關期間內行使本公司之一切權力，以根據適用法例及在其規限下購回其股份；
- (b) 根據上文(a)段之批准所購回之股份面值總額不得超過本公司於本決議案通過當日已發行股本面值總額之10%，而上述批准須受相應限制；及
- iii. to issue and allot from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme provided always that the total number of shares subject to the New Share Option Scheme, when aggregated with any shares subject to any other share option schemes, shall not exceed 10% of the relevant class of the issued share capital of the Company as at the date of passing this resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the New Share Option Scheme and the maximum number of shares which may be issued upon exercise of all outstanding options granted under the New Share Option Scheme and any other share option schemes of the Company in issue shall not exceed 30% of the relevant class of the issued share capital of the Company from time to time;
- iv. to make applications at the appropriate time or times to the Stock Exchange; and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme; and
- v. to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme;
- (b) the existing share option scheme for the employees and executive Directors of the Company and its subsidiaries which was adopted by the Company by a written resolution of the shareholders of the Company on 31 August 1994 be and is hereby terminated with immediate effect.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:
- “THAT
- (a) the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and

(c) 就本決議案而言，「有關期間」指本決議案通過之日至下列任何一項較早發生之日期：

- i. 本公司下屆股東週年大會結束時；
- ii. 股東在股東大會通過普通決議案予以撤銷或修訂本決議案所授權力之日；及
- iii. 本公司組織章程細則或任何適用法律規定本公司須舉行下屆股東週年大會期限屆滿之日。」；

7. 考慮並酌情通過(無論有否修訂)下列決議案為普通決議案：

『動議：

(a) 一般性及無條件批准董事會於有關期間內行使本公司一切權力，以發行、配發及處置本公司之額外股份，並作出或授予可能須於有關期間內或有關期間結束後配發、發行或處置股份之售股建議、協議及購股權。除根據配售新股(根據股東於指定記錄日期之持股量按比例提呈發售股份，惟董事會可就零碎權益或在顧及香港以外任何地區之法例或當地認可之監管機構或證券交易所之規例所規定之限制或責任後作出彼等認為必須或恰當之豁免或其他安排)或任何購股權計劃或當時就向本公司及/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購入本公司股份之權利而採納之類似安排外，發行、配發、處置或同意有條件或無條件予以發行、配發或處置(不論根據購股權或以其他方式)之額外股份總面值不得超過本公司於通過本決議案當日已發行股本面值總額之20%，而上述批准須受相應限制；及

(b) 就本決議案而言，「有關期間」指本決議案通過之日至下列任何一項較早發生之日期：

- i. 本公司下屆股東週年大會結束時；
- ii. 股東在股東大會通過普通決議案予以撤銷或修訂本決議案所授權力之日；及

(c) 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;
- ii. the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meetings; and
- iii. the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held";

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

"THAT

(a) the exercise by the Directors during the Relevant Period of all the powers of the Company to issue, allot and dispose of additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or disposed of during or after the end of the Relevant Period be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors 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 outside Hong Kong) or any option scheme 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, the total nominal amount of additional shares issued, allotted, disposed of or agreed conditionally or unconditionally to be issued, allotted or disposed of (whether pursuant to an option or otherwise) shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and

(b) 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;
- ii. the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meetings; and

iii. 本公司組織章程細則或任何適用法律規定本公司須舉行下屆股東週年大會期限屆滿之日。」；

8. 考慮並酌情通過(無論有否修訂)下列決議案為普通決議案：

『動議擴大根據上文第 7 項決議案授予本公司董事會於當時可行使本公司之權力以發行、配發或處置額外股份及作出或授予或需行使該項權力之售股建議、協議及購股權之一般性權力至包括自本公司董事會根據上文第 6 項決議案所獲授予行使本公司權力以購回本身股份之一般性權力以來所購回之本公司股份面值總額，惟不得超過本公司於本決議案獲通過當日已發行股本面值總額之 10%。』。

iii. the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”;

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT the general mandate granted to the Directors of the Company pursuant to Resolutions 7 above and for the time being in force to exercise the powers of the Company to issue, allot or dispose of additional shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by total nominal amount of shares in the capital of the Company repurchased by the Company since the granting of such general mandate referred to in the above Resolution 6 pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”

承董事會命

馬鳳華
公司秘書

香港特別行政區，二〇〇二年七月三十日

附註：

- (a) 股份過戶登記手續將於二〇〇二年八月二十七日(星期二)至二〇〇二年八月三十日(星期五)首尾兩天包括在內)暫停辦理。為確定合資格獲派發擬派之股息，所有股份過戶文件連同有關股票須於二〇〇二年八月二十六日(星期一)下午四時前送達本公司之香港股份過戶登記處登捷時有限公司，地址為香港中環夏慤道十號和記大廈四樓，方為有效。
- (b) 凡有權出席上述大會及投票之股東，均有權委派一位代表或(如持有兩股或以上之股份)多位代表出席，並於投票表決時代其投票。受委代表毋須為本公司之股東。
- (c) 代表委任表格連同經簽署之授權書或其他授權文件(如有)或經由公證人簽署證明之該等授權書或授權文件副本，須於該大會指定舉行時間 48 小時前送達本公司之香港股份過戶登記處登捷時有限公司，地址為香港中環夏慤道十號和記大廈四樓，方為有效。

By order of the Board

Ma Fung Wah
Company Secretary

HKSAR, 30 July 2002

Notes:

- (a) The register of members will be closed from 27 August 2002 (Tuesday) to 30 August 2002 (Friday), both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed dividends, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Tengis Limited, at 4/F Hutchison House, 10 Harcourt Road, Central, Hong Kong not later than 4:00 pm on 26 August 2002 (Monday).
- (b) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or (if holding two or more shares) proxies to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company.
- (c) 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 such power or authority, must be lodged with the Company's Share Registrars in Hong Kong, Tengis Limited, at 4/F Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.