

# NOTICE OF ANNUAL GENERAL MEETING

## 股東週年大會通告

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Company will be held at 3:00 p.m. on 23rd August 2002 at Chater Rooms III and IV, Basement 1, The Ritz-Carlton, 3 Connaught Road Central, Hong Kong to transact the following ordinary business:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and the Auditors for the year ended 31st March 2002;
2. To declare final and special dividends for the year ended 31st March 2002;
3. To re-elect Directors and to authorise the Board to fix Directors' remuneration;
4. To re-appoint Auditors and authorise the Board to fix Auditors' remuneration;

and, as special business, to consider and, if thought fit, passing the following resolutions as Ordinary Resolutions and Special Resolutions as indicated below:

### ORDINARY RESOLUTIONS

5. "THAT:
  - (a) subject to paragraph (c) of this Resolution, pursuant to the 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 (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional share(s) of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including warrants) which might require the exercise of such power be and 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 to make or grant offers, agreements and options (including warrants) which might require the exercise of such power after the end of the Relevant Period;

**茲通告**本公司將於二零零二年八月二十三日下午三時正假座香港中環干諾道中三號麗嘉酒店B1宴會廳III與IV，舉行股東週年大會，藉以處理下列事項：

1. 省覽截至二零零二年三月三十一日止年度之經審核綜合財政報告、董事會報告書以及核數師報告書；
2. 宣派截至二零零二年三月三十一日止年度之末期及特別股息；
3. 重選董事及授權董事會釐定董事酬金；
4. 重聘核數師及授權董事會釐定核數師酬金；

及作為特別事項，考慮及酌情通過或經修訂後通過下列決議案為普通決議案及特別決議案：

### 普通決議案

5. 「動議：
  - (a) 在本決議案(c)節之規限下，根據香港聯合交易所有限公司(「聯交所」)之證券上市規則之規定，一般性及無條件批准授權本公司各董事在有關期間(見下文之定義)內，行使本公司之一切權力，配發、發行及處理本公司股本中每股面值0.10港元之額外股份，及提出、訂立或授出或須行使上述權力之建議、協議及購股權；
  - (b) 本決議案(a)節之批准須授權本公司各董事在有關期間內，提出、訂立或授出或須在有關期間結束後行使上述權力之建議、協議及購股權；

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(c) the aggregate nominal value of share capital to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued 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) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time, or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue of shares or rights to acquire shares in the capital of the Company, or (iv) any scrip dividend scheme or similar arrangement 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, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and

(d) for the purpose 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 AGM of the Company; or
- (ii) the expiration of the period within which the next AGM of the Company is required by the Bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution; and

(c) 本公司各董事根據本決議案(a)節之批准而配發或同意有條件或無條件配發(無論是否根據購股權或其他形式配發)及發行之本公司股本面值總額(惟不包括根據以下方式配發及發行之股份:(i)配售新股(見下文之定義),或(ii)因本公司不時發行之任何認股權證所附之認購權獲行使而發行股份,或(iii)因本公司及/或其任何附屬公司當時所採納之任何購股權計劃或類似安排,而授出或發行股份或可認購本公司股本中股份之權利,或(iv)根據本公司之公司細則,任何以股代息計劃或類似安排相應配發及發行股份代替股份之全部或部份股息),須不超過於本決議案通過日期本公司已發行股本面值總額之20%,而上述批准須相應受此限制;及

(d) 就本決議案而言:

「有關期間」乃指本決議案通過之日至下列任何一項最早發生之日期止之期間:

- (i) 本公司下屆股東大會結束時;或
- (ii) 本公司之公司細則或百慕達一九八一年公司法或任何適用之百慕達法例規定本公司須舉行下屆股東大會之期限屆滿之日;或
- (iii) 本決議案授予本公司各董事之權力經由本公司股東在股東大會上通過普通決議案予以撤銷或修訂之日;而

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“Rights Issue” means an offer of shares or issue of options to subscribe for shares open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company 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 applicable to the Company).”

### 6. “THAT:

- (a) subject to paragraph (b) and (c) 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 purchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of shares or warrants of the Company to be purchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant period shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue at the date of passing this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

「配售新股」指本公司各董事於指定之期間向於指定記錄日期名列股東登記冊之股份之持有人，按其當時持股比例配發股份或發行可認購股份之購股權（惟本公司各董事有權分別在必要或權宜時就零碎股權或本公司適用之地區任何有關法例規定或法律責任或任何公認之監管機構或任何證券交易所之規定，取消若干股東在此方面之權利或作出其他安排）。

### 6. 「動議：

- (a) 在本決議案(b)及(c)節之規限下，一般及無條件批准本公司各董事在有關期間內（見下文之定義），根據所有適用之法例及／或聯交所之證券上市規則或任何其他證券交易所之規定（可不時修訂），行使本公司全部權力，在聯交所或任何其他證券交易所（本公司之股份或認股權證在此上市，且獲得證券及期貨事務監察委員會及聯交所就此認可）購買本公司之股份；
- (b) 本公司根據本決議案(a)節之批准，在有關期間內購買之本公司股份或認股權證面值總額，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%，而本決議案(a)節之批准亦相應受此限制；及

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(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 AGM of the Company; or
- (ii) the expiration of the period within which the next AGM of the Company is required by the Bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution.”

7. “**THAT** conditional upon Resolution Nos. 5 and 6 as set out in the notice convening this meeting being passed, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to Resolution No. 5 as set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company purchased by the Company under the authority granted pursuant to Resolution No. 6 as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing this Resolution.”

In view of recent amendments to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited in respect of share option schemes, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

(c) 就本決議案而言：

「有關期間」乃指本決議案通過之日至下列任何一項最早發生之日期止之期間：

- (i) 本公司下屆股東大會結束時；或
- (ii) 本公司之公司細則或百慕達一九八一年公司法案或任何適用之百慕達法例規定本公司須舉行下屆股東大會之期限屆滿之日；或
- (iii) 本決議案授予本公司各董事之權力經由本公司股東在股東大會上通過普通決議案予以撤銷或修訂之日。」

7. 「**動議**在召開本大會之通告所載之第五項及第六項決議案獲通過之條件下，擴大根據召開本大會之通告所載之第五項決議案授予本公司各董事行使本公司之權力配發、發行及處理額外股份之一般授權（以當時有效者為限），在本公司董事根據該一般授權而配發或同意有條件或無條件配發本公司之股本面值總額上增加相當於本公司根據召開本大會之通告所載之第六項決議案授權購買本公司股本之股份面值總額之數額，惟該已增加之數額不得超過於本決議案獲通過當日本公司之已發行股本面值總額之10%。」

鑑於最近香港聯合交易所有限公司證券上市規則就購股權計劃之規定作出修訂，故考慮並酌情通過以下決議案為一項普通決議案：

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8. “**THAT** conditional on the Listing Committee of the Stock Exchange granting approval of the listing of and permission to deal in the shares to be issued pursuant to the share option scheme of the Company in the form produced before this meeting and for the purpose of identification from mark “A” and signed by the Chairman therefore the share option scheme (the “Share Option Scheme”), the grant of options (the “Options”) thereunder, the listing of and permission to deal in the shares to be issued pursuant to the exercise of any options granted thereunder:

- (i) the existing share option scheme of the Company adopted on 2nd September 1992 be and is hereby terminated; and
- (ii) the Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to grant Options and to allot and issue shares pursuant to the exercise of any options granted under the Share Option Scheme.”

### SPECIAL RESOLUTION

9. “**THAT** the Bye-laws of the Company be and are amended in the following manner:

- (a) by adding new Bye-law 153A and 153B immediately following Bye-law 153, as follows:

“153A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consent, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided

8. 「**動議**待聯交所上市委員會批准根據本公司之購股權計劃（註有「A」字樣之副本已提呈大會及由大會之主席簽署，以茲識別）（「購股權計劃」）須予發行之股份上市及買賣及授出該計劃項下之購股權（「購股權」）及批准因行使該計劃授出之任何購股權而須予發行之股份上市及買賣後，則：

- (i) 終止於一九九二年九月二日採納之本公司現有購股權計劃；及
- (ii) 批准及採納購股權計劃及授權本公司董事授出購股權及配發及發行因行使購股權計劃授出之任何購股權而須予配發及發行股份。」

### 特別決議案

9. 「**動議**本公司之公司細則作出以下之修改：

- (a) 緊隨公司細則第153項後，新增公司細則第153A項及第153B項，內容如下：

「153A. 在妥為遵守所有適用法規、規令及規例及包括但不限於特定證券交易所之規定及上述規例所批准，並取得上述規例規定一切所需之同意書（如有），則視為符合公司細則第153項有關向任何人士於不違反法規之情況下寄發載有本公司全年賬目及董事會報告之財務報表概要之規定，而有關財務報表須符合適用法例及規例之形式及載有所需之資料，惟任何有權收取本公司之全年

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that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

財務報表及所載之董事會報告之人士，倘以書面方式向本公司提出要求，則本公司除向該人士寄發一份財務報表概要外，亦須向該人士寄發一份本公司之全年財務報表及所載之董事會報告之副本。

153B. The requirement to send to a person referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents."

153B. 根據所有適用法規、規令及規例及包括但不限於特定證券交易所之規定，本公司於本公司之電子網絡或以任何其他允許之方式（包括任何方式之電子通訊）刊發公司細則第153項所規定之文件及（如適用）公司細則第153A項之財務報告概要，而該人士同意或視為同意該等刊發或收取方式可抵免本公司寄發該等文件之責任，則視為符合公司細則第153項之條文有關寄發所需之文件或公司細則第153A項有關寄發財務報告概要之規定。」

By order of the Board  
**Yeung Cheuk Kwong**  
 Director

承董事會命  
**楊卓光**  
 董事

Hong Kong, 8th July 2002

香港，二零零二年七月八日

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### Notes:

1. The Register of Members will be closed from 19th August 2002 to 23rd August 2002 both days inclusive, during which period no transfer of shares will be registered.
2. In order to qualify for the above mentioned dividends, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Hong Kong not later than 4:00 p.m. on 16th August 2002.
3. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and in the event of a poll, to vote on his behalf. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy must be deposited at the Company's Share Registrars in Hong Kong, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong together with a power of attorney or other attorney, if any, under which it is signed or a notarially certified copy of that power of attorney not less than 48 hours before the time for holding the meeting.
5. A circular regarding the Resolutions 5 to 9 above containing the information necessary to enable shareholders to make an informed decision as to whether to vote for or against the resolutions will be set out in a separate document and despatched to shareholders together with the Company's Annual report 2002 as soon as possible.

### 附註：

1. 本公司將由二零零二年八月十九日至二零零二年八月二十三日(包括首尾兩天)暫停辦理股份過戶登記手續，期間不會登記任何股份轉讓。
2. 為符合獲派上文所述末期及特別股息之資格，所有過戶文件連同有關之股票均須於二零零二年八月十六日下午四時之前送達本公司在香港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。
3. 凡有權出席上述大會及於會上投票為股東均有權委任一名或多名代表代其出席，並於投票表決時代其投票。受委任之代表毋須為本公司股東。
4. 代表委任表格及授權書或其他授權文件(如有)或該等授權書或授權文件經公證人簽署證明之副本，最遲須於大會舉行時間前48小時送達本公司在香港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，方為有效。
5. 本公司向股東寄發之二零零二年度年報將隨附一份獨立之說明函件，就有關上文第(5)至(9)項決議案，載有必須之有關資料，使股東可據此就應否贊成或反對上述決議案作出明智之決定。