

NOTICE OF ANNUAL GENERAL MEETING

茲通告本公司謹訂於二零零二年九月二十六日星期四下午十二時三十分假座九龍又一村高槐路七號又一邨花園俱樂部舉行股東週年大會，以便進行下列事項：

1. 省覽截至二零零二年三月三十一日止年度之賬目及董事會與核數師報告書。
2. 宣派末期股息。
3. 選舉董事。
4. 批准董事袍金。
5. 委聘核數師並釐定其酬金。
6. 作為特別事項處理，考慮及酌情通過下列普通決議案：

6.1 「動議」：

- (a) 在下文(b)段之規限下，一般性及無條件批准本公司董事在有關期間內行使本公司所賦權力，以回購本公司股份；
- (b) 本公司依據上文(a)段之批准，在香港聯合交易所有限公司或香港證券及期貨事務監察委員會與香港聯合交易所有限公司認可之其他任何證券交易所回購股份，須根據香港回購股份

Notice is hereby given that the Annual General Meeting of the Company will be held at Yau Yat Chuen Garden City Club, 7 Cassia Road, Yau Yat Chuen, Kowloon, on Thursday, 26 September 2002 at 12:30 p.m. for the following purposes:

1. To receive and consider the Statement of Accounts and the Reports of the Directors and Auditors thereon for the year ended 31 March 2002.
2. To declare a final dividend.
3. To elect Directors.
4. To approve the Directors' fees.
5. To appoint Auditors and fix their remuneration.
6. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

6.1 "That:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase shares of the Company be and is hereby generally and unconditionally approved;
- (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

守則規定進行，所回購股份之總面值，不得超過本公司於本決議案通過之日已發行股本總面值之10%，而上述批准亦須受此限制；及

(c) 就本決議案而言：

(i) 「有關期間」指由本決議案通過之日至下列任何較早日期止之期間：

(aa) 本公司下屆股東週年大會結束；

(bb) 法例規定本公司下屆股東週年大會須予舉行之期限屆滿之日；及

(cc) 本決議案所載之授權，經由股東大會通過普通決議案而撤銷或修訂之日期；及

(ii) 「股份」指本公司股本中各類股份及附有可認購或購買本公司股份權利之證券，包括(惟不限於)本公司股本中每股面值HK\$0.50之普通股。」

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; and

(c) for the purpose of this Resolution:

(i) “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

(aa) the conclusion of the next Annual General Meeting of the Company;

(bb) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and

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

(ii) “Shares” means shares of all classes in the capital of the Company and securities which carry a right to subscribe or purchase shares of the Company including, without limitation, ordinary shares of HK\$0.50 each in the capital of the Company.”

6.2 「動議」：

- (a) 在(c)段之規限下，一般性及無條件批准本公司董事在有關期間內行使本公司所賦權力以配發、發行及處置本公司股本中之新股份，並作出或授出可能須行使該項權力之售股建議、協議及認股權；
- (b) 依據(a)段之批准，授權本公司董事在有關期間內，作出或授出可能需要於有關期間終止後，行使該項權力之售股建議、協議及認股權；
- (c) 本公司依據本上文(a)段之批准所發行或同意有條件或無條件配發(不論是否依據認股權而配發者)之股本面值總額，不得超過：(aa)本公司於本決議案日期之已發行股本面值總額百分之二十；及加上(bb)(若董事已由本公司股東於另一普通決議案授權)本公司於本決議案通過後回購本公司股本面值(最高相等於本決議案日期之已發行股本面值總額百分之十)之總額，而該批准須受此數額限制；惟不包括(i)供股、(ii)行使任何可轉換為本公司股份之證券之認購權或換股權而發行之本公司股

6.2 “That:

- (a) subject to paragraph (c), the exercise by the Directors 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 is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors 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 pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue, (ii) the exercise or rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company, (iii) 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 (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance

份、(iii)依據本公司現時採納之購股權計劃或相類安排授予本公司或其附屬公司行政人員及／或僱員認購本公司股份之權利而發行之本公司股份或(iv)以替代全部或部份股息之任何以股代息或相類安排(根據本公司之公司細則)而發行之本公司股份；及

(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任何較早日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 法例規定本公司下屆股東週年大會須予舉行之期限屆滿之日；及
- (iii) 本決議案所載之授權，經由股東大會通過普通決議案而撤銷或修訂之日期；及

with the Articles of Association of the Company, shall not exceed the aggregate of:– (aa) 20% 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 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% 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; and

(d) for the purposes 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 expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of the approval given by this Resolution by ordinary resolution of the shareholders in general meeting; and

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「供股」乃指本公司董事在指定期間向股東名冊內於指定記錄日期所登記之股份持有人，按其當時持股或股份類別比例建議配售股份。惟本公司之董事有權就零碎股權或因任何香港地域以外之法律之任何限制或責任，或任何香港地域以外之認可法定機構或證券交易所之規定而作出之例外或其他權宜安排。」

- 6.3 「**動議**授權董事會根據本通告第6.2項(a)段有關本公司股本之決議案，連同(c)段(bb)分段所載規定，行使其所言賦與之權力。」

承董事會命

秘書

梁榮發

香港，二零零二年七月十五日

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion 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).”

- 6.3 “**That** the Directors be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution 6.2 in the notice of the meeting of which this resolution forms a part in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By order of the Board

Leung Wing Fat

Secretary

Hong Kong, 15 July 2002

股東週年大會通告

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附註：

- (a) 本公司由二零零二年九月十六日至二零零二年九月二十六日(首尾兩天包括在內)期間暫停辦理股份過戶登記手續，股東如欲獲派股息，務請將過戶文件於二零零二年九月十三日星期五下午四時前送交過戶登記處香港中央證券登記有限公司。
- (b) 凡有權出席上述通告召開之大會及於會上投票之股東，均可委任一位或多位代表代其出席及投票。受委代表毋須為本公司之股東。
- (c) 代表委任表格連同已簽署之授權書或其他授權文件(如有)或經公證人簽署證明之該等授權書或授權文件副本，須早於大會或續會舉行時間前48小時送達香港九龍新蒲崗大有街22號本公司之註冊辦事處，方為有效。
- (d) 有關上述通告第6項，請參閱本公司年報及賬目附上之一般授權回購股份及發行股份之致股東通函。

Notes:

- (a) The Transfer Books and Register of Members of the Company will be closed from 16 September, 2002 to 26 September, 2002 both days inclusive. In order to qualify for a dividend, transfers should be lodged with the Registrars. Computershare Hong Kong Investor Services Limited, before 4:00 p.m. on Friday, 13 September, 2002.
- (b) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (c) In order to be valid, a form of proxy must be deposited at the company's registered office, 22 Tai Yau Street, San Po Kong, Kowloon, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (d) With regard to item 6 of the above notice, attention is drawn to the circular to shareholders regarding the general mandate to repurchase shares and to issue shares which is enclosed with the Annual Report and Accounts of the Company.