

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Chief Executive Suite II & III, 5th Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Thursday, 26 September 2002 at 3:00 p.m. for the following purposes:-

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 30 April 2002;
2. To elect Directors, to fix the maximum number of Directors, to authorise the Board of Directors to appoint Directors up to the maximum number determined and to authorise the Board of Directors to fix their remuneration;
3. To appoint Auditors and to authorise the Board of Directors to fix their remuneration; and
4. To consider as special business 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 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 shares to be issued pursuant to the exercise of any options granted under the New Share Option Scheme to the extent of 10% only, the New Share Option Scheme be and is hereby approved and adopted and the Directors of the Company be and is 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 of the Company;
- (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;

**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三時假座香港灣道1號君悅酒店五樓特首廳二及三室舉行股東週年大會，藉以處理下列事項：

1. 省覽截至二零零二年四月三十日止年度之經審核綜合財務報表及董事會與核數師之報告；
2. 選舉董事、確定董事最高人數、授權董事會委任經確定最高人數之董事及授權董事會釐定彼等之酬金；
3. 委任核數師及授權董事會釐定彼等之酬金；及
4. 考慮作為特別事項，並酌情通過（不論有否修訂）下列決議案為普通決議案：

**「動議**

(a) 待(i)百慕達金融管理局批准根據本公司購股權計劃（「新購股權計劃」）授出購股權，註有「A」字樣之通函副本已呈交大會，並經大會主席簽署，以資識別，以及批准該等購股權隨附之認購權利獲行使時將予發行之新股；及(ii)香港聯合交易所有限公司上市委員會（「聯交所」）批准根據新購股權計劃授出之任何購股權獲行使時將予發行之股份上市及買賣（僅以10%為限）作實後，批准及採納新購股權計劃，及授權本公司董事作出所有使新購股權計劃具全面效力為必要及適宜之行動及訂立相關交易、安排及協議，包括但不限於：

- (i) 管理新購股權計劃，根據該計劃，可向合資格參與人士授出購股權以認購本公司股份；
- (ii) 不時更改及/或修訂新購股權計劃，惟該等更改及/或修訂須符合與更改及/或修訂有關之新購股權計劃之條文；

- (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 26 May 1998 be and is hereby terminated with immediate effect.”;
5. To consider as special business 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 (as defined below) 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 shares of the Company 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 passing of this resolution and the said approval shall be limited accordingly; and
- (iii) 自本公司股本中不時發行及配發根據新購股權計劃授出之購股權獲行使可能須發行之股份，惟根據新購股權計劃發行之股份總數與根據任何其他購股權計劃發行之任何股份合計不得超過於普通決議案通過當日已發行之本公司有關類別股份之10%，但本公司可尋求其股東於股東大會上批准變動新購股權計劃規定之10%之限額。根據新購股權計劃及本公司任何其他購股權計劃授出但尚未行使之購股權獲全數行使時可予發行之股份最高數目，合共不得超過本公司不時已發行之有關類別股份數目之30%；
- (iv) 於適當時一次或多次向聯交所及本公司已發行股份當其時可能於其上市之任何其他證券交易所作出申請，申請其後根據新購股權計劃授出之購股權獲行使可能不時發行及配發之任何股份上市及買賣；及
- (v) 同意(如其認為合適及適宜)有關機構就新購股權計劃可能規定或作出之條件、更改及/或變動；
- (b) 即刻終止本公司及其附屬公司為其僱員及執行董事所採納之現有購股權計劃，即本公司於一九九八年五月二十六日通過本公司股東書面決議案採納之計劃。」
5. 考慮作為特別事項，並酌情通過(不論有否修訂)下列決議案為普通決議案：
- 「動議**
- (a) 一般及無條件批准本公司董事根據適用法例於有關期間(定義見下文)內行使本公司一切權力，以購買其股份；
- (b) 本公司根據上文(a)段批准可購買之股份面值總額不得超過本公司於該決議案通過當日已發行股本面值總額之10%，且上述批准須相應受限；及

(c) 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 annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's 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.;"

6. To consider as special business 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 (as defined below) of all the powers of the Company to issue, allot and deal with 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 dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) 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 (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 and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or (iii) any scrip dividend scheme 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 with the bye-laws of the Company, the total nominal amount of additional shares to be issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and

(c) 就本決議案而言，「有關期間」乃指由本決議案獲通過當日起至下列三者中最早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 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；及
- (iii) 本公司細則或任何適用法例規定本公司舉行下屆股東週年大會之期限屆滿時。」

6. 考慮作為特別事項，並酌情通過（不論有否修訂）下列決議案為普通決議案：

**「動議**

- (a) 全面及無條件批准董事於有關期間（定義見下文）行使本公司全部權力發行、配發及處理本公司之額外股份，以及作出或授出將或可能要求於有關期間（定義見下文）內或結束時配發、發行或處理股份之建議、同意及購股權，惟根據(i) 供股，即向於指定記錄日期名列股東名冊之本公司各類股份持有人按其當時之持股比例提出售股建議（惟本公司董事可能會就零碎股權或就任何香港以外地域之法例或任何認可監管機構或任何證券交易所之規定而產生之任何限制或責任作出彼等認為必須或權宜之豁免或其他安排）或(ii) 為向本公司及/或其任何附屬公司之高級職員及/或僱員及/或任何合資格承授人根據有關計劃授出或發行股份或購入本公司股份之權利而採納之任何認購計劃或類似安排，或(iii) 根據本公司之公司細則以配發股份代替本公司股份之全部或部份股息之任何以股代息計劃或類似安排者除外，將予發行、配發及買賣或有條件或無條件同意發行、配發及買賣之額外股份面額總額不得超過本公司於本決議案通過當日已發行之股本面值總額之20%，上述批准亦須相應受限；及

(b) 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 annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's 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** the general mandate granted to the Directors of the Company pursuant to Resolution 6 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 the 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 5 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."

By Order of the Board  
**Poon Yu Keung**  
Company Secretary

Hong Kong, 28 August 2002

Notes:

- 1) The Register of Members will be closed from Friday, 20 September 2002 to Thursday, 26 September 2002 (both days inclusive) during which period no transfer of shares will be registered.
- 2) Every member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- 3) In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the office of the Company's share registrars in Hong Kong, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting (as the case may be).
- 4) An explanatory statement containing further details regarding Resolutions Nos. 4 to 7 above will be despatched to shareholders together with the 2002 Annual Report.

(b) 就本決議案而言，「有關期間」乃指由本決議案獲通過當日起至下列三者中最早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司股東於股東大會上通過普通決議撤銷或修訂本決議案賦予之權力；及
- (iii) 本公司細則或任何適用法例規定本公司舉行下屆股東週年大會之期限屆滿時。」

7. 考慮作為特別事項，並酌情通過（不論有否修訂）下列決議案為普通決議案：

「**動議**擴大根據上文第6項決議案授予本公司董事一般授權，據此授權董事可在其有效期間行使本公司權力發行、配發或買賣額外股份數額，及作出或授出可能要求行使該等權力之建議、同意及購股權，擴大數額為自上文第5項決議案所述該等一般授權授出後本公司董事行使本公司權力購回本公司股本中之股份面值總額，惟此等數額不得超過本決議案通過當日本公司已發行股本面值總額之10%。」

承董事會命  
**潘汝強**  
公司秘書

香港，二零零二年八月二十八日

附註：

- 1) 本公司將由二零零二年九月二十日（星期五）至二零零二年九月二十六日（星期四），首尾兩天包括在內，暫停辦理股份過戶登記手續。
- 2) 凡有權出席及在大會上投票之股東可委派一位或多位代表出席及投票，受委代表毋須為本公司股東。
- 3) 本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授權書或其他授權文件副本，最遲須於大會或其任何續會（視屬何情況而定）指定舉行時間48小時前送達本公司於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。
- 4) 一份說明文件連同二零零二年年報將寄發予股東，說明文件載有第4至第7項決議案之進一步詳情。