

Notice of Annual General Meeting 股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Ngai Hing Hong Company Limited (the “Company”) will be held at Caine Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong, on Thursday, 5th December 2002 at 10:00 a.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 30th June 2002.
2. To declare a final dividend for the year ended 30th June 2002.
3. To re-elect directors and to authorise the Board of Directors to fix their remuneration.
4. To appoint auditors and to authorise the Board of Directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

“THAT:

- (a) the existing share option scheme for the directors and employees of the Company and its subsidiaries which was adopted by the Company at its general meeting on 29th March, 1994 be and is hereby terminated with immediate effect; and
- (b) subject to and conditional upon 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 in the Company (which will not exceed 10 per cent. of the issued share capital of the Company as at the date of the adoption of the New Share Option Scheme (as defined below)) to be issued and allotted pursuant to the exercise of any options granted under the share option scheme of the Company (the “New Share Option Scheme”), the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of

茲通告毅興行有限公司(「本公司」)謹訂於二零零二年十二月五日星期四上午十時正假座香港金鐘道88號太古廣場港麗酒店7樓金利廳舉行股東週年大會，議程如下：

1. 省覽及考慮截至二零零二年六月三十日止年度本公司經審核綜合財務報表、董事會報告書及核數師報告書。
2. 宣派截至二零零二年六月三十日止年度末期股息。
3. 重選董事，並授權董事會釐定其酬金。
4. 委任核數師，並授權董事會釐定其酬金。
5. 以特別事項形式，考慮並酌情通過或經修訂後通過下列決議案為普通決議案：

「動議：

- (a) 批准終止本公司於一九九四年三月廿九日之股東大會上為本公司及其附屬公司之董事及僱員採納之現有購股權計劃，即時生效；及
- (b) 待香港聯合交易所有限公司(「聯交所」)上市委員會批准因行使根據本公司購股權計劃(「新購股權計劃」，註有「A」字樣及載有該計劃規定之文件已送呈大會，並由主席簽署，以資識別)授出之任何購股權而將予發行及配發之本公司股份(將不超過採納新購股權計劃(定義見下文)當日本公司已發行股本之百分之十)上市及買賣後，批准及採納新購股權

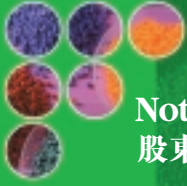
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identification signed by the Chairman thereof, the New Share Option Scheme be and is hereby approved and adopted and the Board of Directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements 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 Eligible Persons eligible under the New Share Option Scheme to subscribe for shares in 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 and in compliance with The Rules Governing the Listing of Securities on the Stock Exchange relating to modification and/or amendment;
- (iii) to issue and allot from time to time such number of shares in the Company as may be required to be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme and subject to Rules Governing the Listing of Securities on the Stock Exchange;
- (iv) to make application at the appropriate time or times to the Stock Exchange and any other stock exchanges on which the issued shares of the Company may for the time being be listed, for listing of, and permission to deal in, any shares in the Company 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 content, 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.”

計劃，並授權本公司董事會作出行使新購股權計劃全面生效所需或適宜之一切事宜或訂立所有交易、安排及協議，包括(但不限於)下列各項：

- (i) 管理新購股權計劃，以根據該計劃向合資格人士授出可認購本公司股份之購股權；
- (ii) 不時更改及／或修訂新購股權計劃，惟有關更改及／或修訂需根據新購股權計劃及聯交所證券上市規則有關更改及／或修訂之規定進行；
- (iii) 在符合聯交所證券上市規則之情況下，不時發行及配發因行使根據新購股權計劃授出之購股權而須發行之本公司股份；
- (iv) 在適當時候向聯交所及本公司已發行股份於當時上市之任何其他證券交易所，申請批准其後不時因行使根據新購股權計劃授出之購股權而發行及配發之本公司股份上市及買賣；及
- (v) 同意有關機構就新購股權計劃規定或附加之任何合適或適當的條件、更改及／或修訂。」



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6. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

A. “THAT:

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors during the Relevant Period to make and grant offers, agreements and options which would or might require the exercise of such power 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 paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription under the terms of any warrants or other securities issued by the Company as at the date of this resolution carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of the subscription rights under the share option schemes of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

6. 以特別事項形式，考慮並酌情通過或經修訂後通過下列決議案為普通決議案：

A. 「動議：

- (a) 在本決議案(c)段之規限下，一般及無條件批准本公司董事於有關期間(定義見下文)內行使本公司之一切權力配發、發行及處理本公司股本中之額外股份及訂立和授出可能須行使該項權力之售股建議、協議及購股權；
- (b) 上文(a)段所述之批准將授權董事於有關期間訂立和授出可能需要有關期間或其結束後行使該項權力之建議、協議及購股權；
- (c) 董事根據上文(a)段之批准所配發或同意有條件或無條件將予配發(無論根據購股權或其他方式而配發者)之股本面值之總額(除因：(i)供股事項(定義見下文)；(ii)根據本公司於本決議案日期已發行附有權力可認購或購買本公司股份之任何認股權證或其他證券之條款行使認購權；或(iii)本公司之購股權計劃所授出之認購權獲行使而配發者)，不得超過本公司在本決議案通過之日已發行股本面值總額之百分之二十，而上述批准亦須受此數額限制；及

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(d) 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 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 Bye-laws of the Company or any applicable law 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 ; and

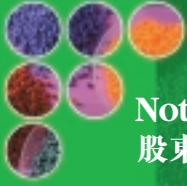
“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory).”

(d) 就本決議案而言：

「有關期間」指本決議案通過之日起至下列任何一項較早發生之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司細則或任何適用法例規定本公司下屆股東週年大會須予召開之期限屆滿之日；及
- (iii) 本決議案所載授權在股東大會經本公司股東以普通決議案方式撤銷或修改之日；及

「供股事項」指董事於一段指定期間公開發售股份予於指定記錄日期名列本公司股東名冊之股份持有人，比例為按彼等當時持有之股份數目（惟董事有權就零碎股權或任何地區、任何認可管制機構或任何證券交易所之法例或規定下之法律或實際問題，作出其認為必要或權宜之豁免或其他安排）。」



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B. “THAT:

- (a) the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on the Stock Exchange, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (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 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 Bye-laws of the Company or any applicable law 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.”

B. 「動議：

- (a) 一般及無條件批准本公司董事，在符合一切適用法例之情況下，於有關期間（定義見下文）行使本公司之一切權力，在聯交所購回本公司本身每股面值0.10港元之股份；
- (b) 根據上文(a)段之批准在有關期間將予購回本公司股份面值總額不得超過本公司在本決議案通過之日已發行股本面值總額之百分之十，而上述批准亦須受此數額限制；及
- (c) 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一項較早發生之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司細則或任何適用法例規定本公司下屆股東週年大會須予召開之期限屆滿之日；及
- (iii) 本決議案所載授權在股東大會經本公司股東以普通決議案方式撤銷或修改之日。」

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C. “**THAT** conditional upon resolution no.6B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no.6B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no.6A above, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

By Order of the Board

CHING Yu Lung

Company Secretary

Hong Kong,
7th October 2002

Principal Office:
Unit 3, 6th Floor
Hopeful Factory Centre
10 Wo Shing Street
Fo Tan, New Territories
Hong Kong

C. 「動議本公司在第6B項決議案通過之後，根據上文第6B項決議案授予董事權力購回本身股本中之股份數額面值之總額，須加入本公司董事會根據上述第6A項普通決議案可予配發或同意有條件或無條件配發之股本面值之總額，惟該數額不得超過於本決議案通過之日本公司已發行股本面值總額之百分之十。」

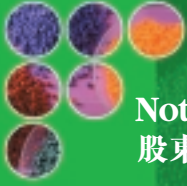
承董事會命

公司秘書

程如龍

香港，
二零零二年十月七日

主要辦事處：
香港
新界火炭
禾盛街10號
海輝工業中心
六樓三室



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Notes:

1. 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.
2. In order to be valid, a form of proxy and (if required by the Board of Directors) the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's principal office not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The Register of Members of the Company will be closed from Monday, 2nd December 2002 to Thursday, 5th December 2002 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend to be approved at the meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Registrars in Hong Kong, Abacus Share Registrars Limited, 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not later than 4:00 p.m. on Friday, 29th November 2002.

附註：

1. 凡有權出席上述通告召開之大會及於大會上投票之股東均可委任一名或多名代表出席及代其投票。受委代表毋須為本公司股東。
2. 代表委任表格連同(如董事會要求)委任人已簽妥之授權書或其他授權文件(如有)或經簽署證明之授權文件副本,須於大會或其續會舉行時間四十八小時前交回本公司之主要辦事處,方為有效。
3. 本公司將由二零零二年十二月二日星期一至二零零二年十二月五日星期四(包括首尾兩天)暫停辦理股份過戶登記手續。如欲獲得將於大會上通過之擬派末期股息,所有填妥之股份轉讓文件連同有關之股票,須於二零零二年十一月二十九日星期五下午四時前送達本公司於香港之股份過戶登記處雅柏勤證券登記有限公司,地址為香港中環干諾道中111號永安中心5樓。