

Notice of Annual General Meeting

中國物流集團有限公司(「本公司」)茲訂於二零零二年十二月三十日上午十一時正，假香港灣仔告士打道38號美國萬通大廈13字樓1302室，舉行股東週年大會，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財務報告、董事會報告及核數師報告。
2. 重選董事及授權董事會釐定其酬金。
3. 重聘核數師及授權董事會釐定其酬金。
4. 作為特別事項，考慮下列議案，如認為適當時，則通過為普通決議案(不論有否修訂)：

「動議：

- (a) 在本決議案第(c)段之規限下，根據公司條例第57B條，一般及無條件批准本公司董事於有關期間(定義見下文)內行使本公司一切權力，以配發、發行及處理本公司股本中每股面值港幣0.10元之額外股份，並作出或授予須行使或可能須行使該等權力之售股建議、協議及購股權；
- (b) 本決議案第(a)段所述之批准乃授權本公司董事可於有關期間內作出或授予須或可能須於有關期間屆滿後行使該等權力之售股建議、協議及購股權；
- (c) 本公司董事根據第(a)段之批准可獲配發或同意有條件或無條件配發(不論是否根據購股權或其他方式配發)之本公司股本面值總額，不

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Logistics Group Limited (the "Company") will be held at Room 1302, 13/F., MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong on 30 December 2002 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 March 2002.
2. To re-elect directors and to authorise the board of directors to fix their remuneration.
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as an ordinary resolution:

"THAT:

- (a) subject to paragraph (c) of this Resolution and pursuant to Section 57B of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or 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) of this Resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or 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 of

得超過本決議案獲通過當日之本公司已發行股本面值總額20%，惟就(i)供股(定義見下文)；或(ii)根據任何認股權證或本公司發行之其他附有認購或購買本公司股份之權利之證券之條款行使認購權或換股權；或(iii)根據本公司任何購股權計劃行使認購權則除外，而上述批准亦須受此數額限制；及

(d) 就本決議案而言：

「有關期間」指由本決議案獲通過當日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；
- (ii) 依照本公司之公司組織章程或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿時；及
- (iii) 根據本決議案授出之批准遭本公司股東於股東大會上以普通決議案撤銷或修訂。」

「供股」乃指於本公司董事指定之期間內，向於指定記錄日期名列本公司股東名冊之股份持有人按彼等當時之持股比例提呈發售股份(惟本公司董事有權就零碎股權，或香港以外任何地區之任何認可監管機構或任何證券交易所之法例或規定而產生之任何限制或責任，作出其認為必要或權宜之例外情況或其他安排)。

the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) an exercise of rights of subscription or conversion under the terms of any warrant or other securities issued by the Company carrying a right to subscribe for or purchase shares in the Company; or (iii) an exercise of the subscription rights under any share option scheme of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as 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 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 the articles of association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the approval granted under this Resolution by an ordinary resolution of the members of the Company in general meeting.”

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company 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 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).

Notice of Annual General Meeting

5. 作為特別事項，考慮下列議案，如認為適當時，則通過為普通決議案（不論有否修訂）：

「動議：

(a) 在下文第(b)段之規限下，一般及無條件批准本公司董事於有關期間內行使本公司一切權力於香港聯合交易所有限公司購買其本身每股面值港幣0.10元之股份，惟須遵守一切適用法例；

(b) 本公司根據本決議案第(a)段之批准於有關期間將購買之本公司股份面值總額，不得超過本決議案獲通過當日之本公司已發行股本面值總額10%，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」指由本決議案獲通過當日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；

(ii) 依照本公司之公司組織章程或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿時；及

(iii) 根據本決議案授出之批准遭本公司股東於股東大會上以普通決議案撤銷或修訂。」

5. As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as an ordinary resolution:

“THAT:

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares of HK\$0.10 each on the Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares in the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% 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 be limited accordingly; and

(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 expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and

(iii) the revocation or variation of the approval granted under this Resolution by an ordinary resolution of the members of the Company in general meeting.”

股東週年大會通告

Notice of Annual General Meeting

6. 作為特別事項，於本通告所載第四項及第五項決議案獲通過後，考慮下列議案，如認為適當時，則通過為普通決議案（不論有否修訂）：

「**動議** 伸延根據本通告所載第四項決議案授予本公司董事配發、發行及以其他方式處理本公司股本中股份之一般授權，加入相當於本公司根據本通告所載第五項決議案授出之批准而不時購買本公司股本中所有該等股份之數目。」

6. As special business, to consider and, if thought fit, pass (with or without modification) and the following resolution as an ordinary resolution upon the passing of Resolutions (4) and (5) set out in this notice:

“THAT the general mandate granted to the Directors of the Company to allot, issue and otherwise deal with shares in the capital of the Company under Resolution (4) set out in this notice be and is hereby extended by the addition thereto of an amount representing all those number of shares in the capital of the Company which may from time to time be purchased by the Company pursuant to the approval granted under Resolution (5) set out in this notice.”

承董事會命
韓偉文
公司秘書

香港，二零零二年十二月三日

附註：

1. 有資格出席上述大會及投票之股東，均可委派一名或以上代表出席及在投票表決時代其投票。代表毋須為本公司股東。
2. 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）或經公證人簽署證明之該等授權書或授權文件副本，必須盡快惟於上述大會或其任何續會指定舉行時間最少四十八小時前，送達香港灣仔告士打道38號美國萬通大廈13字樓1302室本公司註冊辦事處，方為有效。
3. 有關建議授出發行新股份及購回本公司本身股份之一般授權之說明文件將連同本通告寄發予本公司各股東。

By order of the Board
Hon Wai Man
Company Secretary

Hong Kong, 3 December 2002

Notes:

1. A member entitled to attend and vote at the abovesaid meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, to vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy, accompanied by 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 must be deposited at the registered office of the Company at Room 1302, 13/F., MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the abovesaid meeting or any adjournment thereof.
3. An explanatory statement regarding the proposal of granting general mandates to issue new shares and to repurchase the Company's own shares will be despatched to the members of the Company together with this notice.