

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of Euro-Asia Agricultural (Holdings) Company Limited (the "Company") will be held at Plaza Room, Plaza Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 8 May 2002 at 10:30 a.m. to transact the following ordinary business:

1. to receive and consider the audited combined financial statements and reports of the directors and auditors for the year ended 31 December 2001;
2. to declare a final dividend for the year ended 31 December 2001;
3. to re-elect directors and to fix their remuneration;
4. to re-appoint the Company's auditors and to authorise the directors to fix their remuneration;

and, as special business, to consider and, if thought fit, passing the following resolutions as ordinary resolutions:

Ordinary Resolutions

5. THAT:
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers 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 options or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any option under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-laws of the Company in force from time to time, shall not exceed the aggregate of:

茲通告歐亞農業(控股)有限公司(「本公司」)謹定於二零零二年五月八日上午十時三十分假座香港灣仔灣道十八號中環廣場三十五樓Plaza會議中心Plaza會議室舉行股東週年大會，藉以處理下列普通事項：

1. 接收及審議截至二零零一年十二月三十一日止年度經審核綜合財務報表及董事會報告及核數師報告；
2. 宣派截至二零零一年十二月三十一日止年度末期股息；
3. 重選公司董事及釐定其酬金；
4. 重聘本公司核數師，並授權董事釐定其酬金；

及作為特別事項，審議及酌情通過下列決議案作為普通決議案：

普通決議案

5. 「動議：
 - (a) 在下文(c)段限制下，一般性及無條件批准董事於有關期間根據香港聯合交易所有限公司證券上市規則行使本公司一切權力以配發、發行及處理未發行之股份，並作出或授予可能須行使該等權力之建議、協議及購股權；
 - (b) 依據上文(a)段的批准，授權本公司董事在有關期間作出或授予可能於有關期間屆滿後行使該等權力之建議、協議及購股權；
 - (c) 董事依據上文(a)段之批准而配發或有條件或無條件同意配發(不論根據購股權或以其他方式)的股本面值總額(因(i)供股(定義見下文)；或(ii)行使根據本公司所有購股權計劃授出的購股權；或(iii)根據本公司當時生效的公司細則按以股代息計劃或規定配發及發行股份以代替股份全部或部份股息的類似安排，不得超過下列兩者之總和：

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(i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution; and

(ii) (if the Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution),

and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(d) for the purposes of this Resolution:

“Relevant Period” means the period from the date of 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, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution;

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors of the Company to holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).

(i) 通過本決議案當日本公司已發行股本面值總額20%；及

(ii) (倘本公司董事獲本公司股東另行通過普通決議案授權)本公司於通過本決議案後購回之本公司股本面值總額10%為限)，

而根據本決議案(a)段頒授之授權亦須受此數額限制；及

(d) 就本決議案而言：

「有關期間」乃指通過本決議案當日起至下列最早日期止之期間：

(i) 本公司下屆股東週年大會結束時；

(ii) 本公司之公司細則、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下屆股東週年大會須予召開之期間屆滿時；及

(iii) 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所給予本公司董事之授權；及

「供股」乃指本公司董事於所定期間根據於某一指定記錄日期名列股東名冊之股份持有人當時所持之股份比例向彼等提出之股份配售建議，或發售或發行可認購股份之認股權證、購股權或其他證券(惟本公司董事有權就零碎配額，或就考慮任何香港以外司法權區之法例或當地任何認可管制團體或任何證券交易所之規定之限制或責任，或於確定有關限制或責任是否存在或其程度所產生之費用或延誤，作出彼等認為必需或適當之豁免或其他安排)。

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6. THAT:

- (a) the exercise by the Directors of the Company during the Relevant Period of all powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, The Stock Exchange of Hong Kong Limited, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly;
- (c) for the purposes of this Resolution, "Relevant Period" means the period from the date of 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, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution.

7. THAT the Directors of the Company be and they are hereby authorised to exercise the authority referred to in paragraph (a) of Resolution 5 above in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (c) of such Resolution.

6. 動議：

- (a) 一般及無條件批准董事於有關期間根據證券及期貨事務監察委員會與香港聯合交易所有限公司規則與規例、百慕達一九八一年公司法及一切其他有關法例，在香港聯合交易所有限公司或本公司股份上市而就此獲證券及期貨事務監察委員會與聯交所認可之任何其他證券交易所購回本公司股份；
- (b) 本公司依據上文(a)段之批准於有關期間購回之重組股份面值總額，不得超過通過本決議案當日本公司已發行股本面值總額10%及依據本決議案(a)段之授權應據此受到限制；及
- (c) 就本決議案而言，「有關期間」乃指通過本決議案當日起至下列最早日期止之期間：
 - (i) 本公司之下屆股東週年大會結束；
 - (ii) 本公司之公司章程細則、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下屆股東週年大會須予召開之期間屆滿時；及
 - (iii) 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所給予本公司董事之授權。

7. 動議授權本公司董事就上文第5項項決議案(c)段(ii)分段所述之本公司股本，行使該決議案(a)段所述之授權。

By Order of the Board
Euro-Asia Agricultural (Holdings)
Company Limited
Yang Bin
Chairman

承董事會命
歐亞農業(控股)
有限公司
主席
楊斌

Hong Kong, 10 April 2002

香港，二零零二年四月十日

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

Principal office:
Rooms 2703-2706,
27th Floor, Office Tower,
Convention Plaza,
No.1 Harbour Road, Wanchai,
Hong Kong

主要辦公室：
香港
灣仔
港灣道1號
會展廣場
辦公室大樓27樓
2703-2706室

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the share registrars of the Company in Hong Kong, Central Registration Hong Kong Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
4. In order to qualify for the proposed final dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the share registrars of the Company in Hong Kong at the address stated in note 2 above not later than 4:00p.m. on 16 May 2002 for registration.
5. In relation to proposed resolution no. 5 above, the directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules will be set out in a separate document to be despatched to the shareholders with the annual report for the year ended 31 December 2001.

附註：

1. 凡有權出席以上通告召開之會議並於會上投票之股東均可委任一位或以上代理人代其出席並按照本公司章程細則之條文代其投票。代理人毋須為本公司股東。
2. 代表委任表格最遲須於股東週年大會指定舉行時間48小時前送達本公司之香港股份過戶登記處，香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心17樓1712-1716室，方為有效。
3. 有關上文第4及第6項決議案，現正尋求股東批准授予董事一般授權，以授權根據香港聯合交易所有限公司證券上市規則（「上市規則」）配發和發行股份。除根據本公司購股權計劃或股東批准之任何以股代息計劃而須發行之股份外，董事現時並無意發行本公司任何新股份。
4. 所有過戶文件連同有關股票最遲須於二零零二年五月十六日下午4時前送達位於附註2所述地址之香港股份過戶登記處，方可有權獲發的期股息。
5. 有關上文第5項決議案，董事謹此聲明，將會於彼等認為適當及對股東有利之情況下行使上述權力購回股份。按照上市規則要求，其中載有合理必要之資料，以便股東應如何就擬提呈之決議案投票一事作出明智決定之說明函件，將載於另一份獨立文件中，連同截至二零零一年十二月三十一日止年度之年報一併寄發予股東。