

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE IS HEREBY GIVEN that the thirtieth annual general meeting of the Company will be held at Private Rooms III-IV, Hotel Inter-Continental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Thursday, 5th June, 2003 at 10:30 a.m. for the following purposes:-

1. To receive and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31st December, 2002.
2. To re-elect the retiring directors.
3. To authorise the board of directors to fix the remuneration of the directors.
4. To re-appoint KPMG as auditors of the Company and to authorise the directors to fix their remuneration.
5. As special business, to consider and, if thought fit, to pass the following resolutions:-

(A) As Ordinary Resolution No. 1

“THAT:-

- (a) subject to paragraph (c) of this resolution, the exercise by the directors during the Relevant Period (as hereinafter defined) 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 would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

茲通告本公司謹定於二零零三年六月五日(星期四)上午十時三十分假香港九龍梳士巴利道18號香港洲際酒店三至四號貴賓廳舉行第三十屆股東週年大會,商議下列事項:-

- 一、 省覽及採納截至二零零二年十二月三十一日止年度之經審核財務報表及有關年度之董事會及核數師報告。
- 二、 重選退任之董事。
- 三、 授權董事會釐定董事酬金。
- 四、 續聘畢馬威會計師事務所為本公司之核數師並授權董事會釐定其酬金。
- 五、 作為特別事項,考慮及酌情通過下列決議案:-

(甲) 為第一項普通決議案

「動議:-

- (a) 在本決議案(c)段之規限下,一般性及無條件授予本公司董事一般性權力,使其可於有關期間(見下文定義)內行使本公司之權力,以配發、發行及處理本公司股本中之額外股份,以及作出或授予可能需要行使該項權力之建議、協議及認股權;
- (b) 本決議案(a)段所述之批准將授權本公司董事於有關期間內作出或授予或須於有關期間結束後行使該項權力之建議、協議及認股權;



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- (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 the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (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 of shares or rights to acquire shares in the share capital 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 Memorandum and Articles of Association 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 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 any applicable law or the Articles of Association of the Company to be held; and
- (c) 本公司董事根據本決議案(a)段之批准所配發或同意有條件或無條件配發(無論是否依據認股權或其他方式而配發)及發行之股本總面值,不得超過於本決議案通過日期本公司已發行股本面值總額百分之二十,惟根據下列方式所配發及發行者除外:(i)配售新股(見下文定義);(ii)本公司依據現時所採納以便向本公司及/或其任何附屬公司之行政人員及/或僱員授出或發行股份或可認購本公司股份之認股權計劃或類似安排而發行股份;或(iii)任何按照本公司組織大綱及章程以配發代替本公司全部或部份股息而設之以股代息或類似安排而配發之股份;而上述批准亦須受此相應限制;及
- (d) 就本決議案而言:-
- 「有關期間」乃指本決議案通過之日期起至下列任何較早之日期止之期間:-
- (一) 本公司下屆股東週年大會結束時;
- (二) 任何適用法例或本公司之組織章程規定本公司必須舉行下屆股東週年大會期限屆滿之日;及

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- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders 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 of the Company on the register 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).”

(B) As Ordinary Resolution No. 2

“THAT:-

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$1.00 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (三) 本決議案所述之授權遭本公司股東於股東大會撤銷或修訂之日。

「配售新股」指本公司董事於所訂定之期間，向於指定記錄日期名列股東名冊之本公司股東，按其當時持股比例提出股份配售建議（惟本公司董事有權可就零碎股份或於考慮任何本港以外地區之法律，或任何認可管制機構或任何證券交易所之規定而產生之任何限制或責任後，作出其認為必要或權宜之取消權利或其他安排）。

(乙) 為第二項普通決議案

「動議：—

- (a) 在本決議案(b)段之規限下，一般性及無條件批准本公司董事於有關期間（見下文定義）內行使本公司之一切權力，在符合一切適用之法例以及不時經修訂之香港聯合交易所有限公司（「聯交所」）證券上市規則或任何就此事項而須獲香港證券及期貨事務監察委員會及聯交所認可之任何其他證券交易所之規定，購回本公司股本中每股面值港幣1.00元之股份；



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- (b) the aggregate nominal amount of shares to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent of the aggregate nominal amount of share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and
- (b) 本公司根據本決議案(a)段之批准,將於有關期間購回之股份面值總額,須不得超過於本決議案通過當日之已發行股本面值總額百分之十,而本決議案(a)段所述之授權亦應受此限制;及
- (c) for the purpose of this resolution:-
- “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:-
- (c) 就本決議案而言:-
- 「有關期間」乃指本決議案通過之日期起至下列任何較早之日期止之期間:-
- (i) the conclusion of the next annual general meeting of the Company;
- (一) 本公司下屆股東週年大會結束時;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association of the Company to be held; and
- (二) 任何適用法例或本公司之組織章程規定公司須舉行下屆股東週年大會期限屆滿之日;及
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.”
- (三) 本決議案所述之授權遭本公司股東於股東大會撤銷或修訂之日。」
- (C) As Ordinary Resolution No. 3
- (丙) 為第三項普通決議案
- “**THAT**, subject to the passing of Ordinary Resolution Nos. 1 and 2 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to Resolution No. 1 set out in the
- 「**動議**在本大會通告所載之第一項及第二項普通決議案獲通過之情況下,本公司董事根據本大會通告所載之第一項普通決議案所配發或同意有條件或無條件配發之本公司股本面值總額,須加回本公司根據第二項

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notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 2 set out in the notice convening this meeting, provided that such amount of shares 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.”

普通決議案授權予董事所回購之本公司股份之面值總額，惟該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百分之十。」

On behalf of the Board
CHUI KA CHUN
Secretary

承董事會命
徐家俊
秘書

Hong Kong, 23rd April, 2003

香港，二零零三年四月二十三日

Registered Office:-

Rooms 801-2
East Ocean Centre
98 Granville Road
Kowloon, Kong Kong

註冊辦事處：-

香港九龍
加連威老道98號
東海商業中心
801-2室

Notes:-

附註：-

- (a) A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not also be a member of the Company.
- (b) To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notorially certified copy thereof, must be deposited at the Registered Office of the Company at Rooms 801-2, East Ocean Centre, 98 Granville Road, Kowloon, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting.
- (c) The Transfer Books and the Register of Members of the Company will be closed from Thursday, 29th May, 2003 to Thursday, 5th June, 2003, both days inclusive, during which period no transfer of shares will be registered.
- (d) To qualify for the attendance of the annual general meeting, all unregistered transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Ltd at 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Wednesday, 28th May, 2003.

- (甲) 凡有權出席上述大會及投票之本公司股東，均有權委任不多於兩名代表出席，並於投票表決時代其投票。受委代表毋須為本公司之股東。
- (乙) 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授權文件副本，最遲須於上述會議或其續會指定舉行時間四十八小時前交回本公司於香港九龍加連威老道98號東海商業中心801-2室之註冊辦事處，方為有效。
- (丙) 本公司將由二零零三年五月二十九日(星期四)至二零零三年六月五日(星期四)(首尾兩天包括在內)暫停辦理股份過戶登記手續，該段期間內將不會進行任何股份之過戶登記。
- (丁) 為符合出席股東週年大會之資格，股份過戶文件連同有關股票，必須於二零零三年五月二十八日(星期三)下午四時前送交本公司股份過戶登記處香港皇后大道東183號合和中心19樓香港中央證券登記有限公司，辦理過戶手續。