

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Company will be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 27th May, 2003 at 10:30 a.m. for the following purposes:

- (1) To receive and consider the audited financial statements of the Company for the year ended 31st December, 2002 together with the reports of the Directors and Auditors thereon;
- (2) To re-elect retiring Directors of the Company and to fix the fees of the Directors;
- (3) To re-appoint Auditors of the Company and to authorise the Directors of the Company 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, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and otherwise deal with additional shares of HK\$0.50 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 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 during the Relevant Period to make or grant offers, agreements and options 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五月二十七日(星期二)上午十時三十分假座香港銅鑼灣怡和街88號富豪香港酒店地庫一樓蒙納哥廳召開股東週年大會，以便討論下列事項：

- (1) 省覽本公司截至二零零二年十二月三十一日止年度之經審核賬項、董事局及核數師之報告書；
- (2) 重選本公司之退任董事及釐定董事袍金；
- (3) 重新委任本公司核數師並授權本公司董事局釐定核數師酬金；
- (4) 作為特別事項，考慮及酌情通過(或經修訂後通過)下列決議案為普通決議案：

「動議：

- (a) 在本決議案(c)段之規限下，一般地及無條件地批准本公司董事局於有關期間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0.50港元之額外股份，並訂立或授予將需要或可能需要行使此等權力之售股建議、協議及購股權；
- (b) 本決議案(a)段所述之批准將授權本公司董事局於有關期間內訂立或授予將需於或可能需於有關期間結束後行使該等權力之售股建議、協議及購股權；

(c) the aggregate number of shares in the capital of the Company to be 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) of this Resolution, otherwise than pursuant to (i) a Rights Issue; 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 the shares of the Company; or (iii) an exercise of subscription rights under any share option scheme of the Company, shall not exceed 20 per cent of the aggregate number of issued shares of the Company 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; and

(c) 除(i)根據供股事宜；或(ii)按本公司所發行附有認購或購買本公司股份之權利之任何認股權證或其他證券之條款而行使之認購或換股權利；或(iii)按本公司任何購股權計劃而行使之認購權而配發之股份外，本公司董事局根據本決議案(a)段所述之批准而將予配發或有條件地或無條件地同意配發之本公司股本中股份總數(無論為根據購股權或其他原因而配發者)，不得超過本公司於本決議案通過當日已發行股份總數百分之二十；及上述批准亦須以此為限；及

(d) 就本決議案而言：

「有關期間」乃指本決議案通過當日起計直至以下三者之較早日期為止之期間：

- (i) 本公司下屆股東週年大會散會；
- (ii) 本公司之《公司組織章程細則》或任何適用之法例規定本公司須召開下屆股東週年大會之期限屆滿之日；及
- (iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂根據本決議案所授權力之日；及

“Rights Issue” means the allotment, issue or grant of shares in the Company pursuant to an offer (open for a period fixed by the Directors of the Company) made to the holders of shares of the Company or any class thereof on the Register of Members of the Company on a fixed record date pro rata to their then holdings of such shares or class thereof (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).”;

「供股事宜」指根據一項售股建議（於本公司董事局訂定之期間內公開讓股東提出接納者），向於指定記錄日期名列本公司股東名冊之本公司股份或任何類別股份持有人，按彼等當時持有該等股份或類別股份之比例配發、發行及授予本公司之股份（惟本公司董事局認為必須或適宜時，可就零碎股份權益或按照任何香港以外地區之法律所定之任何限制或責任或當地任何認可監管機構或證券交易所之規則，而取消若干股東在此方面之權利或作出其他安排）。」；

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

- (5) 作為特別事項，考慮及酌情通過（或經修訂後通過）下列決議案為普通決議案：

“THAT:

「動議：

- (a) the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase its own shares of HK\$0.50 each on The Stock Exchange of Hong Kong Limited, subject to paragraph (b) of this Resolution and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate number 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 per cent of the aggregate number of issued shares in the capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

- (a) 一般地及無條件地批准本公司董事局於有關期間內，在本決議案(b)段之規限下及根據一切適用之法例及規則下行使本公司一切權力，以於香港聯合交易所有限公司購回本公司每股面值0.50港元之股份；
- (b) 本公司根據本決議案(a)段所述之批准於有關期間內可購回之本公司股份總數不得超過於本決議案通過當日本公司之已發行股份總數百分之十；及上述批准亦須以此為限；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:
- (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.”;
- (6) As special business, to consider and, if thought fit, pass (with or without modification) 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 the notice convening this Meeting 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 the notice convening this Meeting.”; and
- (c) 就本決議案而言，「有關期間」乃指由本決議案通過當日起計直至以下三者之較早日期為止之期間：
- (i) 本公司下屆股東週年大會散會；
  - (ii) 本公司《公司組織章程細則》或任何適用之法例規定本公司須召開下屆股東週年大會之期限屆滿之日；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根據本決議案所授權力之日。」；
- (6) 作為特別事項，待本通告上第(4)及第(5)項決議案獲通過後，考慮及酌情通過(或經修訂後通過)下列決議案為普通決議案：
- 「動議將列載於召開本會議之通告上之第(4)項決議案所授予本公司董事局以配發、發行及處理本公司股份之一般權力予以擴大，以在可配發之本公司股份總數上，加入本公司根據列載於召開本會議之通告上之第(5)項決議案所批准而可能不時購回之本公司股份總數。」；及

- (7) As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as a special resolution:

“**THAT** the Articles of Association of the Company be and are hereby amended by deleting the existing Article 96 (ii) and substituting therefor the following new Article 96 (ii):-

“96(ii) A recognized clearing house within the meaning of Section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance of Hong Kong or any legislation in Hong Kong substituted therefor from time to time may, if it or its nominee is a holder of any securities of any one class of the Company, authorize such person or persons as it thinks fit to act as its representative or representatives, as the case may be, at any meeting of the Company or at any meeting of any class of holders of any securities of the Company provided that, if more than one person is authorized, the authorization shall specify the number and class of securities in respect of which each such person is so authorized. A person authorized pursuant to this provision shall be entitled to exercise the same powers on behalf of the recognized clearing house (or its nominee) which he represents as that clearing house (or its nominee) could exercise if it were an individual holder of any securities of the Company.”

By Order of the Board of  
**TOMSON GROUP LIMITED**  
**Lee Yuen Han**  
Company Secretary

Hong Kong, 15th April, 2003

- (7) 作為特別事項，考慮及酌情通過(或經修訂後通過)下列決議案為特別決議案：

「動議修訂本公司《公司組織章程細則》，以刪去現有之第96(ii)條細則，並以下文全新之第96(ii)條細則所取代：—

「96(ii) 倘香港《證券及期貨條例》附表1第1部第1條或任何不時用以取代之香港條例所指的認可結算所，其本身或其代理人為本公司任何一類證券之持有人，其可授權其認為適當之一位或多位人士在本公司任何大會上或本公司任何類別證券持有人之任何大會上(視乎情況而定)作為其代表。然而，倘按上述方式授權一位以上人士，則授權書須列明每位獲授權人士所代表之證券數目及類別。按上述方式獲授權之人士有權代其所代表之認可結算所(或其代理人)行使之權力，與該結算所(或其代理人)若身為本公司任何證券之個別持有人時所能行使者相同。」。

承  
湯臣集團有限公司  
董事局命  
公司秘書  
李婉嫻

香港，二零零三年四月十五日

*Notes:*

1. A member of the Company entitled to attend and vote at the Annual General 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 for it 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 or authority, must be deposited at the principal place of business in Hong Kong of the Company at 22nd Floor, AIA Plaza, 18 Hysan Avenue, Causeway Bay, Hong Kong not later than 10:30 a.m. on Monday, 26th May, 2003.
3. An explanatory statement regarding the proposal of granting general mandates to issue new shares and repurchase shares and the proposed amendments to the Articles of Association of the Company will be despatched to the members of the Company together with this notice.

*附註：*

1. 凡有權出席股東週年大會及於會上投票之本公司股東，均可委任一位或以上代表代其出席大會及以投票方式表決時代其投票。委任代表毋須為本公司股東。
2. 代表委任表格連同已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，須不遲於二零零三年五月二十六日(星期一)上午十時三十分送達香港銅鑼灣希慎道18號友邦中心22樓本公司在香港之主要營業地點，方為有效。
3. 一份有關提議授予一般權力以發行本公司新股份和回購本公司股份與及建議修訂本公司之《公司組織章程細則》之說明文件將連同本通告寄予本公司各股東。