

## Notice of Annual General Meeting

茲通告國潤控股有限公司(「本公司」)謹定於二零零三年五月二十七日星期二下午三時正假座香港灣仔港灣道1號香港君悅酒店地下宴會大禮堂迎賓廳召開股東週年大會，以便處理下列事項：

1. 省覽及考慮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、董事會報告書及核數師報告書。
2. (1) 重選退任董事；及  
(2) 授權董事會釐定董事酬金。
3. 重聘核數師及授權董事會釐定其酬金。
4. 考慮及酌情通過下列決議案(不論修訂與否)為普通決議案：

**「動議：**

- (i) 在下述第(iii)段的規限下，一般性及無條件授權本公司董事會在有關期間(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的新增股份，並作出或授予行使該等權力可能需要的建議、協議及購股權；
- (ii) 以上第(i)段的批准將授權本公司董事會在有關期間內作出或授予須於有關期間結束後行使該等權力的建議、協議及購股權；

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Guorun Holdings Limited (“the Company”) will be held at Grand I, Ground Floor, Grant Hyatt Hotel, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, the 27th day of May, 2003 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Directors’ Report and Auditors’ Report for the year ended 31st December, 2002.
2. (1) To re-elect retiring Directors; and  
(2) to authorise the Board to fix the remuneration of the Directors.
3. To re-appoint Auditors and authorise the Board to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT**

- (i) subject to paragraph (iii), 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 in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) 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 power after the end of the Relevant Period;

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(iii) 本公司董事會依據以上第(i)段之批准而配發或同意有條件或無條件配發(不論是否依據購股權或其他原因而配發)的股本面值總額,不得超過本公司於本決議案通過日期的已發行股本面值總額百分之二十,而上述批准亦須受此限制:惟根據(a)配售新股(定義見下文)或(b)行使本公司購股權計劃所授予的購股權而發行的股份則除外;及

(iv) 就本決議案而言:

「有關期間」乃指由本決議案通過之日起至下列最早日期止:

- (a) 本公司下屆股東週年大會結束之日;或
- (b) 本決議案所述的授權經由本公司股東在股東大會上通過普通決議案予以撤銷或修訂之日;或
- (c) 根據本公司細則或任何適用的百慕達法例規定本公司須舉行下屆股東週年大會的期限屆滿之日。

「配售新股」乃指本公司董事會於指定期間內,向於指定記錄日期名列本公司股東名冊之股份持有人,按彼等當時的持股比例提呈配發股份的建議,(惟本公司董事會有權就零碎股權或就本港或本港以外任何地區的法律或任何認可監管機構或證券交易所規定的任何限制或責任,作出必須或權宜的豁免或其他安排)。

(iii) 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 (i), otherwise than pursuant to (a) a Rights Issue (as defined below) or (b) the exercise of any option under the share option scheme of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and

(iv) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next Annual General Meeting of the Company; or
- (b) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; or
- (c) 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 other applicable laws of the Cayman Islands to be held.

“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 of the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong).”

5. 考慮及酌情通過下列決議案(不論修訂與否)為普通決議案：

「動議：

- (i) 在下文(ii)段的規限下，一般性及無條件批准本公司董事會於有關期間(定義見下文)內行使本公司一切權力，在香港聯合交易所有限公司(「聯交所」)，或本公司股份可能上市而香港證券及期貨事務監察委員會及聯交所就此認可的任何其他證券交易所購回本公司股份，惟此項權力必須根據在此方面之所有適用法律及聯交所證券上市規則或其他證券交易所規則(經不時修訂)行使；
- (ii) 本公司依據第(i)段的批准所購回的本公司股份面值總額，不得超過本公司於本決議案通過之日已發行股本面值總額的百分之十，而上述批准亦須受此限制；及
- (iii) 就本決議案而言：

「有關期間」乃指由本決議案通過之日起至下列最早日期止：

- (a) 本公司下屆股東週年大會結束之日；或
- (b) 本決議案所述的授權經由本公司股東在股東大會上通過普通決議案予以撤銷或修訂之日；或

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (i) subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “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 of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next Annual General Meeting of the Company; or
- (b) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; or

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(c) 根據本公司細則或任何適用的開曼群島法例規定本公司須舉行下屆股東週年大會的期限屆滿之日。

(c) 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 other applicable laws of the Cayman Islands to be held.”

6. 考慮及酌情通過下列決議案(不論修訂與否)為普通決議案：

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

「**動議**：在本大會通告第4及第5項決議案獲得通過的情況下，批准將董事會根據該通告第4項決議案所獲可配發、發行及處理本公司之新增股份的一般性授權擴大，使根據該項一般授權可配發、發行及處理本公司股份面值總額增加，而加幅等於董事會根據該通告第5項決議案所購回本公司股份的面值總額，惟所購回的股份面值總額不得超過本公司於本決議案通過之日已發行股本面值總額百分之十。」

“**THAT** subject to the passing of Resolutions No. 4 and No. 5 set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Resolution No. 4 set out in the 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 Resolution No. 5 set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the said Resolution.”

承董事會命  
國潤控股有限公司  
主席  
賀學初

By Order of the Board  
**Guorun Holdings Limited**  
**He Xuechu**  
Chairman

香港，二零零三年四月二十五日

Hong Kong, 25th April, 2003

### 附註：

1. 本公司將由二零零三年五月二十一日(星期三)至二零零三年五月二十七日(星期二)(包括首尾兩天)期間暫停辦理本公司股份過戶登記手續，以確定有權在上述通告召開的會議上投票的股東。如欲享有投票權，所有本公司股份的過戶文件連同有關股票，必須於二零零三年五月二十日(星期二)下午四時三十分前送達本公司在香港的股份過戶登記分處，標準證券登記有限公司(地址為香港灣仔告士打道56號東亞銀行港灣中心地下)辦理過戶登記手續。
2. 凡有權出席上述大會(或其任何續會)並於會上投票的本公司股東，均可委派一位或以上代表出席，並代其投票。委任代表毋須為本公司的股東，惟必須為個別人士。
3. 代表委任表格連同委任人簽署的授權書或其他授權文件(如有)，或經由公證人證明的授權書或授權文件副本，最遲須於大會或其續會指定召開時間四十八小時前，送達本公司在香港的股份過戶登記分處，標準證券登記有限公司(地址為香港灣仔告士打道56號東亞銀行港灣中心地下)，方為有效。
4. 為符合香港聯合交易所有限公司證券上市規則，本公司尋求股東批准上文第4項決議案的一般性授權，以確保於適宜發行本公司任何股份(最多為已發行股本百分之二十)時董事會可酌情靈活行事。
5. 就上文第5項決議案而言，董事會謹此聲明，彼等僅會認為情況有利股東時，方會購回本公司股份。按照香港聯合交易所有限公司證券上市規則的規定，本公司須編製一份說明函件提供所需資料，以便股東可就表決該決議案作出知情決定。該說明函件隨同截至二零零二年十二月三十一日止年度年報一併寄予本公司各股東。

### Notes:

1. The Register of Members of the Company will be closed from Wednesday, 21st May, 2003 to Tuesday, 27th May, 2003 (both days inclusive), for the purpose of establishing the entitlement of members to vote at the meeting convened by the above notice. During this period, no transfer of shares of the Company will be registered. In order to qualify for voting, all transfers of shares of the Company, accompanied by the relevant share certificates must be lodged for registration with the Company's Branch Registrar in Hong Kong, Standard Registrars Limited at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Hong Kong not later than 4:30 p.m. on Tuesday, 20th May, 2003.
2. Any member of the Company entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies (who must be an individual or individuals) to attend and vote instead of him. A proxy need not be a member of the Company.
3. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be lodged with the Company's Branch Share Registrar in Hong Kong, Standard Registrars Limited at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Concerning Resolution No. 4 above, approval is being sought from members as a general mandate in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to 20% of the issued share capital.
5. In relation to Resolution No. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company 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 this Resolution as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited will be set out in a separate document to be sent to the shareholders with the annual report for the year ended 31st December, 2002.