

# NOTICE OF ANNUAL GENERAL MEETING

## 股東週年大會通告

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Chater Rooms I & II, Function Room Level, The Ritz-Carlton Hong Kong, 3 Connaught Road Central, Hong Kong on Wednesday, 3rd September, 2003 at 3:00 p.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 March, 2003;
2. To approve the payment of a final dividend in respect of the year ended 31st March, 2003;
3. To approve the payment of a special dividend in respect of the year ended 31st March, 2003;
4. To re-elect Directors and fix their remuneration;
5. To appoint Auditors and authorise the Directors to fix their remuneration;
6. As special business, to consider and, if thought fit, to pass with or without amendments, the following resolutions as Ordinary Resolutions:
  - A. **“THAT** there be granted to the Directors of the Company an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
    - (a) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Directors of the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

**茲通告**本公司謹訂於二零零三年九月三日星期三下午三時正假座香港干諾道中三號香港麗嘉酒店宴會樓層宴會廳I及II舉行股東週年大會，議程如下：

1. 省覽及採納截至二零零三年三月三十一日止年度經審核之財務報表及董事會與核數師報告書；
2. 批准派發截至二零零三年三月三十一日止年度之末期股息；
3. 批准派發截至二零零三年三月三十一日止年度之特別股息；
4. 選舉董事及釐定其酬金；
5. 委聘核數師及授權董事會釐定其酬金；及
6. 作為特別事項考慮及酌情通過（不論有否修訂）下列決議案為普通決議案：
  - A. **「動議**在下列條件之規限下，給予本公司董事會無條件一般授權以發行、配發及處理本公司股本中之額外股份，並作出或授予與該等股份有關之建議、協議及購股權：
    - (a) 該項授權不得超越有關期間（定義見下文），惟本公司董事會可於有關期間內作出或授予可能須於有關期間完結後行使該等權力之建議、協議及購股權；

(b) 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 otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) 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 Articles of Association of the Company; and (iii) an issue of shares pursuant to the exercise of any options which may be granted under 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 of the Company, shall not exceed the aggregate of (aa) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution plus (bb) (if the Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of 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 at the date of passing this resolution), and the said approval shall be limited accordingly; and

(c) for the purposes 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;

(b) 本公司董事會配發或同意有條件或無條件配發（不論依據購股權或其他）之股本總面額，除根據(i)配售新股（定義見下文）；(ii)任何以股代息計劃或類似安排規定按照本公司之公司組織章程細則配發股份以代替本公司股份之全部或部份股息；及(iii)根據任何購股權計劃或類似安排，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購入本公司股份之權利所涉及之任何購股權之行使而發行之股份，不得超過下列兩者之總和：(aa)於本決議案獲通過之日本公司已發行股本總面額之20%加(bb)（倘本公司董事會獲本公司股東通過另一項普通決議案授權）本公司於本決議案獲通過之後所購回本公司之股本面額（最多以於本決議案獲通過之日本公司已發行股本總面額之10%為限），而上述批准須受相應限制；及

(c) 就本決議案而言：

「有關期間」指由本決議案獲通過時起至下列三者中之較早日期止之期間：

(i) 本公司下屆股東週年大會結束；

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- (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 laws to be held; and
- (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 made to holders of shares on the Register of the Company on a fixed record date in proportion to their then holdings of 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 restriction or obligation under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong.”

- B. **“THAT** there be granted to the Directors of the Company an unconditional general mandate to repurchase shares of HK\$0.25 each in the capital of the Company, and **“THAT** the exercise by the Directors of the Company of all powers of the Company to purchase shares subject to and in accordance with all applicable laws, rules and regulations be and is hereby generally and unconditionally approved, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period (which shall have the same meaning for the purpose of this resolution, mutatis mutandis, as given in paragraph (c) of Resolution 6A set out in the Notice of Annual General Meeting);

- (ii) 按照本公司之公司組織章程細則或任何適用法例之規定須舉行下屆股東週年大會之期間屆滿之日；及
- (iii) 本公司股東在股東大會上以普通決議案撤銷或更改是項授權之日。

「配售新股」指本公司董事會於訂定之期間向本公司股東名冊內於指定記錄日期所載之股份持有人，按其當時持股比例提出之售股建議（惟本公司董事會有權就零碎股份或就任何香港以外地區之法例或任何認可監管機構或任何證券交易所之規定而產生之任何限制或責任而認為必須或權宜取消若干股東在此方面之權利或作出其他安排）。」

- B. 「**動議**在下列條件之規限下，一般性及無條件批准賦予本公司董事會無條件一般授權以購回本公司股本中每股面值港幣0.25元之股份，並**動議**本公司董事會行使本公司一切權力以按照所有適用之法例、規則及規例購買股份：

- (a) 該項授權不得超越有關期間（就本決議案而言，其於作出必要修訂後具有與股東週年大會通告所載第6A項決議案內(c)段賦予之相同涵義）；

- (b) such mandate shall authorise the Directors of the Company to procure the Company to repurchase shares at such prices as the Directors of the Company may at their discretion determine; and
  - (c) the aggregate nominal amount of shares repurchased or agreed to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period 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 of this resolution and the said approval shall be limited accordingly.”
- C. “**THAT**, conditional upon the passing of Resolutions 6A and 6B set out in the Notice of Annual General Meeting, the aggregate nominal amount of the shares which are repurchased by the Company pursuant to and in accordance with Resolution 6B set out in the Notice of Annual General Meeting shall be added to the aggregate nominal amount of the shares which may be allotted or agreed, conditionally or unconditionally, to be allotted by the Directors of the Company pursuant to and in accordance with Resolution 6A set out in the Notice of Annual General Meeting”; and
- (b) 該項授權批准本公司董事會促使本公司按本公司董事會酌情決定之價格購回股份；及
  - (c) 本公司根據本決議案(a)段於有關期間內所購回或同意購回之股份總面額，不得超過於本決議案獲通過之日本公司已發行股本總面額之10%，而上述批准須受相應限制。」
- C. 「**動議**在股東週年大會通告所載第6A及6B項決議案獲通過之條件下，本公司根據股東週年大會通告第6B項決議案所購回之股份總面額，須加入本公司董事會根據股東週年大會通告第6A項決議案所配發或同意有條件或無條件配發之股份總面值內。」

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7. As special business, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**THAT** Article 78 of the Articles of Association of the Company be amended by deleting from the second sentence the words “the Securities and Futures (Clearing House) Ordinance (Chapter 420 of the Laws of Hong Kong)” and substituting therefor the words “the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).”

By Order of the Board

**Paggie Ah-hing TONG**

*Company Secretary*

Hong Kong, 9th July, 2003

#### NOTES:

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. 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 notarially certified copy thereof, must be deposited with the Company Secretary at the Registered Office of the Company at No. 1 Kin Wong Street, Tuen Mun, New Territories, Hong Kong not less than 48 hours before the appointed time for holding the meeting or any adjournment hereof (as the case may be).
3. The Register of Members of the Company will be closed from Thursday, 28th August, 2003, to Wednesday, 3rd September, 2003 (both days inclusive) during which period no transfer of shares will be effected. In order to qualify for the final and special dividends, all transfers, accompanied by the relevant share certificates should be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 27th August, 2003.

7. 作為特別事項考慮及酌情通過下列決議案為特別決議案：

「**動議**修訂本公司組織章程細則第78條，刪除第二句子中「香港法例第420章證券及期貨（結算所）條例」之字句，並以「香港法例第571章證券及期貨條例」替代。」

承董事會命

**湯亞卿**

公司秘書

香港，二零零三年七月九日

#### 附註：

1. 有權出席大會並於會上投票之股東，可委派一位或以上代表出席並代其投票。代表毋須為本公司股東。
2. 代表委任表格連同簽署人之授權書或其他授權文件（指如有而言）或由公證人簽署證明之授權書或授權文件副本，最遲須於大會或其任何續會（視乎屬於何者而定）指定舉行時間四十八小時前交回香港新界屯門建旺街1號本公司註冊辦事處公司秘書收，方為有效。
3. 本公司將於二零零三年八月二十八日星期四至二零零三年九月三日星期三期間（包括首尾兩日）暫停辦理股東登記，期間將不會辦理股份過戶手續。股東如須過戶以便符合資格享有末期及特別股息，應於二零零三年八月二十七日星期三下午四時前將所有過戶文件連同有關股票送交予本公司之股份過戶處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓。