

Notice of Annual General Meeting 股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of the Company will be held at Boardroom 3-4, M/F, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on 28th August, 2003 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st March, 2003.
2. To re-elect retiring directors and to authorize the board of directors to fix directors' remuneration.
3. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

"THAT:

- (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("the Stock Exchange"), the exercise by the directors of the Company (the "Directors") during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares in the Company or convertible securities 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;

茲通告本公司謹訂於二零零三年八月二十八日上午十時在香港灣仔港灣道1號萬麗海景酒店閣樓會議廳3-4號舉行股東週年大會，以便處理下列事項：

1. 省覽截至二零零三年三月三十一日止年度之經審核財政報告及董事會與核數師報告書。
2. 重選退任董事及授權董事會釐定董事酬金。
3. 重新委聘核數師及授權董事會釐定其酬金。
4. 考慮並酌情通過（不論有否修訂）下列決議案為普通決議案：

「動議：

- (a) 在下文(c)段之規限下，根據香港聯合交易所有限公司（「聯交所」）證券上市規則，全面及無條件批准本公司董事會（「董事會」）於有關期間（定義見下文(d)段）內行使本公司之一切權力以配發、發行及處理本公司股本中之額外股份或可轉換成該等股份之證券或可認購本公司任何股份或可換股證券之優先購股權、認股權證或類似權利，並訂立或授予可能需要行使該等權力之售股要約、協議及優先購股權；

- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such power 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 an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of any option granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to the employees of the Company and/or any of its subsidiaries of options to subscribe for, or rights to acquire, shares of the Company;
 - (iii) the exercise of subscription or conversion rights under the terms of any warrants issued by the Company or any securities which are convertible into ordinary shares of the Company; or
 - (iv) an scrip dividend 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,
- (b) 上文(a)段之批准將附加於授予董事會之任何其他權力·並將授權董事會於有關期間內訂立或授予將會或可能需要於有關期間屆滿後行使該等權力之售股要約·協議或優先購股權；
- (c) 董事會依據上文(a)段之批准配發或有條件或無條件同意配發之股本面值總額(不論是否依據優先購股權或以其他方式配發者)不得超過本公司於本決議案獲通過之日已發行股本面值總額之20%·惟依據:
- (i) 配售新股(定義見下文(d)段)；
 - (ii) 按當時所採納向本公司及／或其任何附屬公司之僱員授予或發行優先購股權以認購本公司股份或購股權之任何優先購股計劃或類似安排而行使之任何優先購股權；
 - (iii) 按本公司發行之任何認股權證之條款行使認購權或按任何可轉換成本公司普通股之證券之條款行使換股權；或
 - (iv) 根據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之任何以股代息或類似安排而配發者除外·

shall not exceed 20% 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 to the Directors in paragraph (a) above shall be limited accordingly; and

(d) for the purpose 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 Articles of Association of the Company or any applicable laws of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“Right Issue” means an offer of shares or other securities open for a period fixed by the Directors 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 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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

而上文(a)段授予董事會之批准亦受此限制；及

(d) 就本決議案而言：

「有關期間」指由本決議案獲通過之日至下列日期（以較早者為準）之期間：

- (i) 本公司下屆股東週年大會結束之日；
- (ii) 本公司之公司組織章程細則或任何適用之香港法例規定本公司須舉行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以普通決議案撤銷或修訂本決議案所賦予之授權；

「配售新股」指董事會於指定期間向於指定記錄日期名列本公司股東名冊之股份持有人，按其當時之持股比例要約配售股份或其他證券（惟董事會可就零碎股份配額或經考慮任何香港以外地區之法例所訂明之任何限制或責任，或任何認可監管機構或任何證券交易所之規則，按彼等認為必要或適宜者取消若干股東在此方面之權利或另作安排。）

5. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase its own shares on the Stock Exchange or any other stock exchange on which the shares of the Company are listed and recognized 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/or 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;
- (b) the aggregate nominal amount of the share capital repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in the paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of this Resolution, and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and
- (c) for the purpose 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;

5. 考慮並酌情通過（不論有否修訂）下列決議案為普通決議案：

「動議：

- (a) 在下文(b)段之規限下，全面及無條件批准本公司董事會（「董事會」）於有關期間（定義見下文(c)段）內，依據一切適用之法例及／或香港聯合交易所有限公司（「聯交所」）證券上市規則或任何其他證券交易所不時修訂之規則，行使本公司之一切權力在聯交所或本公司股份上市並經香港證券及期貨事務監察委員會及聯交所就此認可之任何其他證券交易所購回本公司之股份；
- (b) 本公司於有關期間內根據上文(a)段之批准購回或有條件或無條件同意購回之股本面值總額，不得超過本公司於本決議案獲通過之日已發行股本面值總額之10%，而上文(a)段授予董事會之批准亦受此限制；及
- (c) 就本決議案而言：

「有關期間」指由本決議案獲通過之日至下列日期（以較早者為準）之期間：

 - (i) 本公司下屆股東週年大會結束之日；

- (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 of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting."

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

"**THAT** conditional upon Resolution numbered 5 above being passed, the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors of the Company (the "Directors") as mentioned in Resolution numbered 5 above shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution numbered 4 above, provide that the amount of share capital repurchased by the Company shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution."

By Order of the Board
Yu Wai Kit
Company Secretary

Hong Kong, 18th July, 2003

Registered office:
Unit 4703, Office Tower,
Convention Plaza,
1 Harbour Road,
Wanchai, Hong Kong

- (ii) 本公司之公司組織章程細則或任何適用之香港法例規定本公司須舉行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以普通決議案撤銷或修訂本決議案所賦予之授權。]

6. 考慮並酌情通過（不論有否修訂）下列決議案為普通決議案：

「**動議**於上文第5項決議案獲通過之條件下，將本公司根據上文第5項決議案所述授予本公司董事會（「董事會」）之權力所購回本公司股本中股份之面值總額，加入董事會依據上文第4項決議案可配發或有條件或無條件同意配發之本公司股本面值總額內，惟本公司購回之股本面值總額不得超過本公司於本決議案獲通過之日已發行股本面值總額之10%。」

承董事會命
公司秘書
俞偉傑

香港，二零零三年七月十八日

註冊辦事處：
香港
灣仔
港灣道1號
會展辦公大樓4703室

Notes:

- (i) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (ii) In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company's registered office not less than 48 hours before the time for holding the meeting or any adjourned meeting.
- (iii) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

附註:

- (i) 凡有權出席上述通告召開之大會並於會上投票之股東，均有權委派一位或以上代表代其出席及投票。受委代表毋須為本公司股東。
- (ii) 代表委任表格連同簽署人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，最遲須於大會或其任何續會指定舉行時間四十八小時前交回本公司註冊辦事處，方為有效。
- (iii) 填妥及交回代表委任表格後，股東仍可親身出席大會及於會上投票，惟在此情況下，有關之委任代表文件將會被視作無效。