

# NOTICE OF ANNUAL GENERAL MEETING

## 股東週年大會通告

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Xin Corporation Limited (the "Company") will be held at Plaza I-111, Lower lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 3 September 2003 at 9:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2003;
2. To determine the maximum number of the directors of the Company (the "Directors");
3. To elect the Directors and to authorise the board of directors of the Company to fix their remuneration;
4. To re-appoint auditors and to authorise the board of directors of the Company to fix their remuneration; and
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

A. "THAT:

- (a) subject to paragraph (c), the exercise by the Directors during the Relevant Period 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 might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors 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;

**茲通告**新創綜合企業有限公司(「本公司」)定於二零零三年九月三日上午九時三十分假座香港灣仔謝斐道238號世紀香港酒店大堂低座一至三號宴會廳舉行股東週年大會，藉以討論下列事項：

1. 省覽截至二零零三年三月三十一日止年度之經審核綜合財務報表及董事會與核數師報告；
2. 釐定本公司董事(「董事」)之最多人數；
3. 重選董事及授權本公司之董事會釐定其酬金；
4. 重新委任核數師，並授權本公司之董事會釐定其酬金；及
5. 作為特別事項，考慮並酌情通過下列決議案(不論有否修改)為普通決議案：

A. 「動議：

- (a) 在下文(c)段之規限下，無條件全面批准董事於有關期間內行使本公司一切權力配發、發行及處理本公司股本中之額外股份及提出、訂立或授出可能需要行使該等權力之建議、協議及購股權；
- (b) 在上文(a)段所述之批准將授權董事於有關期間內提出、訂立或授出可能於有關期間屆滿後仍須行使該等權力之建議、協議及購股權；

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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 pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or the exercise of the subscription rights under the share option scheme 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 this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from 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 Bye-laws of the Company or any applicable law 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 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 exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to and 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).”

(c) 董事根據上文(a)段所述之批准配發或同意有條件或無條件配發(不論是否根據購股權或其他原因而配發者)之股本總面值，不得超過本公司於通過本決議案當日之已發行股本總面值之20%，但不包括根據配售新股或因行使本公司之購股權計劃所授出之認購權而須予配發之股份，而上述批准亦須受此限制；及

(d) 就本決議案而言：

「有關期間」乃指本決議案獲通過日期起至下列日期(以最早者為準)止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿時；及
- (iii) 本決議案在本公司股東大會上以普通決議案方式撤銷或修訂之時。

「配售新股」指向指定記錄日期名列本公司股東名冊上之股東按其當時持股比例配售本公司股份之建議，建議之有效期由董事釐定(惟董事有權就零碎股份，或由香港以外任何地區之有關法律或任何認可監管機構或證券交易所規定之任何限制或責任而須予或權宜取消若干股東在此方面之權利或作出其他安排)。」

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B. "THAT:

- (a) the exercise by the Directors during the Relevant Period of all powers of the Company to repurchase shares of the Company subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval 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 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 Bye-laws of the Company or any applicable law 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."

B. 「動議：

- (a) 無條件全面批准董事於有關期間內根據所有適用法律行使本公司一切權力購回本公司股份；
- (b) 本公司根據上文(a)段所賦予之批准而於有關期間內購回之本公司股份總面值，不得超過本公司於通過本決議案當日之已發行股本總面值之10%，而上述批准亦須受此限制；及

- (c) 就本決議案而言：

「有關期間」乃指本決議案獲通過日期起至下列日期(以最早者為準)止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿時；及
- (iii) 本決議案在本公司股東大會上以普通決議案方式撤銷或修訂之時。」

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C. "THAT conditional, upon resolution no. 5B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 5B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5A above."

C. 「動議如上文第5B項決議案獲通過，董事根據上文第5A項決議案可配發或同意有條件或無條件配發之本公司股本總面值將擴大，加入於本公司根據上文第5B項決議案所述賦予董事之權力而購回之本公司股本中之股份數目之總面值。」

By Order of the Board  
**Yu Wai Man**  
Company Secretary

Hong Kong  
24 July 2003

Notes:

1. 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/her. A proxy need not be a member of the Company.
2. A form of proxy for the meeting will be enclosed in the 2003 Annual Report. In order to be valid, the form of proxy must be deposited at the principal place of business of the Company in Hong Kong at Room 3A03-06, 3/F., New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
3. An explanatory statement containing further details regarding the resolution no. 5B above will be sent to shareholders of the Company together with the 2003 Annual Report.

承董事會命  
公司秘書  
余偉文

香港  
二零零三年七月二十四日

附註：

1. 凡有權出席上述通告所召開之大會及於大會上投票之股東，均有權委派一位或多位為其受委代表，以代其出席大會及於會上投票。受委代表毋須為本公司股東。
2. 大會適用之代表委任表格將隨二零零三年年報附奉。代表委任表格連同已簽署之授權書（如有），或經簽署證明之有關授權書之副本均須於大會或續會指定舉行時間48小時前，送達本公司於香港之主要營業地點（地址為香港九龍尖沙咀東部科學館道14號新文華中心3樓3A03-06室），方為有效。
3. 載有上文第5B項決議案之詳情之說明函件將隨二零零三年年報一併寄發予本公司股東。