

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

茲通告本公司謹定於二零零三年九月十五日星期一正午十二時假座香港新界葵涌葵喜街26-32號金發工業大廈第一期十七樓召開股東週年大會，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綜合財務報告、董事會報告及核數師報告；
- (2) 選舉董事接替輪值告退之董事及釐定董事之酬金；
- (3) 續聘核數師及授權董事會釐定其酬金；
- (4) 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

「動議：

- (a) 在下文(c)段之限制下，一般性及無條件批准本公司董事會在有關期間(定義按下文(d)段)行使本公司所有權力，以配發、發行及處理本公司股本中之額外股份，並作出或授出可能需行使該項權力之建議、協議及購股權；
- (b) 以上(a)段之批准將授權本公司董事會在有關期間作出或授出可能需有關期間終止後行使該項權力之建議、協議及購股權；

NOTICE IS HEREBY GIVEN that the Annual General Meeting of members of Same Time Holdings Limited will be held at 17th Floor, Phase 1, Kingsford Industrial Building, 26-32 Kwai Hei Street, Kwai Chung, New Territories, Hong Kong on Monday, 15th September 2003 at 12:00 noon 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 31st March 2003;
- (2) To elect Directors in place of those retiring by rotation and to fix the remuneration of Directors;
- (3) To re-appoint Auditors and to authorise the Board to fix their remuneration;
- (4) As special business, to consider, and if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company 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 and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above 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;

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

- (c) 董事會根據以上(a)段之批准而配發或同意有條件或無條件配發(不論是否根據購股權或以其他方式配發者)之股本面值總額不得超過本決議案當日本公司已發行股本面值總額之20%，惟不包括根據配售新股(定義見下文(d)段)或根據現時採納以授出或發行股份或購買本公司股份之權利予本公司及／或其任何附屬公司之行政人員及／或僱員之任何購股權計劃或類似安排或因行使附於任何認股權證而配發之股份或任何以股代息或根據本公司細則以配發股份代替本公司股份所派發全部或部份股息之類似安排，以上(a)段所述授予董事會之批准應以此為限；及
- (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 of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or pursuant to an issue of shares 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 or pursuant to the exercise of the subscription rights attaching to any warrants or any 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 Bye-laws of the Company, shall not exceed 20 per cent of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval to the Directors of the Company in paragraph (a) above shall be limited accordingly; and
- (d) 就本決議案而言：
- (d) for the purpose of this Resolution:
- 「有關期間」指由本決議案通過之日起至下列較早日期之期間：
- “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (i) 本公司下屆股東週年大會結束之日；
- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) 本公司細則或任何適用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；或
- (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 laws to be held; or
- (iii) 本公司股東於股東大會上以普通決議案方式撤銷或修訂本決議案；而
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

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

「配售新股」指本公司董事會於指定之期間向於指定記錄日期股東名冊所載之本公司股東按其當時持股比例配售股份之建議（惟本公司董事會有權就零碎股份或香港以外任何地區之法例或任何認可管制機構或證券交易所之規定而產生之任何限制或責任而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）。」

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the shareholders on the register on a fixed record date in proportion to their shareholdings as at that date (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 recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

- (5) 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

- (5) As special business, to consider, and if thought fit, pass the following resolution as an ordinary resolution:

「動議：

“THAT:

- (a) 在下文(b)段之規限下，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(c)段)內行使本公司所有權力，在聯交所或任何本公司證券可能上市及證券及期貨事務監察委員會及聯交所就此認可之其他證券交易所購回其本身之股份(包括可贖回股份)及認股權證，惟須遵照及受所有適用法例及／或聯交所或任何其他證券交易所不時修訂之上市規則所限制；

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase its own shares (including redeemable shares) and warrants on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission 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 of any other stock exchange as amended from time to time, be and it is hereby generally and unconditionally approved;

- (b) 本公司根據以上(a)段購回之股本面值總額不得超過本決議案當日本公司已發行股本之面值總額10%，而根據以上(a)段可購回之認股權證之最高數目不得超過本決議案當日本公司已發行認股權證之數目10%，以上(a)段所述授予董事會之批准應以此為限；及

- (b) the aggregate nominal amount of share capital repurchased by the Company pursuant to paragraph (a) above shall not exceed 10 per cent of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the maximum number of warrants that may be repurchased pursuant to paragraph (a) above shall not exceed 10 per cent of the number of warrants in issue on the date of this resolution and the said approval to the Directors of the Company in paragraph (a) above shall be limited accordingly; and

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

(c) 就本決議案而言：

「有關期間」指由本決議案通過之日起至下列較早日期之期間：

- (i) 本公司下屆股東週年大會結束之日；
- (ii) 本公司細則或任何適用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；或
- (iii) 本公司股東於股東大會上以普通決議案方式撤銷或修訂本決議案。」

(6) 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

「動議：

在第5項決議案通過之條件下，本公司根據以上第5項決議案所述給予董事會之授權購回本公司股本中股份數目之面值總額將加入可由本公司董事會根據第4項決議案所配發或同意有條件或無條件配發之股本面值總額中，惟本公司購回之股本數額不得超過本決議案當日本公司已發行股本面值總額之10%。」

代表董事會
葉森然
主席

香港，二零零三年七月二十五日

(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 Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

(6) As special business, to consider, and if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

conditional upon Resolution No. 5 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 of the Company as mentioned in Resolution No. 5 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 of the Company pursuant to Resolution No. 4 above, provided that the amount of share capital repurchased by the Company shall not exceed 10 per cent of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”

On behalf of the Board
Yip Sum Yin
Chairman

Hong Kong, 25th July 2003

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

附註：

1. 凡有權出席上述通告所召開之大會及於會上投票之股東，均有權委派一位或多位代表出席，並於會議中代表其投票表決。代表毋須為本公司之股東。
2. 遣派代表之委任文據，以及授權書或已簽署之其他授權文件(如有者)或經公證人核正之副本，必須於有關會議及其任何延會指定舉行時間48小時前送達本公司之主要辦事處，方始生效，地址為香港新界葵涌葵喜街26-32號金發工業大廈第一期十七樓。
3. 關於上文第4項，茲尋求股東批准授予本公司董事一般授權，以根據聯交所證券上市規則授權配發及發行股份。董事會欲聲明彼等目前並無計劃發行任何本公司之新股份。根據此等規則，除非是項一般授權於二零零三年股東週年大會上重新授出，否則於該大會結束後無效。

Notes:

1. A member entitled to attend and vote at the meeting may appoint one or more proxies to attend, and on a poll, to vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy and the 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 lodged at the principal place of business of the Company at 17th Floor, Phase 1, Kingsford Industrial Building, 26-32 Kwai Hei Street, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting and any adjourned meeting.
3. Concerning item 4 above, approval is being sought from members for the grant to the Directors of the Company of a general mandate to authorise the allotment and issue of shares pursuant to the Rules Governing the Listing of Securities on the Stock Exchange. The Directors wish to state that they have no immediate plans to issue any new shares of the Company. Under these rules the general mandate lapses at the conclusion of the Annual General Meeting for 2003 unless renewed at that meeting.