

Notice of Annual General Meeting

股東週年大會通告

茲通告本公司謹訂於二〇〇三年八月二十八日(星期四)早上十時正假座香港荃灣德士古道220-248號荃灣工業中心八樓舉行二〇〇三年度股東週年大會，以討論下列事項：

1. 省覽截至二〇〇三年三月三十一日止年度之經審核財務報表及董事會與核數師報告；
2. 宣派特別股息；
3. 選舉董事並授權董事會釐定董事之酬金及設定董事人數之上限；
4. 委聘安永會計師事務所擔任核數師並授權董事會釐定其酬金；
5. 考慮並酌情通過(無論有否修訂)下列決議案為普通決議案：

「動議：

- (a) 一般性及無條件批准董事會於有關期間內行使本公司之一切權力，以根據適用法例及在其規限下購回其股份；
- (b) 根據上文(a)段之批准所購回之股份面值總額不得超過本公司於本決議案通過當日已發行股本面值總額之10%，而上述批准須受相應限制；及
- (c) 就本決議案而言，「有關期間」指本決議案通過之日至下列任何一項較早發生之日期：
 - (i) 本公司下屆股東週年大會結束時；

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at 8th Floor, Tsuen Wan Industrial Centre, 220-248 Texaco Road, Tsuen Wan, Hong Kong on Thursday, 28 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 of the Auditors for the year ended 31 March 2003;
2. To declare a special dividend;
3. To elect Directors, to authorise the Board to fix Directors' remuneration and to set a maximum number of Directors;
4. To appoint Messrs Ernst & Young as Auditors and to authorise the Board to fix their remuneration;
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and
- (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) 股東在股東大會通過普通決議案予以撤銷或修訂本決議案所授權力之日；及

(iii) 本公司組織章程細則或任何適用法律規定本公司須舉行下屆股東週年大會期限屆滿之日。」；

6. 考慮並酌情通過（無論有否修訂）下列決議案為普通決議案：

「動議：

(a) 一般性及無條件批准董事會於有關期間內行使本公司一切權力，以發行、配發及處置本公司之額外股份，並作出或授予可能須於有關期間內或有關期間結束後配發、發行或處置股份之售股建議、協議及購股權。除根據配售新股（根據股東於指定記錄日期之持股量按比例提呈發售股份，惟董事會可就零碎權益或在顧及香港以外任何地區之法例或當地認可之監管機構或證券交易所之規例所規定之限制或責任後作出彼等認為必須或恰當之豁免或其他安排）或任何購股權計劃或當時就向本公司及／或其任何附屬公司之行政人員及／或僱員授予或發行股份或可購入本公司股份之權利而採納之類似安排外，發行、配發、處置或同意有條件或無條件予以發行、配發或處置（不論根據購股權或以其他方式）之額外股份總面值不得超過本公司於通過本決議案當日已發行股本面值總額之20%，而上述批准須受相應限制；及

(ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meetings; and

(iii) 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”;

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

“THAT

(a) the exercise by the Directors during the Relevant Period of all the powers of the Company to issue, allot and dispose of additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or disposed of during or after the end of the Relevant Period be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of 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 recognised regulatory body or any stock exchange in any territory outside Hong Kong) or any option scheme 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, the total nominal amount of additional shares issued, allotted, disposed of or agreed conditionally or unconditionally to be issued, allotted or disposed of (whether pursuant to an option or otherwise) shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and

(b) 就本決議案而言，「有關期間」指本決議案通過之日至下列任何一項較早發生之日期：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 股東在股東大會通過普通決議案予以撤銷或修訂本決議案所授權力之日；及
- (iii) 本公司組織章程細則或任何適用法律規定本公司須舉行下屆股東週年大會期限屆滿之日。」；

7. 考慮並酌情通過（無論有否修訂）下列決議案為普通決議案：

「**動議**擴大根據上文第6項決議案授予本公司董事會於當時可行使本公司之權力以發行、配發或處置額外股份及作出或授予或需行使該項權力之售股建議、協議及購股權之一般性權力至包括自本公司董事會根據上文第5項決議案所獲授予行使本公司權力以購回本身股份之一般性權力以來所購回之本公司股份面值總額，惟不得超過本公司於本決議案獲通過當日已發行股本面值總額之10%。」。

承董事會命
王俊明
公司秘書

香港特別行政區，二〇〇三年七月十七日

(b) 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 revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meetings; and
- (iii) 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.”;

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

“**THAT** the general mandate granted to the Directors of the Company pursuant to Resolution 6 above and for the time being in force to exercise the powers of the Company to issue, allot or dispose of additional shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by total nominal amount of shares in the capital of the Company repurchased by the Company since the granting of such general mandate referred to in the above Resolution 5 pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares, provided that such amount 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
Wong Chun Ming
Company Secretary

HKSAR, 17 July 2003

附註：

- (a) 股份過戶登記手續將於二〇〇三年八月二十五日(星期一)至二〇〇三年八月二十八日(星期四)(首尾兩天包括在內)暫停辦理。為確定合資格獲派發擬派之股息，所有股份過戶文件連同有關股票須於二〇〇三年八月二十二日(星期五)下午四時三十分前送達本公司之香港股份過戶登記處登捷時有限公司，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。
- (b) 凡有權出席上述大會及投票之股東，均有權委派一位代表或(如持有兩股或以上之股份)多位代表出席，並於投票表決時代其投票。受委代表毋須為本公司之股東。
- (c) 代表委任表格連同經簽署之授權書或其他授權文件(如有)或經由公證人簽署證明之該等授權書或授權文件副本，須於該大會指定舉行時間48小時前送達本公司之香港股份過戶登記處登捷時有限公司，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。

Notes:

- (a) The register of members will be closed from 25 August 2003 (Monday) to 28 August 2003 (Thursday), both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed dividends, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Tengis Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:30 pm on 22 August 2003 (Friday).
- (b) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or (if holding two or more shares) proxies to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company.
- (c) 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 such power or authority, must be lodged with the Company's Share Registrars in Hong Kong, Tengis Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.