

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 Unit B8, 6/F., Block B, Hoplite Industrial Centre, 3-5 Wang Tai Road, Kowloon Bay, Hong Kong on Thursday, 28 August 2003 at 10:30 a.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 31 March 2003.
2. To re-elect three directors, to fix the number of directors to twelve and to authorise the Board of Directors to fix the remuneration of the directors.
3. To appoint Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period of all powers of the Company to allot or issue shares of the Company and to make and grant offers, agreements and options which 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;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make and grant offers, agreements and options which might require shares to be allotted, issued or disposed of after the end of the Relevant Period;

茲通告本公司定於二零零三年八月二十八日（星期四）上午十時三十分假座香港九龍灣宏泰道3-5號合力工業中心B座6樓B8室召開股東週年大會，討論以下事項：

- 一、省覽及通過截至二零零三年三月三十一日止年度之經審核財務報告與董事會及核數師報告書。
- 二、選舉三位董事，固定董事人數為十二位，並授權董事會釐定董事酬金。
- 三、委聘下年度核數師並授權董事會釐定其酬金。
- 四、作為特別事項，考慮並如認為適當即通過或經修訂後通過下列決議案為普通決議案：

「動議：

- (甲)在本決議案(丙)段之限制下，一般性及無條件批准本公司董事會於有關期間內行使本公司全部權力，以便配發或發行本公司之股份，並作出及授予可能需要於有關期間或結束後配發、發行或處理股份之售股建議、協議及期權；
- (乙)在本決議案(甲)段所述之批准將授權本公司董事會於有關期間內作出及授予需於有關期間結束後配發、發行或處理股份之售股建議、協議及期權；

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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 of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a rights issue; (ii) the share option scheme; (iii) the exercise of the subscription rights under the terms of any warrants issued by the Company; and (iv) any issue of shares of the Company as scrip dividends pursuant to the Bye-Laws of the Company shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of this Resolution and the said approval shall be limited accordingly; and

(d) for the propose 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 law or the Company's Bye-Laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company in general meeting; and

"Rights Issue" means an offer open for a period fixed by the Directors of the Company to holders of shares on the Company's register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary

(丙) 除根據(i)配售新股、(ii)股份期權計劃、(iii)本公司發行之任何認股權證之條款而行使之認購權，及(iv)依照本公司之公司細則就以股代息計劃發行之本公司股份外，本公司董事會根據本決議案(甲)段之批准而配發或同意有條件或無條件配發(不論根據期權或以其他方式)之股本面值總額，不得超過本公司於本決議案通過日期之已發行股本面值總額百分之二十，而此項批准將受到相應限制；及

(丁) 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為止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 按法例或本公司之公司細則規定本公司召開下屆股東週年大會之期限屆滿時；及
- (iii) 本公司股東於股東大會通過普通決議案撤回或修訂本決議案時；及

「配售新股」指本公司董事會於指定期間向本公司股東名冊內於指定記錄日期所登記之股份持有人按其當時持股比例建議配售新股(惟本公司董事會有權就零碎股份，或適用

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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, any territory applicable to the Company).”

By Order of the Board
Au-Yeung Wai Hung
Company Secretary

Hong Kong, 17 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, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Registrar in Hong Kong, Tengis Limited at Ground Floor, 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.
3. The Register of Members will be closed from 26 August 2003 to 28 August 2003, both dates inclusive, during which period no transfer of shares will be effected.

於本公司之任何地區法律或任何認可管制機構或證券交易所之規定所引致之任何限制或責任，而必需或權宜取消股份持有人在此方面之權利或作出其他安排)。」

承董事會命
歐陽偉洪
公司秘書

香港，二零零三年七月十七日

附註：

1. 凡有權在以上通告所召開之大會出席及投票之股東均可委派一位或多位代表出席，並於按股數表決時代其投票，受委派之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（如有）或其他授權文件（如有）或經公證人簽署證明之授權書或授權文件副本，須於大會指定召開時間四十八小時前送達本公司在香港之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。
3. 本公司之股份過戶登記處將由二零零三年八月二十六日至二零零三年八月二十八日（包括首尾兩天）期間暫停辦理股份過戶手續，在此期間內，股份不能過戶。