

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

MILLENNIUM SENSE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Millennium Sense Holdings Limited (the "Company") will be held at Banquet Room 3, Ground Floor, City Garden Hotel, North Point, Hong Kong on 24 November 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 the auditors for the year ended 30 June 2003.
2. To elect retiring directors and to authorize the board of directors to fix their remuneration.
3. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
4. As special business, to consider, and if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:-

A. "THAT:-

- (a) subject to paragraph (c), the exercise by the directors of the Company 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 authorize 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;

* for identification propose only

千禧智慧控股有限公司*

(於百慕達註冊成立之有限公司)

茲通告千禧智慧控股有限公司(「本公司」)謹訂於二零零三年十一月二十四日上午十時正假座香港北角城市花園酒店大堂宴會廳3號舉行股東週年大會，討論下列事項：—

- 一、省覽截至二零零三年六月三十日止年度之經審核財務報表與董事會報告書及核數師報告。
- 二、選舉退任董事及授權董事會釐訂其酬金。
- 三、重新委任核數師及授權董事會釐訂其酬金。
- 四、作為特別事項處理，考慮及酌情通過(不論有否修訂)下列議案為普通決議案：—

A. 「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於有關期間行使本公司一切權力以配發、發行及處理本公司股本中之額外股份，並批准本公司董事作出或授予可能須行使該等權力之售股建議、協議及購股權；
- (b) 上文(a)段之批准並授權本公司董事於有關期間作出或授予可能須於有關期間後行使該等權力之售股建議、協議及購股權；

* 僅供識別

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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), 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% 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 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 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 of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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 law of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

(c) 本公司董事根據上文(a)段之批准所配發或同意有條件或無條件配發(不論其為依據購股權或其他方式所配發者)之股本總面值(配售新股或行使根據本公司購股權計劃之購股權所配發者除外)不得超過本公司於決議案通過日期之已發行股本總面值20%，而上述批准亦受此限制；及

(d) 就本決議案而言：—

「有關期間」乃指由本決議案通過之日起至下列三者之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 依照本公司之公司細則或任何適用法例規定本公司下屆股東週年大會須予舉行之期限屆滿之日；及
- (iii) 本公司股東在股東大會上以普通決議案修改或撤回本決議案之日。

「配售新股」指本公司董事於指定期間，向指定紀錄日期股東名冊所載之股份持有人，按其當時持股比例配售新股之建議(惟本公司董事有權就零碎股權，或在考慮任何本港以外之法例，或任何認可管制機構或證券交易所之規定所產生之限制或責任後，而必須或權宜取消此等權利或作出其他安排)。

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B. "THAT":–

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, 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 purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% 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 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 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) 一般性及無條件批准本公司董事在有關期間，根據所有適用之法例行使本公司之一切權力，購回本公司之股份；
- (b) 本公司依據上文(a)段之批准可在有關期間購回之本公司股份總面值不得超過本公司於本決議案通過日期之已發行股本總面值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」乃指由本決議案通過之日起至下列三者之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 依照本公司之公司細則或任何適用法例規定本公司下屆股東週年大會須予舉行之限屆滿之日；及
- (iii) 本公司股東在股東週年大會上以普通決議案修改或撤回本決議案之日。」

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- C. "THAT conditional upon resolution nos. 4A and 4B 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. 4B 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. 4A above."

By Order of the Board

SHER Tak Chi

Chairman

Hong Kong, 24 October 2003

Principal Office:

Flat D, 19th Floor

Wah Ha Factory Building

8 Shipyard Lane

Quarry Bay

Hong Kong

Notes:-

- (1) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's principal office in Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (2) The Register of Members of the Company will be closed from 18 November 2003 to 24 November 2003, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the forthcoming Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrars, Tengis Limited of Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:00 p.m. on 17 November 2003.

- C. 「動議待上文第四A及四B項決議案獲通過後，本公司根據上文第四B項決議案所述授權董事購回本公司股本中之股份數目之總面值，須加於本公司董事根據上文第四A項決議案配發或同意有條件或無條件配發之股本總面值。」

承董事會命

主席

余德志

香港，二零零三年十月二十四日

主要辦事處：

香港

鯉魚涌

船塢里8號

華廈工業大廈

19樓D座

附註：-

- (1) 凡有權出席上述通告召開之大會及於會上投票之任何股東均可委任代表出席及代其投票。受委代表毋須為本公司股東。代表委任表格連同委任人已簽妥之授權書或其他授權文件（指如有而言）或由公證人簽署證明之授權書或授權文件副本，須於大會或其任何續會舉行時間四十八小時前交回本公司在香港之主要辦事處，方為有效。
- (2) 本公司將於二零零三年十一月十八日至二零零三年十一月二十四日（包括首尾兩天）暫停股東登記，在該期間不會辦理股份過戶登記。如欲符合出席即將舉行之股東週年大會之資格，各股東須於二零零三年十一月十七日下午四時前將所有過戶文件連同有關股票交回本公司之香港股份過戶登記分處登捷時有限公司，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。