

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company will be held at Chater Rooms 3 and 4, Basement 3, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 4 May 2004 at 2:30 p.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 December 2003.
2. to re-elect directors and to fix the remuneration of directors.
3. to re-appoint auditors and to authorise the board of directors to fix their remuneration.
4. as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

(A) "THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and 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 is hereby generally and unconditionally approved;

**茲通告**本公司謹訂於二零零四年五月四日(星期二)下午二時三十分假座香港銅鑼灣怡和街八十八號富豪香港酒店低座三樓聚賢廳三及四室舉行股東週年大會處理下列事項：

1. 省覽及考慮截至二零零三年十二月三十一日止年度之經審核綜合財務報告與董事局報告書及核數師報告書。
2. 重選董事及釐定董事酬金。
3. 續聘核數師及授權董事局釐定其酬金。
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：

### 普通決議案

(A) 「動議：

- (a) 在本決議案(b)段之規限下，一般及無附帶條件批准本公司董事於有關期間(定義見下文)內行使本公司所有權力，以遵循及按照所有適用之法例及不時修訂之香港聯合交易所有限公司(「聯交所」)證券上市規則或任何其他證券交易所之規定，購回本公司於聯交所或經由香港證券及期貨事務監察委員會及聯交所就此認可而於任何其他證券交易所上市之股份；

- (b) the amount of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period, shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the date of 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 date on which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in a general meeting.”

(b) 本公司於有關期間根據本決議案(a)段之批准授權購回之股份之數額將不得超過本決議案獲通過當日本公司已發行股本面值總額之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」乃指通過本決議案之日起至下列任何較早之日期止之期間：

(i) 本公司下屆股東週年大會結束；

(ii) 本公司之公司細則或任何適用之法例規定本公司須舉行下屆股東週年大會期限屆滿之日；及

(iii) 本公司之股東於股東大會上通過普通決議案撤銷或修訂本決議案所述之授權之日。」

(B) “**THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) 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 (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(B) 「**動議：**

- (a) 在本決議案(c)段之規限下，一般及無附帶條件批准本公司董事於有關期間(定義見下文)內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要行使該等權力之售股建議、協議及認股權(包括可轉換為本公司股份之債券、認股權證及債權證)；

- (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined);
  - (ii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; or
  - (iii) an issue of shares as scrip dividends pursuant to the Bye-Laws of the Company from time to time,
- shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (b) 在本決議案(a)段之批准將授權本公司董事於有關期間內作出或授出可能需要於有關期間結束後行使該等權力之售股建議、協議及認股權(包括可轉換為本公司股份之債券、認股權證及債權證)；
- (c) 本公司董事根據本決議案(a)段之批准而配發或同意有附帶條件或無附帶條件配發(不論根據認股權或以其他方式)及發行之股本面值總額，但不包括：
- (i) 配售新股(定義見下文)；
  - (ii) 依據本公司任何認股權證或可轉換為本公司股份之證券之條款而行使認股權或換股權而發行之本公司股份；或
  - (iii) 依據本公司不時之公司章程細則就以股代息而發行之本公司股份，
- 不得超過本決議案獲通過當日本公司已發行股本面值總額之20%，而上述批准亦須受此限制；及

(d) for the purpose of this Resolution, “Relevant Period” means the period from the date of 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 date on which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in a general meeting; and

“Rights Issue” means the allotment, issue or grant of shares pursuant to an offer of shares opened for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares 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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

(d) 就本決議案而言，「有關期間」乃指通過本決議案之日起至下列任何較早之日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 本公司之公司細則或任何適用之法例規定本公司須舉行下屆股東週年大會期限屆滿之日；及
- (iii) 本公司之股東於股東大會上通過普通決議案撤銷或修訂本決議案所述之授權之日；及

「配售新股」乃指本公司董事於指定期間內根據於指定記錄日期名列本公司股東名冊之股東按彼等於當日之持股比例配售股份（惟本公司董事有權就零碎股權或適用於本公司之香港以外任何地區之法例限制或責任或其任何認可監管機構或任何證券交易所之規定，作出其認為必要或權宜之豁免或其他安排）而配發、發行或授予股份。」

(C) “**THAT** subject to the passing of Ordinary Resolutions 4(A) and 4 (B) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution 4 (B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution 4(A) set out in the notice convening this meeting, provided that such amount of shares shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By Order of the Board  
**Chan Tin Wai, David**  
 Company Secretary

Hong Kong, 17 March 2004

Notes:

1. A member of the Company who is the holder of two or more shares and who is entitled to attend and vote at the annual general meeting is entitled to appoint more than one proxy to attend and vote, on a poll, on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Standard Registrars Limited at 28/F., BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof.
3. A form of proxy for use at the annual general meeting and a circular containing details regarding the proposed general mandates to directors of the Company to repurchase share and issue shares of the Company under resolutions (A) to (C) will be despatched to the shareholders of the Company together with the 2003 annual report of the Company.

(C) 「**動議**待本大會通告第4(A)及第4(B)項普通決議案獲通過後，藉加入相當於本公司根據第4(A)項普通決議案授予之權力購回之本公司股本中之股份面值總額之數額，以擴大本公司董事根據本大會之通告所載第4(B)項普通決議案之權力配發、發行及處理額外股份之一般授權；惟該購回股份數額不得超過本決議案獲通過當日本公司已發行股本面值總額之10%。」

承董事局命  
**陳天衛**  
 公司秘書

香港，二零零四年三月十七日

附註：

1. 凡持有兩股或以上股份及有權出席股東週年大會並於會上投票之持有人，均有權委派一名或多名代表出席大會，並於點票表決時代其投票，受委代表毋須為本公司之股東。
2. 代表委任表格連同簽署人之授權書或其他授權文件(如有)或經公證人簽署證明之授權書或授權文件副本，須於股東週年大會或其任何續會指定舉行時間48小時前送達本公司之香港股份過戶登記分處標準證券登記有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心28樓，方為有效。
3. 適用於股東週年大會之代表委任表格以及載有關於上述第(A)至(C)項決議案建議授予本公司董事購回及發行本公司股份之一般授權之詳情而刊發之通函將連同本公司二零零三年年報一併寄發予本公司股東。