

茲通告本公司訂於二零零四年四月三十日(星期五)上午十時三十分假座香港九龍尖沙咀東部麼地道七十二號日航酒店花園廳A-B舉行股東週年大會，藉以討論下列事項：

普通事項

- 一、省覽截至二零零三年十二月三十一日止年度之經審核財務賬項暨董事會及核數師報告書；
- 二、宣佈派發截至二零零三年十二月三十一日止年度之末期股息；
- 三、重選退任之董事及授權董事會釐定董事酬金；
- 四、續聘核數師及授權董事會釐定彼等之酬金；及

特別事項

考慮並酌情通過(不論有否修訂)下列決議案為普通決議案：

五、「動議」：

- (a) 在本決議案(b)段之限制下，一般及無條件批准本公司董事會根據一切適用法例及不時修訂之香港聯合交易所有限公司(「聯交所」)證券上市規則之規定，於有關期間(定義見下文)內行使本公司一切權力，在聯交所或證券及期貨事務監察委員會與聯交所就此方面認可之任何其他證券交易所購回本公司證券；

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Garden Room A-B, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 30 April 2004 at 10:30 a.m. for the following purposes:

As Ordinary Business

1. To receive and consider the audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2003;
2. To declare the final dividend for the year ended 31 December 2003;
3. To re-elect the retiring Directors and to authorise the Board of Directors to fix the Directors' remuneration;
4. To re-appoint Auditors of the Company and to authorise the Board of Directors to fix their remuneration; and

As Special Business

To consider and, if thought fit, to pass with or without amendments the following Resolutions as ordinary resolutions:

5. "THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange recognised, for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) 根據以上(a)段所賦予之批准可予本公司購回之股份面值總額，將不得超過本公司於此項決議案通過日期之已發行股本面值總額百分之十，而上文之批准應以此為限；及

(b) the aggregate nominal amount of shares of the Company which may be purchased by the Company pursuant to paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and

(c) 就本決議案而言：

(c) for the purpose of this resolution:

「有關期間」指由本決議案通過之日至下列最早時間止之期間：

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) 本公司下屆股東週年大會結束之時；

(i) the conclusion of the next annual general meeting of the Company;

(ii) 依照法例規定本公司須舉行下屆股東週年大會之期限屆滿之日；及

(ii) the expiration of the period within which the next annual general meeting of the Company is required by laws to be held; and

(iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂此決議案。」

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

六、**「動議」：**

6. **“THAT:**

(a) 在本決議案(c)段之限制下，一般及無條件批准本公司董事會於有關期間(定義見下文)內行使本公司一切權力，以配發、發行及其他方式處置本公司股本中之額外股份，並批准本公司董事訂立或授予或須行使或可能須行使須於有關期間內或屆滿後，根據適用之法律行使該等權力之售股建議、協議及認股權(包括認股權證、債券及可兌換本公司股份之債券證)；

(a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) 上文(a)段所賦予之批准授權本公司董事會於有關期間(定義見下文)內訂立或授予或須於有關期間屆滿後行使該等權力之售股建議、協議及認股權(包括認股權證、債券及可兌換本公司股份之債券證)；
- (c) 本公司董事會依據上文(a)段批准配發或有條件或無條件同意配發(不論根據認股權或其他事項)之股本面值總額(不包括根據(i)配售股份(定義見下文)；(ii)本公司根據因行使本公司之認股權證或可兌換本公司股份之證券之認購權或換股權；(iii)根據本公司當時之公司細則發行代息股份等情況所配發之股份；或(iv)根據本公司當時獲採納之任何購股權計劃或任何類似安排所發行之股份)，不得超過本公司於通過此決議案之日已發行股本面值總額百分之二十，而上文所述之批准亦須受此數額限制；及
- (d) 就本決議案而言：
- 「有關期間」指由本決議案通過之日至下列最早時間止之期間：
- (i) 本公司下屆股東週年大會結束之時；
- (ii) 依照法例規定本公司須舉行下屆股東週年大會之期限屆滿之日；及
- (iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂此決議案。
- (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 (including warrants, bonds and debentures convertible into shares of the Company) which 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) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) an issue of shares upon the exercise of subscription rights or conversion rights under any warrants of the Company or any securities of the Company which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted of the Company, shall not exceed 20 per cent., of the 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 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 laws 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.

「配售股份」乃指在本公司董事會所指定之期間內，根據售股建議向指定記錄日期名列本公司股東名冊之股份持有人或任何類別股份持有人，按其當時持股比例或股份種類配發、發行或授予股份之建議（惟董事會有權在必須或權宜時就零碎股權或香港以外任何地區之法例所規定限制或責任或任何認可監管機構或證券交易所之規定，取消若干股份持有人在此方面之權利或其他安排）。

“Rights Issue” means the allotment, issue or grant of shares pursuant to an offer open for a period fixed by the Directors of the Company to holders of shares or any class thereof on the register of holders of shares of the Company on a fixed record date pro rata to their then holdings of such shares or class thereof (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 of any stock exchange in, any territory outside Hong Kong).”

七、**「動議**上文第五項及第六項決議案獲正式通過後，將本公司依據上文第五項決議案購回之股份面值總額，加於本公司董事會根據上文第六項決議案可配發或同意有條件或無條件發行及配發之股份面值總額，惟該等額外之總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百分之十。」

7. **“THAT** conditional upon the passing of resolution nos. 5 and 6 above, the aggregate nominal amount of the shares which shall have been repurchased by the Company pursuant to and in accordance with resolution no. 5 above shall be added to the aggregate nominal amount of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to and in accordance with resolution no. 6 above, provided that such additional amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

承董事會命
公司秘書
謝日康

By Order of the Board
Tse Yat Hong
Company Secretary

香港，二零零四年三月二十六日

Hong Kong, 26 March 2004

附註：

1. 本年報隨附大會適用之代表委任表格。
2. 遵照本公司公司細則之規定，凡有權出席大會並於會上投票之股東，均可委任一名或以上之委任代表出席大會，並於表決時代其投票。受委任之代表毋須為本公司股東。
3. 代表委任表格連同經簽署之授權書或其他授權文件或經公證人簽署證明之授權書或授權文件副本，必須於大會(或其任何續會)指定舉行時間四十八小時前送達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。填妥及交回代表委任表格後，閣下仍可親身出席大會(或其任何續會)，並於會上投票。
4. 委任代表之文件必須由閣下或閣下正式書面授權之代理人親筆簽署；或如股東為一家公司，則須加蓋公司印鑑或由高級職員或正式授權之代理人親筆簽署。

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead in accordance with the Company's By-laws. A proxy need not be a member of the Company but must be present in person to represent the member.
3. To be valid, a form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be lodged with the branch share registrars of the Company in Hong Kong, Tengis Limited at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the meeting or any adjournment thereof should they so wish.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.