

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Chi Cheung Investment Company, Limited (the “**Company**”) will be held at Salon 6 (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 18th May, 2004, at 10:30 a.m. for the following purposes:

As Ordinary Business

1. To receive and consider Audited Financial Statements, Directors’ Report and Auditors’ Report for the year ended 31st December, 2003.
2. To re-elect retiring Director and to authorise the Directors to fix the remuneration of the Directors.
3. To re-appoint Auditors and to authorise the Directors to fix the remuneration of the Auditors.

As Special Business

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase issued shares of HK\$0.01 each in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;

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茲通告至祥置業有限公司(「本公司」)謹訂於二零零四年五月十八日(星期二)上午十時三十分假座香港金鐘道88號太古廣場香港JW萬豪酒店三樓宴會廳召開股東週年大會，議程如下：

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報表、董事會報告書及核數師報告書。
- 二、重選退任董事並授權董事會釐定董事酬金。
- 三、續聘核數師並授權董事會釐定核數師酬金。

特別事項

- 四、考慮並酌情通過(無論有否修訂)下列決議案為本公司之普通決議案：

「**動議:**

- (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根據適用之法律及香港聯合交易所有限公司證券上市規則(經不時修訂)之規定並在其規限下，於有關期間內行使本公司一切權力以購回本公司已發行股本中每股面值0.01港元之已發行股份；
- (b) (a)段所述之批准乃給予本公司董事會其他授權以外之額外授權，藉此董事會可代表本公司於有關期間內促使本公司以董事會決定之價格購回其股份；

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(c) the aggregate nominal amount of the shares which are authorised to be purchased by the Directors of the Company pursuant to the approval in paragraph (a) 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, and the said authority shall be limited accordingly; and

(d) 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law and/or the Company’s Articles of Association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, 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, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

(c) 本公司董事會根據 (a) 段所述之批准而獲授權購回之股份面值總額，不得超過本公司於本決議案通過日期已發行股本面值總額 10%，而上文所述之授權亦須受此數額限制；及

(d) 就本決議案而言：

「有關期間」指由本決議案通過日期起至下列最早期限止期間：

- (i) 本公司下屆股東週年大會結束；或
- (ii) 依照法律及 / 或本公司之組織章程細則規定本公司須召開下屆股東週年大會之期限屆滿；或
- (iii) 本決議案所述之授權經本公司在股東大會通過普通決議案予以撤銷或更改之日。」

五、考慮並酌情通過（無論有否修訂）下列決議案為本公司之普通決議案：

「**動議：**

- (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內行使本公司一切權力，配發、發行及處理本公司股本中之額外股份，以及訂立或授予可能需行使該等權力之售股建議、協議、期權及交換或轉換股份之權利；
- (b) (a) 段所述之批准乃給予本公司董事會其他授權以外之額外授權，藉此本公司董事會可於有關期間內訂立或授予可能需於有關期間屆滿後行使該等權力之售股建議、協議、期權及交換或轉換股份之權利；

(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 granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) the exercise of the options granted under any share option scheme adopted by the Company, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, 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 this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as those ascribed to it under the resolution set out in paragraph 4(d) of the notice convening the Meeting of which this resolution forms part; and

“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 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

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

“**THAT** conditional upon the passing of the resolution nos. 4 and 5 as set out in the notice convening the Meeting of which these resolutions form part, the general mandate granted to the Directors of the Company pursuant to the resolution no. 5 as set out in the notice convening the Meeting of which this resolution forms part be and is hereby

(c) 本公司董事會依據 (a) 段所述之批准配發或有條件或無條件同意配發（不論根據期權或其他事項）之股本面值總額（除根據 (i) 配售新股或 (ii) 本公司採納之購股權計劃授出之購股權獲行使或 (iii) 任何以股代息計劃或類似安排以便根據本公司之組織章程細則配發股份以代替全部或部份本公司股份股息之情況外），不得超過本公司於本決議案通過日期已發行股本面值總額 20%，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」具備載於召開本大會通告（本決議案為其中一部份）第四 (d) 項決議案所賦予該詞語之涵義。

「配售新股」乃指於本公司董事會所指定之期間內，向於指定記錄日期名列股東名冊之股份持有人，按其當時持股比例配售股份之建議（惟本公司董事會有權在必要或適當時就零碎股權或有關司法轄區之法例所定之限制或責任，或香港以外任何地區之任何認可管制機構或任何證券交易所之規定，取消若干股份持有人在此方面之權利或作出其他安排）。

六、考慮並酌情通過（無論有否修訂）下列決議案為本公司之普通決議案：

「**動議**在通過載於召開本大會通告（本決議案為其中一部份）之第四及第五項決議案後，藉加入相當於根據載於召開本大會通告（本決議案為其中一部份）之第四項決議案授予本公司權力以購回本公司股本面值總額

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extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company under the authority granted pursuant to the resolution no. 4 as set out in the notice convening the Meeting of which this resolution forms part, provided that such amount 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 this resolution.”

7. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT** the existing Articles of Association of the Company be and are hereby amended in the following manner:

- (a) by deleting the definition of “associate” in Article 2 in its entirety and replacing it with the following new definition:

““associate” shall have the meaning as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;”;

- (b) by adding a new definition of “clearing house” in Article 2 after the definition of “Chairman”:

““clearing house” a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);”;

- (c) by adding the following sentence into Article 78 after the words “.....this Article as paid up on the share” but before the words “On a poll a member entitled to more than one vote”:

“Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a member of the Company which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.”;

之數額，以擴大根據載於召開本大會通告（本決議案為其中一部份）之第五項決議案所授予本公司董事會一般授權，惟擴大之數額不得超過本公司於本決議案通過日期已發行股本面值總額10%。」

- 七、考慮並酌情通過下列決議案為本公司之特別決議案：

「**動議**以下列方式修訂本公司之現有組織章程細則：

- (a) 完全刪除章程細則第2條中「聯繫人」之定義，並以下列新定義取代：

「「聯繫人」指香港聯合交易所有限公司證券上市規則所界定之聯繫人」；

- (b) 於章程細則第2條中「主席」之定義後加入「結算所」之新定義：

「「結算所」指香港法例第571章證券及期貨條例所指之認可結算所」；

- (c) 在章程細則第78條中「.....本章程細則一如繳足股份」之字句後但於「於投票時股東有權投出超過一票.....」之字句前加入下列句子：

「儘管組織章程細則所載之任何規定，倘身為結算所（或其代名人）之本公司股東委任一名以上之委任代表，該等委任代表於舉手表決時各自應有一票。」；

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(d) by adding the following new Article 82(c) immediately after Article 82(b):

“(c) Where any shareholder is, under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”;

(e) by adding the following Article 89A after Article 89:

“89A. If a clearing house (or its nominee(s)), being a corporation, is a member or warrant holder of the Company, it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of members and/or warrant holders’ meeting of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares and/or warrants in respect of which each such person is so authorised. Each person so authorised under this provision shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares and/warrants of the Company held by the clearing house (or its nominee(s)) including the right to vote individually on a show of hands.”;

(f) by deleting Article 100(h) in its entirety and replacing it with the following new Article 100(h):

(d) 在章程細則第 82(b) 條後加入以下新章程細則第 82(c) 條:

「(c) 根據香港聯合交易所有限公司證券上市規則，倘任何股東必須就任何個別決議案放棄投票，或受限制只可投票贊成或反對任何特定決議案，則在違反該規定或限制之情況下由該股東作出或代表該股東作出之投票，均不會獲點算。」;

(e) 於章程細則第 89 條後加入以下章程細則第 89A 條:

「89A. 身為結算所（或其代名人）（為一間公司）之本公司股東或認股權證持有人，可透過其董事或其他管治機構提出之決議案或授權書，授權其認為合適之人士於本公司任何會議或本公司任何類別股東之任何會議及 / 或認股權證持有人會議出任其代表，惟倘授權一位以上之人士，授權書必須列明獲授權之該等人士各自所代表之股份及 / 或認股權證之數目及類別。按照此規定獲授權之人士將有權代表該結算所（或其代名人）行使同等權利及權力（包括有權於舉手表決時個別投票），猶如該名人士乃結算所（或其代名人）持有之本公司股份及 / 或認股權證之登記持有人。」;

(f) 完全刪除章程細則第 100(h) 條，並以下列新章程細則第 100(h) 條取代:

“(h) Save as otherwise provided by the Articles, a Director shall not vote (or be counted in the quorum at a meeting) on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or any of his associates has a material interest, but this prohibition shall not apply to any of the following matters:

(i) the giving of any security or indemnity either:—

(a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

(iii) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that

「(h) 除組織章程細則另有規定外，董事無權就該董事或其任何聯繫人擁有重大利益之任何合約或安排或任何其他建議之任何董事會決議案投票，亦不得計入考慮該合約或安排或任何其他建議之會議法定出席人數，但此限制並不適用於以下事宜：

(i) (a) 就董事或其聯繫人為本公司或其任何附屬公司的利益借出款項或作出承擔而向該董事或其聯繫人提供任何抵押或賠償保證；或

(b) 就董事或其聯繫人本身單獨或共同提供全部或部份擔保或賠償保證或提供抵押的本公司或其任何附屬公司的負債或承擔而向第三者提供任何抵押或賠償保證；

(ii) 任何有關提呈發售或有關由本公司提呈發售發行之或其創立或擁有權益的任何其他公司的股份或債券或其他證券以供認購或購買而董事或其聯繫人參與或將會參與發售建議的包銷或分包銷的任何建議；

(iii) 任何有關董事或其聯繫人直接或間接在其中擁有權益（不論以高級職員或行政人員或股東身份）或董事或其聯繫人在其中實益擁有股份（惟董事及其任何聯繫

company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;

(iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:—

(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or

(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;

(v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.'';

(g) by deleting Article 100(k) in its entirety and replacing it with the following Article 100(k):

人等並非在其中（或其藉以獲得有關權益的任何第三間公司）實益合共擁有任何類別已發行股份或投票權的5%或以上）的任何其他公司的建議；

(iv) 任何有關本公司或其附屬公司僱員利益的建議或安排，包括：

(a) 採納、修訂或實施任何董事或其聯繫人可從中受惠的僱員股份計劃或任何股份獎勵或優先認股計劃；或

(b) 採納、修訂或實施與本公司或其任何附屬公司董事或其聯繫人及僱員有關的公積金或退休金、死亡或傷殘津貼計劃，而其中並無給予董事或其聯繫人任何與該計劃或基金有關的人士一般未獲賦予之特權或利益；及

(v) 任何董事或其聯繫人只因其在本公司股份或債券或其他證券擁有的權益而與本公司股份或債券或其他證券的其他持有人以同一方式在其中擁有權益的合約或安排。」；

(g) 完全刪除章程細則第100(k)條，以下列章程細則第100(k)條取代：

“(k) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting and his ruling in relation to such other Director or his associate(s) shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman of the meeting or his associate(s), such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or his associate(s) as known to such Chairman has not been fairly disclosed to the Board. For the purposes of this paragraph and in relation to an alternate Director, an interest of his appointor or his associate(s) shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.”;

(h) by deleting Article 100(1) in its entirety;

(i) by deleting Article 105 in its entirety and replacing it with the following new Article 105:

“105. No person shall be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company at least seven days before the date of general meeting. Such period for lodgment of the notices shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting, provided that such period shall be at least seven days.”;

「(k) 倘任何董事會會議對董事（會議主席除外）或其聯繫人之權益之重大程度或任何董事（主席除外）是否有權投票或計入會議法定出席人數有任何疑問，而該等疑問並無因其自願同意放棄投票或不計入會議法定出席人數而得以解決，則該等疑問應由會議主席決定，而其對該其他董事或其聯繫人之裁決應為終局及定論，惟倘有關董事或據該董事所知其聯繫人之權益之性質或程度仍未公允披露予董事會則除外。倘上述之疑問乃與會議主席或其聯繫人有關，該等疑問應以董事會決議案決定（就此而言，該主席不得計入會議法定出席人數及不得對該決議案投票），而決議案應為終局及定論，惟倘該主席或據該主席所知其聯繫人之權益之性質或程度仍未公允披露予董事會則除外。就本段而言，關於替代董事，其委任人或其聯繫人之權益應被視為替代董事之權益，而不影響替代董事以其他方式擁有之任何權益。」;

(h) 完全刪除章程細則第 100(1) 條;

(i) 完全刪除章程細則第 105 條，並以下列新章程細則第 105 條取代:

「105. 除非在股東大會舉行日期最少七日前，向本公司發出有意提名任何人士膺選董事之書面通知及獲提名人士願意膺選之書面通知，否則任何人士均不得於任何股東大會上膺選董事。呈交該等通知之期間為指定進行董事選舉之股東大會通告發出後翌日起至該股東大會舉行日期前七日，惟該段期間不得短於七日。」;

NOTICE OF ANNUAL GENERAL MEETING

- (j) by deleting the words “special resolution” in the first line in Article 107 and inserting in its place the words “ordinary resolution”;
- (k) by deleting Article 162(b) in its entirety and replacing it with the following new Article 162(b):

“162(b) Every balance sheet of the Company shall be signed pursuant to the provisions of the Ordinance, and a copy of every balance sheet (including every document required by law to be annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors’ report and a copy of the Auditors’ report, shall not less than twenty-one days before the date of the meeting, be delivered or sent by post to the registered address of every member of, and every holder of debentures of, the Company and every person registered under Article 45 and every other person entitled to receive notices of general meetings of the Company provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.”;

and THAT any Director of the Company be and is hereby authorised to take such further action as he may, in his sole and absolute discretion thinks fit for and on behalf of the Company to implement the aforesaid amendments to the existing Articles of Association of the Company.”

8. To transact any other business.

By Order of the Board
Lam, Kwong-wai
Company Secretary

Hong Kong, 23rd March, 2004

股東週年大會通告

- (j) 刪除章程細則第 107 條第一行中「特別決議案」一詞，並以「普通決議案」取代；
- (k) 完全刪除章程細則第 162(b) 條，並以下列新章程細則第 162(b) 條取代：

「162(b) 本公司每份資產負債表須根據條例之條文簽署，而於本公司股東週年大會上提交本公司省覽之每份資產負債表（包括法例規定須附帶之所有文件）及損益賬之副本，連同董事會報告書及核數師報告書之副本，須不遲於大會舉行之日前二十一日送交或以郵遞方式寄往本公司所有股東及所有債券持有人之登記地址，及根據章程細則第 45 條登記之所有人士及有權收取本公司股東大會通告之其他人士，惟本項章程細則並無規定需向本公司不知其地址之任何人士或向超過一名股份或債券之聯名持有人寄發上述文件副本。」；

及動議授權本公司任何董事代表本公司採取其全權酌情認為合適之進一步行動，以實行上述本公司現有組織章程細則之修訂。」

- 八、處理其他事項。

承董事會命
公司秘書
林光蔚

香港，二零零四年三月二十三日

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more separate proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy in the prescribed 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 Company's registered office at 26th Floor, MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or at any adjournment thereof).
3. With respect to the resolution set out in resolution no. 4 of this notice, approval is being sought from shareholders of the Company for a general mandate to be given to the Directors to purchase shares of the Company in accordance with Section 49BA of the Companies Ordinance and/or The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").
4. With respect to the resolutions set out in resolution nos. 5 and 6 of this notice, approval is being sought from shareholders of the Company for general mandates to be given to the Directors to allot, issue and deal with shares of the Company in accordance with Section 57B of the Companies Ordinance and/or the Listing Rules.
5. A circular containing the information with respect to the resolution set out in resolution nos. 4 to 7 of this notice will be sent to the shareholders of the Company together with the 2003 Annual Report.

股東週年大會通告

附註：

- (一) 凡有權出席本大會投票之股東，均可委派一位或多位代表出席，並於以股數表決時代其投票。受委代表毋須為本公司股東。
- (二) 按指定格式擬備之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註冊辦事處，地址為香港灣仔告士打道三十八號美國萬通大廈二十六樓，方為有效。
- (三) 載於本通告第四項之決議案旨在徵求本公司股東批准給予董事會一般授權，以根據公司條例第49BA條及／或香港聯合交易所有限公司證券上市規則（「上市規則」）購回本公司之股份。
- (四) 載於本通告第五及第六項之決議案旨在徵求本公司股東批准給予董事會一般授權，以根據公司條例第57B條及／或上市規則配發、發行及處理本公司股份。
- (五) 一份載有本通告第四至第七項決議案有關資料之通函連同二零零三年年報寄發予本公司股東。