

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of CHINESE ESTATES HOLDINGS 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 11:00 a.m. for the following purposes:

### As Ordinary Business

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

### As Special Business

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 purchase issued shares of HK\$0.10 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;

## 股東週年大會通告

**茲 通 告** CHINESE ESTATES HOLDINGS LIMITED (「本公司」) 謹訂於二零零四年五月十八日(星期二)上午十一時正假座香港金鐘道 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財務報表、董事會報告書及核數師報告書。
- 二、 批准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、 重選退任董事並授權董事會釐定董事酬金。
- 四、 續聘核數師並授權董事會釐定核數師酬金。

### 特別事項

- 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 0.10 港元之股份；
- (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 approval 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 or the Company’s Bye-laws 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.”

6. 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) 依照法律或本公司之公司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。」

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：**

- (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 share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited, 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 Bye-laws 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 ascribed to it under resolution no. 5 as set out in the notice convening this 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 or any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

7. 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. 5 and 6 of the notice convening this meeting, the general mandate granted to the Directors of the Company pursuant to the resolution no. 6 of the notice convening this meeting be and is hereby 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. 5 of the notice convening this meeting, 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.”

(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) 香港聯合交易所有限公司批准之本公司購股權計劃或 (iii) 任何以股代息計劃或類似安排以便根據本公司之公司細則配發股份以代替全部或部分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) 第五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)。

七、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之第五及第六項決議案後, 藉加入相當於根據載於召開本大會通告之第五項決議案授予本公司權力以購回本公司股本面值總額之數額, 以擴大根據載於召開本大會通告之第六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%。」

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

“That the authorised share capital of the Company be and is hereby increased from HK\$310,000,000 divided into 3,100,000,000 shares of HK\$0.10 each to HK\$500,000,000 divided into 5,000,000,000 shares of HK\$0.10 by the creation of 1,900,000,000 new shares of HK\$0.10 each in the capital of the Company.”

9. To consider and, if thought fit, pass the following resolution as a Special Resolution for the Company:

“**THAT** the bye-laws of the Company (the “Bye-laws”) be and are hereby amended by:

- (a) adding the following definitions in Bye-law 1:–

““associates” in relation to any Director, shall have the meaning ascribed to it under the Listing Rules;”;

“Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);”;

- (b) deleting the definition of “recognised clearing house” in Bye-law 1 and substituting therefor the following new definition of “recognised clearing house”:

““recognised clearing house” shall mean a recognised clearing house as referred to in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised share depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;”;

- 八、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：

「動議藉增設 1,900,000,000 股本公司股本中每股面值 0.10 港元之新股，將本公司之法定股本由 310,000,000 港元（分為 3,100,000,000 股每股面值 0.10 港元之股份）增至 500,000,000 港元（分為 5,000,000,000 股每股面值 0.10 港元之股份）。」

- 九、考慮並酌情通過下列決議案為本公司之特別決議案：

「動議按下述方式修訂本公司之公司細則（「公司細則」）：

- (a) 於公司細則第 1 條加入下述定義：

「「聯繫人」指 上市規則所界定與任何董事有關之聯繫人；」；

「上市規則」指 香港聯合交易所有限公司證券上市規則（經不時修訂）；」；

- (b) 刪除公司細則第 1 條「認可結算所」之定義，並以下述「認可結算所」之新定義代替：

「「認可結算所」指 證券及期貨條例（香港法例第 571 章）所指之認可結算所，或本公司股份上市或報價之證券交易所所在之司法權區之法例認可之結算所或認可股份存託處；」；

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- (c) deleting the definition of “Hong Kong” in Bye-law 1 and substituting therefor the following new definition of “Hong Kong”:

““Hong Kong” shall mean the Hong Kong Special Administrative Region of the People’s Republic of China;”;

- (d) deleting the words “two months” in line 3 of Bye-law 15 and substituting therefor the words “the relevant time limit as prescribed in the Act or as The Stock Exchange of Hong Kong Limited may from time to time determine, whichever is shorter.”;

- (e) adding the following sentence into Bye-law 85 after the sentence “A member may appoint more than one proxy to attend on the same occasion.”:

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

- (f) adding the following as a new Bye-law 80(A) immediately after Bye-law 80 and adding the words “Votes cast in contravention of the Listing Rules” as a marginal note to Bye-law 80(A):

“80.(A) Where any shareholder is, under the Listing Rules, 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.”;

- (g) deleting the existing Bye-law 102(A)(ii) and (iii) and substituting therefor the following new Bye-law 102(A)(ii) and (iii):

- (c) 刪除公司細則第 1 條「香港」之定義，並以下述「香港」之新定義代替：

「「香港」指中華人民共和國香港特別行政區；」；

- (d) 刪除公司細則第 15 條第 3 行「兩個月」等字，並以「公司法或香港聯合交易所有限公司不時規定之有關時限（以較短者為準）」等字代替；

- (e) 在公司細則第 85 條「股東可委任超過一名代表出席同一會議。」等字句後，加入以下句子：

「儘管公司細則所載之任何規定，倘身為認可結算所（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。」；

- (f) 緊接公司細則第 80 條後加入下述之新公司細則第 80(A) 條，並加上「違反上市規則之投票」等字作為公司細則第 80(A) 條的邊旁備註：

「80.(A) 根據上市規則，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。」；

- (g) 刪除現有之公司細則第 102(A)(ii) 及 (iii) 條，並以下述之新公司細則第 102(A)(ii) 及 (iii) 條代替：

“(ii) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely: –

(a) the giving of any security or indemnity either:

(aa) 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

(bb) 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;

(b) 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;

(c) 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

「(ii) 董事無權就有關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建議之任何董事會決議案投票，假若其已投票則不予計算（亦不得計入有關決議案的法定人數內），但此限制並不適用於以下事宜：

(a) (aa) 就董事或其聯繫人為本公司或其任何附屬公司的利益或應本公司或其任何附屬公司之要求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

(bb) 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向第三者提供任何抵押或賠償保證；

(b) 任何有關提呈發售或有關由本公司提呈發售發行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銷的任何建議；

(c) 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

shares of that 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 associate(s) is derived) or of the voting rights;

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

(aa) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme involving the issue or grant of options over shares or other securities by the Company under which the Director or his associate(s) may benefit; or

(bb) 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; and

(e) 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.

(惟董事及其任何聯繫人等並非在其中(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;

(d) 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:

(aa) 採納、修訂或實施任何董事或其聯繫人可從中受惠, 涉及發行或授予可認購本公司股份或其他證券的認購權的僱員股份計劃或任何股份獎勵或優先認股計劃; 或

(bb) 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

(e) 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。

- (iii) A company shall be deemed to be a company in which a Director and/or any of his associates owns five (5) per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights of any class of shares of such company if and so long as (but only if and so long as) he and/or his associates is/are (either directly or indirectly) the holder of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company (or of any third company through which his/their interest is derived) or of the voting rights of any class of shares available to shareholders of the company. For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.”;
- (h) Adding the following as new Bye-law 102(A)(iv) and (v):
- “(iv) Where a company in which a Director and/or any of his associates holds five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights of any class of shares available to shareholders of the company is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.
- (v) 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) 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,
- (iii) 假如及只要董事及 / 或其聯繫人 (直接或間接) 持有或實益擁有一間公司 (或其藉以獲得有關權益的任何第三間公司) 任何類別股本或該公司股東之任何類別股份投票權百分之五 (5%) 或以上, 該公司即視為該董事及 / 或其聯繫人擁有該公司任何類別股本之已發行股份或該公司任何類別股份投票權百分之五 (5%) 或以上之公司。就本段而言, 董事或其聯繫人以被動或保管受託人身份持有而彼或彼等任何人士在當中並無實際權益之股份, 及董事或其聯繫人在當中享有之權益乃屬復歸或剩餘性質而有其他人可自其獲得收入之信託所包含之股份, 及董事或其聯繫人僅以單位持有人形式擁有權益之認可單位信託計劃所包含之股份不計算在內。」;
- (h) 加入下述之新公司細則第 102(A)(iv) 及 (v) 條:
- 「(iv) 當董事及 / 或其聯繫人持有其任何類別股本或其股東之任何類別股份投票權百分之五 (5%) 或以上之公司於某項交易擁有重大利益, 則該董事視為於該項交易擁有重大利益。
- (v) 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法定人數有任何疑問, 而該等疑問並無因其自願同意放棄投票或不予計入法定人數而得以解決,



such question shall be referred to the chairman 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 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.”;

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，該主席不得對該決議案投票或計入法定人數），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。」；

(i) Renumbering the existing Bye-law 102A(iv) and (v) as Bye-law 102A(vi) and (vii);

(i) 將現有之公司細則第 102A(iv) 及 (v) 條重編為公司細則第 102A(vi) 及 (vii) 條；

(j) Deleting the existing Bye-law 115 and substituting therefor the following new Bye-law 115:

(j) 刪除現有之公司細則第 115 條，並以下述之新公司細則第 115 條代替：

“115. 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. The period for lodgement of the notice required under this Bye-law 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.”; and

「115. 除非已經向本公司呈交表示有意提名任何人士膺選董事之書面通知連同獲提名人士表示願意膺選之書面通知，否則任何人士均不得於股東大會上膺選董事。按照此公司細則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日期前七日，惟該段期間不得短於七日。」；及

(k) Deleting the existing Bye-law 155(B) and substituting therefor the following new Bye-law 155(B):

(k) 刪除現有之公司細則第 155(B) 條，並以下列新公司細則第 155(B) 條代替：

## NOTICE OF ANNUAL GENERAL MEETING

## 股東週年大會通告

“155.(B) Every balance sheet of the Company shall be signed pursuant to the provisions of the Companies Act, and a printed 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 in general meeting, together with a printed copy of the Directors’ report and a printed 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 bye-law 45 and every other person entitled to receive notices of general meetings of the Company, provided that this bye-law 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 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/she may, in his/her sole and absolute discretion, think fit for and on behalf of the Company to implement the aforesaid amendments to the existing Bye-laws.”

10. To transact any other business.

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

Hong Kong, 29th March, 2004

Notes:

1. Any shareholder 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 shareholder of the Company.

「155.(B) 本公司每份資產負債表須根據公司法之條文簽署，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）及損益賬之印本，連同董事會報告書及核數師報告書之印本，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，及根據公司細則第 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，惟本項公司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，以實行上述現有公司細則之修訂。」

十、處理其他事項。

承董事會命  
公司秘書  
林光蔚

香港，二零零四年三月二十九日

附註：

- 一、凡有權出席本大會投票之股東，均可委派一位或以上之代表出席，及於以股數表決時代其投票。受委代表毋須為本公司股東。

## NOTICE OF ANNUAL GENERAL MEETING

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 principal office in Hong Kong 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 no. 5 of the notice, approval is being sought from Shareholders for a general mandate to be given to the Directors to purchase shares of the Company.*
4. *With respect to the resolution nos. 6 and 7 of the notice, approval is being sought from Shareholders for general mandates to be given to the Directors to allot, issue and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.*
5. *A circular containing the information with respect to the resolution nos. 5 to 9 of the notice will be sent to the Shareholders together with the 2003 Annual Report.*

## 股東週年大會通告

- 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）或經公證人證明之有關副本，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主要辦事處，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、 載於本通告第五項之決議案旨在徵求股東批准給予董事會一般授權，以購回本公司之股份。
- 四、 載於本通告第六及第七項之決議案旨在徵求股東批准給予董事會一般授權，以根據香港聯合交易所有限公司證券上市規則配發、發行及處理本公司股份。
- 五、 一份載有大會通告第五至第九項決議案有關資料之通函將連同二零零三年年報寄予股東。