

Notice of Annual General Meeting 股東週年大會通告

NOTICE IS HEREBY GIVEN that an annual general meeting of Silver Grant International Industries Limited (the "Company") will be held at Board Room I, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, the 20th day of May, 2004 at 10:15 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the Reports of the Directors and Auditors for the year ended 31st December, 2003.
2. To declare a final dividend.
3. To re-elect the retiring Directors and to fix the Director's fees.
4. To appoint auditors and to authorize the Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions:—

SPECIAL RESOLUTION

5. **"THAT** the Articles of Association of the Company be amended as follows:
 - (a) by deleting the definition of "associate" in Article 2 in its entirety and substituting therefor the following new definition and its marginal note:

" "associate" in relation to any Director, associate shall have the same meaning as defined in the Listing Rules;"

茲通告銀建國際實業有限公司(「本公司」)謹訂於二零零四年五月二十日(星期四)上午十時十五分假座香港灣仔港灣道一號香港君悅酒店會議廳一舉行股東週年大會，以處理下列事項：

1. 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及董事會與核數師報告。
2. 宣佈派發末期股息。
3. 重選即將告退之董事及釐定董事酬金。
4. 委聘核數師及授權董事會釐定其酬金。

作為特別事項，考慮並酌情通過(不論有否修訂)以下決議案：

特別決議案

5. **「動議**本公司組織章程細則修訂如下：
 - (a) 整項刪除第2條中「聯繫人士」之定義並以下文新定義及其邊位註釋取代：

「「聯繫人士」，就有 聯繫人士關任何董事而言，具上市規則所界定之涵義；」；

Notice of Annual General Meeting 股東週年大會通告

- (b) by inserting the following definition and its marginal note immediately after the definition of “dollars” in Article 2:

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

- (c) by deleting the words “Securities and Futures (Clearing Houses) Ordinance (Chapter 420 of the Laws of Hong Kong)” as appeared in the definition of “recognized clearing house” in Article 2 and substituting and replacing therefor the words “Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)”

- (d) by deleting the words “within two months after allotment or” as appeared in the second line of Article 15 and substituting therefor the words “within such period of time as may be prescribed by the Companies Ordinance or the Listing Rules”;

- (e) by deleting the word “only” in the first sentence of Article 36 and substituting therefor the words “or by machine imprinted or mechanically produced signature(s) as may be accepted by the Board under Article 37 below”;

- (b) 於第2條「元」之定義之後加插下文定義及其邊位註釋：

「上市規則」指香港 上市規則
聯合交易所所有
限公司證券上
市規則（經不
時修訂）；」；

- (c) 刪除第2條「認可結算所」定義中出現之「證券及期貨（結算所）條例（香港法律第420章）」等字，並以「證券及期貨條例（香港法律第571章）」等字取代。

- (d) 刪除第15條第二行「配發後兩個月內或」並以「公司條例或上市規則認可之有關期間內」文字取代。

- (e) 刪除第36條第一句中之「僅」字，代之以「或董事會根據下文第37條接納之機印或機製簽署」字眼；

Notice of Annual General Meeting 股東週年大會通告

- (f) by deleting Article 73 to its entirety and substituting therefor the following new Article and its marginal note:

“(73) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands):—

How questions are to be decided

- (a) a poll is demanded:

- (i) by the Chairman; or
- (ii) by at least three members present in person or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members having the right to vote at the meeting; or

- (f) 整項刪除第73條並以下文新章程及其邊位註釋取代：

「(73)於任何股東大會提交會議表決之決議案將以舉手投票方式表決，除非(在宣佈舉手表決結果時或以前)：

問題應如何解決

- (a) 經下述任何一方要求進行不記名投票表決：

- (i) 大會主席；或
- (ii) 至少三名親身或其委任代表出席並當時有權於會上投票之股東；或
- (iii) 一名或多名親身或其委任代表出席並佔總數不少於所有有權於會上投票之股東之總投票權十分之一之股東；或

(iv) by any member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all the shares conferring that right; or

(b) a poll is required under the provisions of the Listing Rules and/or any other applicable laws, rules and regulations.

Unless a poll be so demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”;

(g) by inserting the words “and subject to Article 78A below” after the words “any class or classes of shares” as appeared in the second line of Article 78;

(iv) 一名或多名親身或其委任代表出席並持有獲賦予權利於會上投票之股份之實繳股款總額不少於全部獲賦予該項權利之股東實繳股款總額十分之一之股東；或

(b) 根據上市規則條文及／或任何其他適用法例規則及規定須進行不記名投票。

除非正式要求不記名投票表決及不予撤回，否則主席宣佈決議案以舉手方式通過或一致或以某一大多數通過或不予通過，並登記於載述本公司大會紀錄之本公司名冊中，有關結果即為該事實之確證，而毋須提出投票贊成或反對該決議案之數目或比數之證明。」；

(g) 在第78條第二行「任何類別股份」後加上「並受下文第78A條規限」；

Notice of Annual General Meeting 股東週年大會通告

- (h) by inserting a new Article 78A and its marginal note immediately after the existing Article 78 as follows:

“78A Where any member is required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution under the Listing Rules and/or any applicable laws, rules and regulations as determined by the Company, any votes cast by or on behalf of such member in contravention of such requirement shall not be counted.”;

Voting in
contravention
of Listing
Rules.

- (i) by deleting Article 100(h) to 100(l) to their entirety and substituting therefor the following:

“(h) Save as otherwise provided by the Articles, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement in which he is or any of his associate(s) is to his knowledge materially interested, but this prohibition shall not apply to any of the following matters namely:—

- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of them or obligations incurred or undertaken by him or any of them for the benefit of the Company and any of its subsidiaries;

- (h) 在第78條之後加上新第78A條如下：

「78A條 倘有股東根據上市規則及／或任何適用法例、規則及規定而須迴避就任何特定決議案投票或受限制僅可投票贊成或反對任何特定決議案，則有關股東本身或其代表之投票而有違有關限制者不得點算入內。」；

與上市規則發生衝突時之投票。

- (i) 整項刪除第100(h)至100(l)條並以下文取代：

「(h) 除細則所規定外，董事不得就批准其本人或其任何聯繫人士享有重大權益之任何合約或安排之任何董事會決議案作出投票（或被計入法定人數內），但此項限制不適用於下列任何事項：

- (i) 就該董事或其任何聯繫人士借出之款項，或就該董事或其任何聯繫人士應本公司或其任何附屬公司之要求或為其利益而招致或承諾之責任，而向該董事或其聯繫人士提供抵押品或賠償保證之任何合約或安排；

Notice of Annual General Meeting 股東週年大會通告

- (ii) any contract or arrangement for the giving by the Company of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director has himself or any of his associate(s) has assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (iii) any contract or arrangement concerning an offer of the 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 any of his associate(s) is or is to be interested as a participant in the underwriting or sub-underwriting of the offer;
 - (iv) any contract or arrangement in which the Director or any of his associate(s) is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of the interest of the Director or any of his associate(s) in shares or debentures or other securities of the Company;
- (ii) 就該董事或其聯繫人士根據一項擔保或賠償保證或提供抵押品而單獨或共同承擔全部或部份責任之本公司或其任何附屬公司之債項或責任，而向第三者提供任何抵押品或賠償保證之任何合約或安排；
 - (iii) 任何有關提呈發售或有關由本公司提呈發售本公司或其創立或擁有權益之任何其他公司之股份或債券或其他證券提呈發售或購買，而董事或其任何聯繫人士參與或將會參與發售建議之包銷或分包銷之合約或安排；
 - (iv) 董事或其任何聯繫人士只因其本公司股份或債權證或其他證券擁有之權益而與本公司股份或債權證或其他證券之其他持有人以同一方式在其中擁有權益之合約或安排；

Notice of Annual General Meeting 股東週年大會通告

- (v) any contract, arrangement or proposal concerning any company in which the Director or any of his associate(s) is interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or any of his associate(s) is beneficially interested in shares of that company, provided that he and his associates are not beneficially interested in five per cent. or more of the equity share capital of such company (whether the interest of the Director or his associate(s) is derived through any third company) or of the voting rights available to members of such company;
- (vi) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or any of his associate(s) as such any privilege or advantage not accorded to the employees to which such scheme or fund relates; and
- (v) 董事或其任何聯繫人士只因作為職員或行政人員或股東直接或間接在其中擁有權益之任何公司，或董事或其任何聯繫人士實益擁有該公司股份之任何合約、安排或建議，惟該董事及其聯繫人士並非實益擁有該公司（不論董事或其聯繫人士之權益是否源自任何第三者公司）百分之五或以上之股本或該公司股東可享有之投票權；
- (vi) 為本公司或其附屬公司僱員之利益而訂立之建議或安排，包括採納、修訂或設立一項養老金或退休、死天或傷殘福利計劃（有關計劃均涉及本公司或其任何附屬公司或其聯營公司之董事（或其聯繫人士）及僱員，且並無給予董事或其聯繫人士任何與涉及該計劃或基金之僱員一般所無之優惠或利益）；

(vii) any proposal or arrangement concerning the adoption, modification or operation of any share scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of the employees of the Company or of any of its subsidiaries under which the Director or any of his associate(s) may benefit.

(i) A company shall be deemed to be a company in which a Director and his associate(s) own 5 per cent. or more if and so long as (but only if and so long as) they are (either directly or indirectly) the holders of or beneficially interested in 5 per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company. For the purpose of this paragraph there shall be disregarded any shares held by the Director and his associate(s) as bare or custodian trustee and in which they have no beneficial interest, any shares comprised in a trust in which the interest of the Director and his associate(s) is 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 and his associate(s) are interested only as a unit holder.

(vii) 任何有關採納、修訂或執行任何涉及由本公司向本公司或其附屬公司僱員或為彼等之利益而發行或授出購股權或股份或其他證券之購股權計劃（據此，董事或其任何聯繫人士可獲益）之建議或安排。

(i) 倘若及當董事及／或其聯繫人士直接或間接持有或實益擁有有關公司之任何類別股本或有關公司股東可享有之任何類別股份投票權百分之五或以上之權益，則該公司將被視為由該董事及／或其任何聯繫人士擁有百分之五(5%)或以上權益。就本段而言，並不計算董事作為受託人或託管人所持有而本身並無實益之任何股份、信託所包含之股份（而董事所擁有信託之權益在若干其他人士有權收取相關信託收入之情況下須歸還或屬於剩餘權益者）及董事僅以單位持有人身份擁有權益之法定單位信託計劃所涉及之股份。

Notice of Annual General Meeting 股東週年大會通告

(j) Where a company in which a Director and his associate(s) hold 5 per cent. or more is materially interested in a transaction, then that Director and his associate(s) shall also be deemed materially interested in such transaction.

(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 meeting) or any of his associate(s) or as to the entitlement of any Director (other than such Chairman) or any of his associate(s) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not 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 shall be final and conclusive except in a case where the nature or extent of the interest of the Director or any of 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 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 as known to such Chairman has not been fairly disclosed to the Board.;

(j) 倘有董事及其聯繫人士持有5%或以上之公司於某項交易中有重大利益關係，則該董事及其聯繫人士亦得被視為於該交易中有重大利益關係。

(k) 倘在任何董事會議上提出董事(會議主席除外)或其任何聯繫人士是否涉及重大利益或任何董事(會議主席除外)或其任何聯繫人士是否有權投票或被計入法定人數之問題，且並無因該董事主動同意放棄投票而解決或不計入法定人數，則有關問題由會議主席裁決，而對有關董事之裁決為最終決定，惟該董事所知悉其本身或其任何聯繫人士所擁有權益之性質或程度並無向董事會公平披露者則除外。倘在董事會議上提出涉及會議主席的類同問題，則須由董事會集體決議(主席不得該決議案計入法定人數，亦不得就有關議題投票就)，而有關決議為最終決定，惟該主席知悉所擁有權益之性質或程度之情況並無向董事會公平披露者則除外。；

Notice of Annual General Meeting 股東週年大會通告

(l) In so far as it is required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, a Director shall not vote (nor be counted in the quorum) on any resolution of the shareholders in respect of any contract or arrangement in which he or any his associate(s) is to his knowledge materially interested provided that this prohibition (a) shall not apply to any of the matters specified as (i) to (vii) inclusive in Article 100(h) above; and (b) is also subject to any waiver which may be granted by The Stock Exchange of Hong Kong Limited.”;

(j) by deleting the words “at least seven days before the date of the general meeting” in the last sentence of Article 105 and substituting therefor the words “provided that the minimum length of the period, during which such notices are given, shall be at least seven days and that the period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such meeting”;

(k) by deleting the words “special resolution” in Article 107 and substituting therefor the words “ordinary resolution.”.

(l) 香港聯合交易所有限公司證券上市規則規定，董事不得就所知本身或其任何聯繫人士涉及重大利益之合約或安排投票（或計入法定人數內），惟此限制(a)並不適用於上文第100(h)條(i)至(vii)項（首尾兩項包括在內）所述事項；及(b)受限於香港聯合交易所有限公司所授出豁免。」；

(j) 刪除第105條最後一句中「股東大會日期前至少七日」等字，代之以「惟發出通知期最少須為七日（該期間由不早過就該推選之指定股東大會通告寄發後當日起至不遲過該股東大會日期前七日止）」；

(k) 刪除第107條中之「特別決議案」字眼，代之以「普通決議」一詞。」。

Notice of Annual General Meeting 股東週年大會通告

ORDINARY RESOLUTIONS

普通決議案

6. “THAT:—

6. 「動議：—

- (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 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 securities of the Company may be listed and is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or 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;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of the 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 passing of this resolution until whichever is the earliest of:—
 - (i) the conclusion of the next annual general meeting of the Company;

- (a) 在本決議案(b)段之規限下，一般及無條件批准本公司董事會根據不時修訂之一切適用法例及／或聯交所或任何其他證券交易所之證券上市規則之規定，在有關期間(定義見下文)內行使本公司之一切權力，以在聯交所或本公司股份可上市並獲證券及期貨事務監察委員會及聯交所認可之任何其他證券交易所購回本公司股份；
- (b) 依據本決議案(a)段之批准本公司可購回之本公司股份總面值不得超過於本決議案獲通過之日本公司已發行股本總面值之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」乃指由本決議案獲通過之時至下列任何一項最早發生之日期止之期間：
 - (i) 本公司下屆股東週年大會結束時；

Notice of Annual General Meeting 股東週年大會通告

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

7. “THAT:—

- (a) subject to paragraph (c) of this resolution and pursuant to Section 57B of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted after the end of the Relevant Period;

- (ii) 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) 本決議案所授予本公司董事會之權力經由本公司股東於股東大會上通過普通決議案將之撤銷或修訂之日。」

7. 「動議：—

- (a) 在本決議案(c)段之規限下及依據公司條例第五十七B條，一般及無條件批准本公司董事會於有關期間(定義見下文)內行使本公司之一切權力以配發、發行及處理本公司股本中之額外股份，以及作出或授予或須配發股份之建議、協議及期權(包括附有權利可認購或可轉換為本公司股份之認股權證、債券、債權證、票據及其他證券)；
- (b) 本決議案(a)段之批准授權本公司董事會於有關期間內作出或授予或須於有關期間結束後配發股份之售股建議、協議及期權(包括附有權利可認購或可轉換為本公司股份之認股權證、債券、債權證、票據及其他證券)；

Notice of Annual General Meeting 股東週年大會通告

(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) of this resolution, otherwise than pursuant to (i) a Right Issue (as hereinafter defined) or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company or (iii) the exercise of options under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company or (iv) 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 share capital of the Company in issue at the date of the passing 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 earliest of:

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

(c) 本公司董事依據本決議案(a)段之批准而配發或有條件或無條件同意配發(不論是否依據期權)之股本總面值(惟依據(i)供股(定義見下文)或(ii)本公司所發行附有權利可認購或可轉換為本公司股份之任何現有認股權證、債券、債權證、票據或其他證券之條款所賦予之認購權或轉換權獲行使或(iii)根據當時採納之任何優先認股計劃或類似安排以授予或發行本公司股份或可認購本公司股份之權利予該計劃或類似安排所指明承受人之期權獲行使或(iv)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之股息之任何以股代息或類似安排而發行股份者除外)不得超過本決議案獲通過之日本公司已發行股本總面值之20%，而上述批准亦須受此限制；及

(d) 就本決議案而言：

「有關期間」乃指由本決議案獲通過之時至下列任何一項最早發生之日期止之期間：

(i) 本公司下屆股東週年大會結束時；

Notice of Annual General Meeting 股東週年大會通告

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate such other securities) (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 applicable to the Company)”.

8. “**THAT** subject to the passing of ordinary resolution Nos. 6 and 7 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to ordinary resolution No. 7 set out in the notice convening this meeting be and is hereby extended by the addition

- (ii) 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) 本決議案所授予本公司董事會之權力經由本公司股東於股東大會上通過普通決議案將之撤銷或修訂之日；及

「供股」乃指本公司董事會於其所指定時間內根據於某一指定記錄日期已名列本公司股東名冊之股東（及，如適用，向本公司其他證券之合資格持有人），按彼等當時持有本公司股份（或，如適用，該等其他證券）之比例向彼等提出股份要約或發行期權、認股權證或其他有權認購本公司股份之證券（惟在所有情況下本公司董事會可就零碎配額或經顧及任何地區適用於本公司之任何地域之法律之任何限制或責任或任何認可管制機構或任何證券交易所之規定而必須或權宜豁免權利或作出其他安排）。

8. 「**動議**待召開本大會之通告所載第6及第7項普通決議案獲通過後，藉加入相當於本公司根據召開本大會之通告所載第6項普通決議案授予之權力購回之本公司股本總面值，以擴大根據召開本大會之通告所載之第7項普通決

Notice of Annual General Meeting 股東週年大會通告

thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution No. 6 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution.”

By Order of the Board

TUNG Tat Chiu, Michael

Company Secretary

Hong Kong, 27th April, 2004.

Registered Office:

Suite 4901

49th Floor

Office Tower

Convention Plaza

1 Harbour Road

Wanchai

Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed.

議案授予本公司董事會以行使本公司權力配發、發行及處理本公司額外股份之一般授權，惟該擴大之數額不得超過於本決議案獲通過之日本公司已發行股本總面值之10%。」

承董事會命

秘書

佟達釗

香港，二零零四年四月二十七日

註冊辦事處：

香港

灣仔

港灣道1號

會展廣場

辦公大樓

49樓

4901室

附註：

1. 凡有權出席大會並投票之本公司股東，均有權委派一位或多位代表出席，並於投票表決時代其投票。受委代表毋須為本公司股東。
2. 茲隨附本大會適用之代表委任表格。

Notice of Annual General Meeting 股東週年大會通告

3. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the registered office of the Company at Suite 4901, 49th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. 代表委任表格連同授權簽署該表格之授權書或其他授權文件(如有)或經由公證人簽署證明之該等授權書或其他授權文件之副本, 最遲須於大會或其任何續會指定舉行時間48小時前送達香港灣仔港灣道1號會展廣場辦公大樓49樓4901室本公司之註冊辦事處, 方為有效。