

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hopson Development Holdings Limited (the "Company") will be held at Alexandra Room, 2/F., Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on Monday, 24th May, 2004 at 9:30 a.m. for the following purposes:-

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31st December, 2003.
2. To re-elect retiring directors and to authorize the board of directors to fix the directors' remuneration.
3. To declare a final dividend for the year ended 31st December, 2003.
4. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
5. As special business to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

5.A. **"THAT:**

- (a) subject to paragraph (c), 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 or securities convertible into such shares or warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

股東週年大會通告

茲通告合生創展集團有限公司(「本公司」)謹訂於二零零四年五月二十四日(星期一)上午九時三十分假座香港中環干諾道中5號香港文華東方酒店2樓歷山廳舉行股東週年大會，藉以處理下列事項：

- 一、省覽截至二零零三年十二月三十一日止年度本公司及各附屬公司之經審核綜合財務報告、董事會報告及核數師報告。
- 二、重選退任董事及授權董事會釐定董事酬金。
- 三、宣佈派發截至二零零三年十二月三十一日止年度末期股息。
- 四、重聘核數師並授權董事會釐定其酬金。
- 五、作為特別事項，考慮並酌情通過下列普通決議案(不論經修訂與否)：

五A. **[動議：**

- (甲) 在(丙)段之規限下，一般及無條件批准本公司董事於有關期間行使本公司一切權力以配發、發行並處理本公司之額外股份、可兌換股份之證券、認股權證或類似可認購本公司任何股份之權利，並作出或授出可能需要行使此等權力之售股建議、協議及購股權；

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(b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power 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) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to the shares of the Company issued as a result of a Rights Issue (as hereinafter defined) or pursuant to the exercise of options under the Share Option Scheme or similar arrangement, or any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the Company's Bye-laws, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of 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 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 laws of Bermuda to be held; or

(乙) 上文(甲)段所批准將授權本公司董事於有關期間作出或授出須於有關期間結束後行使此等權力之售股建議、協議及購股權；

(丙) 本公司董事依據上文(甲)段所批准配發或同意有條件或無條件配發之股本(不論是否依據購股權或以其他方式配發)面值總額不得超過通過本決議案當日本公司已發行股本總面值百分之二十(惟根據配售新股(定義見下文)或根據購股權計劃而行使之購股權或類似安排或根據本公司細則而提供以配售股份代替就本公司股份所派發全部或部份股息之任何以股代息計劃或類似安排而配發者除外)，而上述批准亦須以此數額為限；及

(丁) 就本決議案而言：

「有關期間」指由通過本決議案之日至下列之最早期限止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 按本公司細則或任何百慕達適用法例規定本公司須舉行下屆股東週年大會期限屆滿時；或

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- (iii) revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their 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 the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

5.B. “THAT:

- (a) subject to paragraph (b), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase its own shares 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 recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;

- (iii) 本公司股東於股東大會上以普通決議案撤銷或修訂本決議案之授權時。

「配售新股」指本公司董事於指定期間，向指定記錄日期名列股東名冊之本公司股東按其持股比例配售股份（惟本公司董事有權就零碎股份或根據香港以外任何地區之法律限制或責任或任何認可監管機構或任何證券交易所之規定作出必需或適當之豁免或其他安排）。」

五B.「動議：

- (甲) 在(乙)段之規限下，一般及無條件地批准本公司董事依據所有適用法例及香港聯合交易所有限公司（「聯交所」）證券上市規則或任何本公司證券可能上市之其他證券交易所不時修訂之規定於有關期間行使本公司一切權力，於聯交所或本公司證券可能上市並經證券及期貨事務監察委員會及聯交所就此確認之任何其他證券交易所購回本公司股份；

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- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) the expression "Relevant Period" shall for the purposes of this resolution have the same meaning as assigned to it under ordinary resolution 5.A.(d) of this notice."

5.C. "THAT conditional upon resolutions 5.A. and 5.B. above being passed, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution 5.B. above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution 5.A., provided that the amount of share capital repurchased by the Company shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company in issue on the date of this resolution."

6. As special business to amend the Bye-laws of the Company by passing the following resolution as a special resolution:

"THAT the Bye-laws of the Company be and are hereby amended in the following manner:

- (a) by adding the following definition in Bye-law 1 immediately after the definition of "Act":

"associate" the meaning attributed to it in the rules of the Designated Stock Exchange."

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- (乙) 本公司依據上文(甲)段所批准於有關期間購回本公司股份面值總額不得超過本公司通過本決議案之日已發行股本總面值百分之十，而上述批准亦須以此數額為限；及

- (丙) 就本決議案而言，「有關期間」與載於本通告第五A(丁)項普通決議案所賦予之涵義相同。」

五C.「動議在通過上述第五A及第五B項決議案後，本公司根據上述第五B項決議案所述授予董事之授權購回本公司股份之面值總額將加入本公司董事根據第五A項決議案所配發或有條件或無條件同意配發之股本總面值，惟本公司購回之股本數額不得超過本公司於通過本決議案之日已發行股本總面值百分之十。」

- 六. 作為特別事項，通過下列決議案為特別決議案以修訂本公司細則：

「動議對本公司之細則作出以下修訂：

- (a) 於細則第1條緊接「條例」之定義後加入「聯繫人士」之定義如下：

「聯繫人士」 按指定之證券交易所規則所賦予之涵義。」

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- (b) by deleting the words “Section 2 of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong” from the definition of “clearing house” in Bye-law 1 and replacing them with “Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto for the time in force”;
- (c) by re-numbering existing Bye-law 76 as Bye-law 76(1) and adding the following new Bye-law 76(2) immediately thereafter:
- “(2) Where the Company has any knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”
- (d) by deleting the words “unless not less than seven (7) days before the date appointed for the meeting” from Bye-law 88 and replacing them with the following:
- “unless during a period of not less than seven (7) days commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven (7) days prior to the date appointed for the meeting”
- (e) by deleting Bye-law 103 in its entirety and replacing it with the following:
- “103. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:
- (b) 刪除細則第1條內「結算所」定義中「香港證券及期貨（結算所）條例第2節」之字句，以「香港法例第571章證券及期貨條例附表一第一部及其當時生效之任何修訂」字句代替；
- (c) 將現行細則第76條重編為細則第76(1)條，並於緊接其後，加入下列新細則第76(2)條：
- 「(2) 如在本公司知情下，任何股東根據指定證券交易所之規定須就本公司任何特定決議案放棄投票權或被限制就本公司任何特定決議案只可投贊成票或只可投反對票，則該名股東或其代表在違反該等規定或限制情況下所投之票數，將不獲計算在內。」
- (d) 刪除細則第88條「除非於不少於大會指定舉行日期前七(7)日」字句，並以下文取代：
- 「須於由寄發進行該選舉之股東大會通告翌日起計七(7)日至該股東大會指定舉行日期前七(7)日止一段不少於七(7)日之期間」；
- (e) 刪除細則第103條全文，並以下文取代：
- 「103.(1) 董事不得在批准其或其任何聯繫人士擁有重大權益之任何合約或安排或任何其他建議之董事會決議案上投票，其亦不計入有關法定人數，惟此限制不適用於下列任何情況：

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- (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 his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving 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 or his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any contract or arrangement 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;
- (iv) 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 or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company;

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- (i) 本公司就董事或其聯繫人士應本公司或其任何附屬公司之要求或為本公司或其任何附屬公司之利益，借出款項或招致責任或作出承擔而向該董事或其聯繫人士提供任何抵押或賠償保證之合約或安排；
- (ii) 本公司就董事或其聯繫人士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之本公司或其任何附屬公司之負債或承擔而向第三者提供任何抵押或賠償保證之合約或安排；
- (iii) 任何有關提呈發售或有關由本公司提呈發售發行本公司或由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士參與或將會參與發售建議的包銷或分包銷之合約或安排；
- (iv) 任何董事或其聯繫人士僅因其或彼等在本公司股份或債券或其他證券擁有之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之合約或安排；

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- (v) any contract or arrangement 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 a shareholder other than a company in which the Director and/or his associate(s) is/are beneficially interested in five (5) per cent. or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest or that of any of his associates is derived); or
- (vi) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors, their associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or any of his associates, as such any privilege or advantage not accorded to the class of persons to which such scheme or fund relates.
- (2) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or any of his associates (either directly or indirectly) are the holders of or beneficially interested in five (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 (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be
- (v) 任何有關董事或其聯繫人士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,惟董事及/或其聯繫人士或透過任何第三者公司在其中實益擁有任何類別已發行股份或投票權的百分之五(5)或以上的公司除外)的任何其他公司的合約或安排;或
- (vi) 任何有關採納、修訂或實施與本公司或其任何附屬公司董事或其聯繫人士及僱員有關的購股權計劃、公積金或退休金、身故或傷殘津貼計劃或其他計劃,而其中並無給予董事或其聯繫人士任何與該計劃或基金有關之該類別人士未獲賦予特權或利益之建議。
- (2) 倘若及只要(僅限於倘若及只要)董事及/或其聯繫人士直接或間接持有或實益擁有一家公司(或董事或其任何聯繫人士藉以獲得有關權益之任何第三間公司)任何類別權益股本或該公司所授予股東之投票權百分之五(5)或以上權益,則該公司將被視作董事及/或其聯繫人士擁有百分之五(5)或以上權益之公司。就本段而言,不應計及董事或其聯繫人士作為被動受託人或保管受託人所持有但並無擁有實益權益之任

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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 and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right.

- (3) Where a company in which a Director and/or his associate(s) holds five (5) per cent. or more is/are materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.
- (4) 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 and such question is not resolved by his voluntarily agreeing to abstain from voting, 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 and/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 such question shall be decided by a resolution of the Board (for which purpose such chairman

何股份，及倘若及只要其他人士有權收取有關收入而董事及／或其聯繫人士擁有復歸或剩餘權益之信託所涉及之股份，及董事及／或其聯繫人士僅作為單位持有人而擁有權益之法定單位信託計劃所涉及之股份以及並無附帶股東大會投票權且嚴格規限股息及股本回報權之任何股份。

- (3) 倘董事及／或其聯繫人士持有百分之五(5)或以上權益之公司於一項交易擁有重大利益，則該董事及／或其聯繫人士亦將被視作於有關交易擁有重大利益。
- (4) 倘於任何董事會會議上產生任何有關董事(大會主席外)或其聯繫人士有重大利益關係或有關任何董事(大會主席外)投票權之問題，而有關問題並未於董事自願同意放棄投票之情況下獲解決，則有關問題將轉交大會主席處理，而大會主席就該等其他董事之裁決將為最終及不可推翻，惟董事知悉董事及／或其聯繫人士所擁有權益之性質或範圍並未向董事會全面披露之情況除外。倘上述問題與大會主席有關，則有關問題將以董事會決議案裁決，就此而言，該主席不得投票，

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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 and/or his associate(s) concerned as known to such chairman has not been fairly disclosed to the Board.”

By order of the Board
Mok Wai Kun, Barbara
Secretary

21st April, 2004

Hong Kong

Principal office:

19th Floor, Wyndham Place
40-44 Wyndham Street
Central
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. To be valid, this 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 of attorney or other authority, must be deposited at the principal office of the Company at 19th Floor, Wyndham Place, 40-44 Wyndham Street, Central, Hong Kong not less than 48 hours before the time appointed for holding the said meeting.
3. A form of proxy for the meeting will be enclosed with the 2003 annual report of the Company (the “Annual Report”).
4. The register of members of the Company will be closed from Tuesday, 18th May, 2004 to Monday, 24th May, 2004, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend to be approved at the meeting and the right to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:00 p.m. on Monday, 17th May, 2004.

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而有關決議案將為最終及不可推翻，惟就該主席知悉該主席及／或其聯繫人士所擁有權益之性質或範圍並未向董事會全面披露之情況除外。」

承董事會命
秘書
莫瑋坤

二零零四年四月二十一日

香港

主要辦事處：

香港中環
雲咸街40-44號
雲咸商業中心十九樓

附註：

1. 凡有權出席上述通告召開之大會及於會上投票之本公司股東均有權委任一位或多位代表出席及投票。受委代表毋須為本公司股東。
2. 代表委任表格連同經簽署之授權書或其他授權文件(如有)，或經由公證人簽署證明之授權書或授權文件之副本，須於大會指定舉行時間四十八小時前送達本公司主要辦事處香港中環雲咸街40-44號雲咸商業中心十九樓，方為有效。
3. 一份大會之代表委任表格將隨附於本公司二零零三年年報(「年報」)內。
4. 本公司將於二零零四年五月十八日(星期二)至二零零四年五月二十四日(星期一)，包括首尾兩天，暫停辦理股份過戶登記手續，藉以確定有權收取有待大會通過之末期股息及於會上投票之股東名單。所有過戶文件連同有關股票，須於二零零四年五月十七日(星期一)下午四時前，一併送抵本公司之香港股份過戶登記處香港中央證券登記有限公司(地址為香港皇后大道東一八三號合和中心一七一二至一七一六室)辦理股份過戶登記手續。

Notice of Annual General Meeting

5. In relation to item no. 3 in this notice, the biographical details and interests in shares of the Company of all the directors to be re-elected at the meeting are provided in the sections titled "Directors' Profile", "Report of the Directors" and "Notes to the Accounts" in the Annual Report.
6. With reference to the ordinary resolutions sought in items 5.A. and 5.B. of this notice, the directors wish to state that they have no immediate plans to issue any new shares or to repurchase any existing shares of the Company. The explanatory statement required by the Listing Rules of the Stock Exchange in connection with the repurchase mandate will be despatched to shareholders together with the Annual Report.
7. With reference to the special resolution sought in item 6 of this notice, certain amendments are proposed in order to make the Company's Bye-laws consistent with the amended Appendix 3 of the Listing Rules of the Stock Exchange. Background for the proposed amendments is set out in the circular to be despatched to shareholders together with the Annual Report.
8. Pursuant to Bye-law 66 of the Company's Bye-laws, a resolution put to the vote of a general meeting of the shareholders shall be determined in the first instance by a show of hands of the shareholders present in person or by proxy, but a poll may be demanded (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) by:
 - (a) the chairman of such meeting; or
 - (b) at least three shareholders present in person (or in the case of a shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
 - (c) a shareholder or shareholders present in person (or in the case of a shareholder being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all shareholders having the right to vote at the meeting; or
 - (d) a shareholder or shareholders present in person (or in the case of a shareholder being a corporation by its duly authorised representative) 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 one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a shareholder or in the case of a shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a shareholder.

9. The translation into Chinese language of this notice (including the special resolution which contains the proposed amendments to the Company's Bye-laws) is for reference only. In case of any inconsistency, the English version shall prevail.

股東週年大會通告

5. 就本通告第三項，所有於大會重選之董事之簡歷及於本公司股份之權益，載於年報「董事簡介」、「董事會報告」及「賬目附註」各節內。
6. 就本通告第五A項及第五B項普通決議案，董事欲聲明，彼等現時無意發行本公司新股份或購回任何現有股份，聯交所上市規則規定回購授權所需寄予各股東之說明函件，將連同年報一併寄予股東。
7. 就本通告第六項尋求通過之特別決議案，現提出作出若干修訂以使本公司之細則與經修訂聯交所上市規則附錄三相符。修訂建議之背景載於隨年報寄發予股東之通函內。
8. 根據本公司細則第66條，於股東大會表決之決議案須首先以舉手方式由親身或委託代表出席之股東投票表決，但下列人士可以（在宣布舉手投票結果之前或當時或於任何其他按股數投票撤回之時）要求按股數投票方式表決：
 - (a) 該大會主席；或
 - (b) 最少三位當時有權在大會上投票的股東（或如股東屬法團則為其正式授權代表），無論是否親身或委託代表出席；或
 - (c) 代表有權在會上投票的全部股東之中不少於十分之一投票權的一名或多名親身或委託代表出席之股東（或如股東屬法團則為其正式授權代表）；或
 - (d) 持有賦予權利於大會投票之股份的一名或多名親身或委託代表出席之股東（或如股東屬法團則為其正式授權代表），而該等股份合計的已繳足股本須不少於全部賦予投票權股份的已繳足股本總額的十分之一。

股東之委託代表或如股東屬法團則其正式授權代表提出之按股數投票之要求將視為由股東提出。

9. 本通告之中文譯本（包括載有建議修訂本公司之公司細則之特別議案）僅供參考。如中英文版有任何歧異，概以英文版為準。