

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of the Hon Po Group (Lobster King) Limited will be held at Hon Po Restaurant of 280-288 Un Chau Street, Sham Shui Po, Kowloon on Thursday, 27 May 2004 at 4:00 p.m. for the purpose of transacting the following business:

As Ordinary Business

1. To receive and consider the audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2003.
2. To re-elect the retiring Directors and to authorize the board of Directors to fix their remuneration.
3. To re-appoint Charles Chan, Ip & Fung CPA Ltd. as Auditors and to authorize the board of Directors to fix their remuneration.

As Special Business

ORDINARY RESOLUTIONS

4. To consider and, if thought fit, pass with or without modifications, the following resolutions numbered 4(A) to 4(C) as Ordinary Resolutions.

A. "THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase shares in the capital of the Company in accordance with any applicable law or Cayman Islands Law and the 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 aggregate nominal amount of share capital to be repurchased by the Directors pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate nominal amount of the shares of the Company in issue on the date of passing this Resolution; and
- (c) for the purpose 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; or

茲通告漢寶集團(龍蝦大王)有限公司謹訂於二零零四年五月二十七日(星期四)下午四時正假座九龍深水埗元州街280-288號漢寶酒樓舉行股東週年大會,以進行下列事項:

作為普通事項

1. 省覽截至二零零三年十二月三十一日止年度之經審核綜合財務報表與董事及核數師之報告書。
2. 重選退任董事及授權董事會釐定其酬金。
3. 重新委任陳葉馮會計師事務所為核數師及授權董事會釐定其酬金。

作為特別事項

普通決議案

4. 考慮並酌情通過(無論有否修訂)下列編號為4(A)至4(C)之決議案為普通決議案。

A. 「動議:

- (a) 在本決議案第(b)節之限制下,全面無條件批准董事於有關期間內,按照所有適用之法例或開曼群島之法例及經不時修訂之香港聯合交易所有限公司證券上市規則,行使本公司全部權力,購回本公司股本中之股份;
- (b) 董事依據第(a)節之批准所購回之股本面值總額,不得超過本公司於本決議案通過之日已發行股份面值總額之10%;及
- (c) 就本決議案而言:

「有關期間」乃指由本決議案通過之日起至下列最早日期止之期間:

- (i) 本公司下屆股東週年大會結束時;或

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or Cayman Islands Law or the existing 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 in general meeting.”

B. “THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period, all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make an offer or agreement or grant an option which would or might require such shares to be allotted and issued be and is hereby generally and unconditionally approved;
- (b) the Directors be authorized to make an offer or agreement or grant an option during the Relevant Period which would or might require shares in the capital of the Company to be allotted and issued either during or after the end of the Relevant Period pursuant to (a) above;
- (c) the aggregate nominal value of the shares in the capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the respective approval and authorization referred to in sub-paragraphs (a) and (b) above, otherwise than pursuant to a Rights Issue or pursuant to the exercise of options under the share option scheme or an issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the existing articles of association or a specific authority granted by the Company’s shareholders in general meeting, shall not exceed (i) 20%, of the aggregate nominal value of the share capital of the Company in issue at the date of passing this resolution approving the mandate to issue shares and (ii) the aggregate nominal amount of the share capital of the Company that may have been repurchased pursuant to resolution 4A; and

- (ii) 任何適用法例或開曼群島法例或現時之公司組織章程細則規定本公司須舉行下屆股東週年大會之期限屆滿時;或

- (iii) 本決議案所載授權經由股東大會通過普通決議案而撤銷或修訂之日。」

B. 「動議:

- (a) 在本決議案第(c)節之限制下,全面及無條件批准董事,於有關期間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任何未發行之股份,並訂立或授予需發行及配發股份之售股建議或協議或購股權;
- (b) 授權董事於有關期間內訂立或授予需在有關期間內或有關期間終止後根據上述(a)節發行及配發本公司股本中之股份之售股建議或協議或購股權;
- (c) 根據以上(a)及(b)分節各自之批准及授權,董事配發或同意有條件或無條件配發本公司股本(不論是否根據購股權或其他計劃)中股份之總面值(除根據供股方式或根據購股權計劃行使購股權或根據本公司現時之公司組織章程細則或本公司股東於股東大會上授出之一項特定授權配發及發行股份以代替全部或部份股份股息之任何以股代息計劃),其總面值不得超過下列兩者之和:(i)於通過相關決議案以批准發行股份授權之日期已發行之本公司股本面值總額20%;及(ii)根據第4A項決議案而可能購回之本公司股本面值總額;及

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(d) for the purpose 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or Cayman Islands law or the existing 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 in general meeting.

“Rights Issue” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.”

C. “**THAT** subject to the passing of Resolutions 4A and 4B above, the authority of the Directors pursuant to Resolution 4B, be and is hereby approved to extend to cover such amount representing the aggregate nominal amount of the shares in the capital of the Company repurchased pursuant to the authority granted under Resolution 4A.”

SPECIAL RESOLUTION

5. To consider and, if thought fit, pass with or without modification, the following resolution as Special Resolution.

“**THAT** the following amendments to the articles of association of the Company be and are hereby approved:–

- (a) by adding the following definition before the definition of “Auditor”:

“associate” the meaning attributed to it in the rules of the Designated Stock Exchange

(d) 就本決議案而言：

「有關期間」乃指由本決議案通過之日起至下列最早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；或
- (ii) 任何適用法例或開曼群島法例或現時之公司組織章程細則規定本公司須舉行下屆股東週年大會之期限屆滿時；或
- (iii) 本決議案所載授權經由股東大會通過普通決議案而撤銷或修訂之日。

「供股」乃指根據授本公司所有股東之售股建議所需或必需配發及發行之股份所配發或發行之本公司股份或其他證券（惟任何股東所居住地區之法例不容許售股建議除外）及（如適用）本公司其他股本證券持有人有權按其現時所持有之股份或其他股本證券之比例獲得該售股建議（零碎股份除外）。」

C. 「**動議**在上述第4A及4B項決議案通過之前提下，批准董事依據第4B項決議案獲授之權力，擴大至包括本公司依據第4A項決議案獲授之權力所購回之本公司股本中之股份面值總額。」

特別決議案

5. 考慮並酌情通過（無論有否修訂）下列決議案為特別決議案。

「**動議**批准本公司組織章程細則作出以下修改：–

- (a) 於「核數師」之釋義前加入以下修改：

「聯繫人士」指 具特定交易所規則所賦予之涵義

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- (b) by deleting the definition of “clearing house” in its entirety and replacing it with the following definition:

“clearing house” a clearing house 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

- (c) by adding the following wording in Article 2(e) after the words “in visible form”:

“, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Members’ election comply with all applicable Statutes, rules and regulations”

- (d) by replacing the full stop “.” appearing at the end of Article 2(g) with a semi-colon“;”, by adding the word “and” immediately after the semi-colon and by adding the following Article 2(h) immediately after Article 2(g):

“(h) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”

- (e) by re-numbering of the existing Article 76 as Article 76(1) and adding the following new Article 76(2) immediately after Article 76(1):

“76(2) Where the Company has 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.”

- (b) 刪除「結算所」釋義全文，並以下列釋義代之：

「結算所」 指 本公司股份上市或報價之證券交易所所在司法權區認可之結算所

- (c) 於細則第2(e)條之「可視形式」字樣後加入下列字樣：

「，並包括電子顯示方式，惟有關文件或通知之發送方式及股東之預先選擇必須符合所有適用法規、規則及規例」

- (d) 以分號「;」代替於細則第2(g)條最後出現之句號「。」，於緊隨分號後加上「及」字，並於緊隨細則第2(g)條後加入下列細則第2(h)條：

「(h)凡所提述文件之簽署，其範圍包括簽名或印章或電子簽署或任何其他合法方式之簽署，而凡所提述之通告或文件包括可以任何數碼、電子、電流、磁性或其他可供擷取方式或媒介記錄或儲存而又清楚可見，且不論是否具實體形態之通告或文件。」

- (e) 將現行細則第76條重新編號為第76(1)條，並於緊隨細則第76(1)條後加入下列新細則第76(2)條：

「76(2)倘本公司知悉任何股東須根據特定交易所之規則就任何本公司之特定決議案放棄投票或限於僅可就任何本公司之特定決議案投贊成票或反對票，有關股東或其代表所作出任何違反有關規定或限制之投票將不獲受理。」

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- (f) by deleting the existing Article 84(2) in its entirety and replacing it with the following new Article 84(2):

“(2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and 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 of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually on a show of hands.”

- (g) by deleting the words “subparagraph (4)” in Article 86 (6) and replacing it with the words “subparagraph (5)”.

- (h) by deleting the existing Article 88 in its entirety and replacing with the following new Article 88:

“88. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Office provided that the minimum length of the period during which such Notice(s) are given shall be at least seven (7) days and that the period for lodgement of such Notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

- (i) by deleting the words “whereupon the Board resolves to accept such resignation” in Article 89(1).

- (f) 刪除現行細則第84(2)條全文，並以下列新細則第84(2)條代之：

「(2) 股東倘為結算所（或其代理人，兩種情況下均屬公司），可授權其認為合適之多名人士在本公司大會或任何類別股東之大會上出任其代表，惟該項授權須指明每名按此獲授權之人士所代表之股份數目及類別。按照本條細則之規定，每名按此獲授權之人士均被視為獲正式授權而毋須其他事實憑證，並有權代表結算所（或其代理人）行使之權利及權力，猶如該名人士就有關授權所指明之股份類別及數目作為該結算所（或該結算所代理人）所持之本公司股份之登記持有人可行使之權利及權力，包括個人舉手表決權。」

- (g) 刪除細則第86(6)條「分段(4)」字樣，並以「分段(5)」字樣代之。

- (h) 刪除現行細則第88條全文，並以下列新細則第88條代之：

「88. 除非經董事推薦參選，否則並無任何人士（在會議上退任之董事除外）合資格在任何股東大會上參選擔任董事職務，除非已向總辦事處或辦事處提交經具有適當資格出席會議並於會上投票之成員（被提名人除外）簽署之通知，以表示其提名該名人士參選董事之意向，以及提交由被提名人簽署以表示願意膺選擔任董事之通知。發出該通知之最短期限最少為七(7)天，並最早於寄發進行該項選舉之會議通知發出後翌日起，最遲為會議舉行日期前七(7)天止。」

- (i) 刪除細則第89(1)條「待董事會議決接納有關辭任」字樣。

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- (j) by deleting the existing Article 103 in its entirety and replacing with the following new Article 103:

“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 associate(s) is materially interested, but this prohibition shall not apply to any of the following matters namely:

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

- (j) 刪除現行細則第103條全文，並以下列新細則第103條代之：

[103. (1) 董事不得對批准就彼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任何董事會決議案投票，亦不得計入法定人數內，惟本限制不適用於下列任何事項：

- (i) 就董事或其聯繫人士應本公司或其附屬公司之要求或以本公司或其任何附屬公司之利益借出款項或作出承擔，向彼或其任何聯繫人士提供任何抵押或彌償保證之任何合約或安排；
- (ii) 就董事或其聯繫人士本身已個別或共同根據一項擔保或彌償保證承擔全部或部分責任或提供抵押之本公司或其任何附屬公司之債項或承擔，向第三方提供任何抵押或彌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建議或安排；

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- (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 by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (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 shareholder or in which the Director and any of his associates are not in aggregate 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 of any third company through which his interest or that of any of his associates is derived); or
- (vi) 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 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.
- (iv) 董事或其聯繫人士僅因於本公司股份或債券或其他證券擁有權益而與本公司股份或債券或其他證券持有人以相同方式擁有權益的任何合約或安排；
- (v) 董事或其聯繫人士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其他公司之任何建議或安排，惟該董事及其任何聯繫人士合共並非實益擁有該公司（或任何透過其權益或其聯繫人士之權益產生之任何第三者公司）之已發行股份或任何類別股份投票權百分之五(5%)或以上；或
- (vi) 任何有關本公司或其附屬公司僱員利益之建議或安排，包括：
- (a) 採納、修訂或設立任何僱員股份計劃或股份獎勵或購股權計劃（董事或其聯繫人士亦可據此獲益）；或
- (b) 採納、修訂或設立養老金或退休、身故或傷殘福利計劃，有關計劃均涉及本公司或其任何附屬公司之董事、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人士一般所無之優惠或利益。

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- (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 his associates (either directly or indirectly) is/are the holder(s) of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company 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 associate(s) is derived). 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/have no beneficial interest, any shares comprised in a trust in which the interests 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.
- (2) 倘董事及／或其聯繫人士仍然（但僅限於彼仍然）直接或間接持有或實益擁有該公司（或任何透過其權益或其聯繫人士之權益產生之任何第三者公司）百分之五（5%）或以上權益，則該公司將被視作由董事及／或其聯繫人士合共擁有該公司之股本之任何類別股份或任何類別股份投票權百分之五（5%）或以上權益之公司。就本段而言，董事或其聯繫人士作為受託人或保管受託人身分持有但彼本身或彼等並無實益權益之任何類別股份；其他人士仍有權收取該信託之收入之情況下董事或其任何聯繫人士之候繼或有待繼承權益之信託所涉及之任何股份；董事或其任何聯繫人士僅以單位持有人身分擁有權益之認可單位信託計劃所涉及之任何股份，一概不予計算。
- (3) Where a company in which a Director and/or his associate(s) hold(s) 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.
- (3) 倘董事及／或其任何聯繫人士於某公司擁有百分之五（5%）或以上權益，而該公司於某項交易中擁有重大權益，則該董事及／或其聯繫人士亦被視作於該項交易中擁有重大權益。
- (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 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 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
- (4) 如於任何董事會議上有關一名董事（會議主席除外）重大權益或有關任何董事（主席除外）之投票出現任何問題，而該問題不能透過自願同意放棄投票而獲解決，則該問題須提呈會議主席，而彼對該董事所作決定須為最終及具決定性（倘據該董事所知該董事之權益性質或程度並未向董事會適當披露除外）。倘上述任何問題乃關乎會議主席，則該問題須由董事會決議案決定

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the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman 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.”

- (k) by adding the words “Subject to Article 152A” at the beginning of Article 152;
- (l) by inserting the following Article as a new Article 152A:

“152A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 152 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.”

- (m) by inserting the following Article as a new Article 152B:

“152B. The requirement to send to a person referred to in Article 152 the documents referred to in that provision or a summary financial report in accordance with Article 152A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article 152A, on the Company’s computer network or in any other permitted manner (including by

(就此該主席不得投票)，該決議案須為最終及具決定性（倘據該主席所知該主席之權益性質或程度並未向董事會適當披露除外）。

- (k) 於細則第152條之開端加入「在細則第152A條規限下」；
- (l) 加入下列細則作為新細則第152A條：

「152A. 在所有適用法規、規則及規例（包括但不限於特定交易所之規則）准許及妥善依從上述者之情況下，以及為取得據其規定之所有必需同意（如有），就任何人士以非受法規禁止之方式寄予該人士一份摘錄自本公司年度財務報表之財務報表摘要及董事會報告（應按適用法例及法規規定之方式及載有有關資料）而言，細則152之規定應被視為經獲信納；惟有權獲取本公司年度財務報表及其董事會報告之任何其他人士，倘彼透過向本公司發出書面通知作如此要求，則可要求本公司向彼除寄發一份財務報表摘要以外，再寄發本公司年度財務報表及其董事會報告之完整印刷本。」

- (m) 加入下列細則作為新細則第152B條：

「152B. 倘根據所有適用法規、規則及規例（包括但不限於特定交易所之規則），本公司於本公司之電腦網絡上或以任何其他准予方式（包括發出任何形式之電子通訊）登載細則第152條所指之文件副本及（如適用）遵從細則第152A條之一份財務報表摘要，而該名人士已同意或被視為已同意將該等文件之登載或收訖作為解除本公司向其

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sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.”

- (n) by deleting Articles 159 and 160 in their entirety and replacing them with the following Articles:

“159. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

寄發該等文件副本之責任之方式處理，則根據細則第152A條向細則第152條所描述之該人士寄發該條文所描述之文件或一份財務報表摘要之規定應被視為經獲信納。」

- (n) 刪除現行細則第159條及第160條全文，並以下列細則代之：

[159. 本公司向股東（不論是否根據細則）發出之任何通告或文件（包括根據特定交易所之規則其所賦予涵義內之任何「企業傳訊」），以書面或者透過電報、電傳或圖文傳真傳輸訊息或其他形式之電子傳訊及通訊發出，而本公司（親身或透過已付郵資方式郵寄至股東名冊所示之股東登記地址或郵寄至股東提供本公司之任何其他地址）而向股東可能發出或交付之其他文件，或者（視乎情況而定）將通告傳送至任何該等地址或將其傳送至任何電傳或本公司為向其或合理地傳輸通知之人士發出通知及任何其他文件而提供之圖文傳真傳輸號碼或電子號碼或地址或網站，並且真誠相信，於有關時間將會令股東正式收訖該通告，或者亦可透過在指定報章或在每日發行並在及根據特定交易所規定之地區廣泛流通之報章刊登廣告予以作出，或於適用法例准予之範圍，透過將之登載在本公司之網站或特定交易所之網站及向股東發出內容表示該通告或其他文件可於該處備索（「備索通告」）之通告。股東可自上述所載任何方法取得備索通告。如屬聯名股份持有人，所有通告應發予該名名稱名列股東名冊首位之聯名持有人，及如此作出之通告應被視為充份送達或交付所有聯名持有人。

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160. Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and

160. 任何通告或其他文件：

- (a) 如以郵寄方式發出，將以空郵（如適用）寄發，並將會視作於載有通告或文件且已預付郵資及填妥地址之信封寄出後翌日送達，如可證實載有通告或文件之信封或包裝物已填上正確地址及妥為寄出，則可作出為送達之充份證明。如秘書或本公司之其他職員或董事會委任之其他人士簽署書面之證書，以聲明載有通告或其他文件之信封或包裝物已按上述方式填上地址及寄出，則可作為有關之最終證明；
- (b) 如以電子通訊方式送遞，會視作已於本公司或其代理之伺服器傳送當日發出。如在本公司之網站或特定交易所之網站刊登通告，會視作已於假定向股東發出可供查閱通告當日之翌日由本公司向股東發出；
- (c) 如以此等細則擬定之任何其他方式送達或送呈，會視作已親身送達或送呈或（視乎情況而定）進行有關寄發、傳送或刊發之時送達或送呈。如秘書或本公司之其他職員或董事會委任之其他人士簽署書面之證書，聲明送達、送呈、寄發或傳送或刊發之事實及時間，則可作為有關之最終證明；及

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- (d) may be given to a Member either in the English language or the Chinese language subject to due compliance with all applicable Statutes, rules and regulations.””

- (d) 在符合所有適用法規、規則及規例之情況下，可僅向股東發出英文本或中文本之通告及文件。」」

By Order of the Board
Luk Chi Shing
Company Secretary

承董事會命
公司秘書
陸志成

Hong Kong, 22 April 2004

香港，二零零四年四月二十二日

Notes:

附註：

- Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member of the Company may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
 - The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
 - The instrument appointing a proxy (if required by the board of Director) together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority, must be delivered to the office of Tengis Limited, the Company's Branch Share Registrars in Hong Kong at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong or by way of notice to or in any document accompanying the notice convening the meeting not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
 - Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
 - In the case of joint holders of any share, if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding.
 - A circular containing further information concerning Resolutions 4 and 5 will be sent to the shareholders together with the Company's Annual Report 2003.
- 有權出席大會並於會上投票之任何本公司股東，均有權委任另一名人士作為其代表出席本公司大會並於會上投票。本公司股東可就其持有之部份本公司股份委任代表。委任代表毋須為本公司之股東。
 - 委任代表之文件須由委任人或獲委任人以書面正式授權之授權人親筆簽署，如委任人為公司，則須加蓋公司印鑑或由公司負責人或獲正式授權之授權人或其他人士親筆簽署。
 - 代表委任表格（倘董事會要求）連同已簽署之授權書或其他授權文件（如有），或由公證人簽署證明之授權書或授權文件副本或通告或任何文件須連同召開大會之通告，最遲須於名列文件上之人士建議投票之大會或任何續會指定舉行時間四十八小時前交回本公司之香港股份過戶登記處登捷時有限公司（地址為香港灣仔告士打道56號東亞銀行港灣中心地下），方為有效。
 - 交回代表委任表格後，本公司股東仍可親身出席大會及於會上投票，此舉將被視作撤回代表委任表格。
 - 倘為任何股份之聯名持有人，若有多於一位該等聯名持有人出席任何大會，則就任何決議案投票時，本公司將接納在股東名冊內排名首位之聯名持有人之投票（不論親自或委派代表），而其他聯名持有人再無投票權。就此方面而言，排名先後乃按本公司股東名冊內之排名次序而定。
 - 載有有關第4及5項決議案之其他資料之通函將連同本公司二零零三年年報寄予股東。