

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

茲通告泰盛實業集團有限公司(「本公司」)謹訂於二零零四年五月二十五日(星期二)上午十一時正假座香港新界荃灣荃華街3號悅來酒店3樓水晶廳IV召開截至二零零三年十二月三十一日止財政年度之股東週年大會，以商討以下普通決議案：

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及董事會報告與核數師報告；
2. 宣派截至二零零三年十二月三十一日止年度末期股息；
3. 重選退任董事並授權本公司董事會釐定彼等之酬金；
4. 重新委聘核數師並授權董事會釐定其酬金；及
5. 作為特別事項處理，省覽及酌情通過(不論是否作出修訂)下列決議案為普通決議案：

A. 「動議」：

- (a) 在本決議案(c)段之規限下，一般及無條件批准本公司董事(「董事」)於有關期間(定義見下文)內行使本公司所有權力以配發、發行及處理本公司股本中之額外股份，及作出或授予需要或可能須行使此項權力之售股建議、協議及購股權；
- (b) 本決議案(a)段所述之批准乃給予董事可於有關期間內作出或授予需要或可能須於有關期間屆滿後行使該等權力之售股建議、協議及購股權；
- (c) 董事依據本決議案(a)段所述之批准，配發或有條件

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Karce International Holdings Company Limited (the “**Company**”) for the financial year ended 31 December 2003 will be held at The Crystal Room IV, 3rd Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, New Territories, Hong Kong on Tuesday, 25 May 2004 at 11:00 a.m. to transact the following ordinary business:

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

A. “**THAT**”:

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) 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 and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally

或無條件同意配發之股本面值總額(不論是否根據認股權或其他原因)除根據(i)配售新股(定義見下文)；(ii)根據本公司發行之任何認股權證或任何可兌換本公司股份之證券之條款行使認購或兌換權；(iii)根據任何當時採納作為向本公司及／或其任何附屬公司或其他合資格參與者之高級人員、僱員授出或發行股份或認購本公司股份之權利之任何購股權計劃或類似安排行使任何購股權；或(iv)根據本公司之公司細則之任何以股代息或配發股份之類似安排以全部或部份代替以現金支付本公司股息而發行之股份，不得超過本公司於本決議案之日之已發行股本面值總額20%，而上述批准亦須受此數額限制；及

(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達成事項之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 依照本公司之公司細則規定或任何適用之法例本公司須召開下屆股東週年大會之期限屆滿；及
- (iii) 本決議案所述之授權經本公司股東在週年大會上以普通決議案方式撤回或修訂之日。

to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible participants of shares or rights to acquire shares in the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for 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 share capital of the Company in issue at the date 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;
- (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 law to be held; and
- (iii) the date of which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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「配售新股」乃指於董事所指定之期間內，向指定記錄日期名列股東名冊之本公司股份或其任何類別股份持有人，按彼等當時持股或任何類別股份比例配售股份或本公司其他證券之建議（惟董事有權在必要或權宜時就零碎股權，或中華人民共和國香港特別行政區以外任何地區之法例所定之限制或責任或任何該等地區認可管制機構或證券交易所之適用規定，取消有關權利或作出其他安排）。

### B. 「動議」：

- (a) 在本決議案(b)段之限制下，一般及無條件批准授權董事於有關期間(定義見下文)依據所有適用之法例及規定行使本公司所有權力購回本公司之股份；
- (b) 本公司根據本決議案(a)段所述之批准可能購回之本公司股份面值總額，不得超過本公司於本決議案通過之日股本面值總額10%，而上述批准亦須受此數額限制；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達成事項之期間：

- (i) 本公司下屆股東週年大會結束；

“Rights Issue” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors 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 the Hong Kong Special Administrative Region of the People’s Republic of China).”

### B. “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company, subject to and in accordance with all applicable laws and requirements, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company which may be purchased 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 as at the date of 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 earlier of:

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

(ii) 依照本公司之公司細則規定或任何適用法例本公司須召開下屆股東週年大會之期限屆滿；及

(iii) 本決議案所述之授權經本公司股東在週年大會上以普通決議案方式撤回或修訂之日。」

(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 law to be held; and

(iii) the date which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

C. 「動議待第A項及第B項決議案通過後，根據上述第B項決議案所授董事權力購回本公司之股份面值總額，加上董事根據上述第A項決議案可能配發或有條件或無條件同意配發之本公司股本面值總額。」

C. “THAT conditional upon Resolutions A and B set out above being passed, the aggregate nominal amount of the shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution B above shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Resolution A above.”

6. 作為特別事項處理，省覽及酌情通過下列決議案為特別決議案：

6. As special business, to consider and if thought fit, pass the following resolutions as special resolutions:

「動議本公司的公司細則修改如下：

“THAT the bye-laws of the Company be amended in the following aspects:

A. 緊接公司細則第1條「條例」之定義後加入下述定義：

A. by adding the following definition in Bye-law No.1 immediately after the definition of “Act”:

「聯繫人士」指按指定之證券交易所有關規管本公司股份上市之規則所賦予之涵義。

“associate” the meaning attributed to it in the rules governing the listing of shares of the Company on the Designated Stock Exchange.

B. 刪除細則第76條全文，並以下文取代：

B. by deleting Bye-law No.76 in its entirety and substituting thereof the followings:

76. (1) 除非股東已妥為登記，並已繳付其就本公司股份現時應付之所有股款或其他款項，否則該股東無權出席股東大會及投票及獲計入法定人數之內，但董事會另行決定除外。

76. (1) No Member shall, unless the Board otherwise determines, be entitled to attend and vote to be reckoned in a quorum at any general meeting unless he is duly registered and all calls or other sums presently payable by him in respect of shares in the Company have been paid.

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(2) 任何股東根據指定證券交易所有關規管本公司股份上市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。

C. 刪除細則第88條全文，並以下文取代：

88. 除於會上告退之董事外，若非獲董事會提名委任，任何人士概不得於任何股東大會上膺選出任董事，除非由一位合資格出席大會並於會上投票之股東（惟被提名選為董事者除外），就擬提名有關人士參與董事選舉而向本公司發出通知，連同該位人士向本公司發出表明願意參選的通知，送交本公司總辦事處或註冊辦事處則作別論，提交上述通知之最短期限為最少七天，而提交該等通知之期間不得早於寄發進行該等董事選舉之股東大會通告翌日，亦不得遲於該股東大會舉行日期前七日。

D. 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

(2) Where any Member is, under the rules governing the listing of shares of the Company on the Designated Stock Exchange, 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 Member in contravention of such requirement or restriction shall not be counted.

C. by deleting Bye-law No.88 in its entirety and substituting thereof the following:

88. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a 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 for 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 Registration 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 lodgment 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.

D. by deleting Bye-law No.103 in its entirety and substituting thereof the followings:

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/are

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：

- (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，借出款項或引起之責任或作出之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或其創立或擁有權益的任何其他公司的股份或債券或其他證券以供認購或購買而董事或其

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 his associate(s) 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 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

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- 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或其任何附屬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；
- (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／或其聯繫人士在其中（或其任何聯繫人士藉以獲得有關權益的任何第三間公司）實益擁有任何類別已發行股份或投票權的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
- 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;
- (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 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 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

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，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僱員一般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（或其任何聯繫人士藉以獲得有關權益之任何第三間公司）一家公司任何類別權益股本或該公司所授予股東之投票權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

fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associate(s) and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded to the employees 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) owned five (5) per cent. or more if and so long as (but only if so long as) he and/or 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/their interest or that of any of his associate(s) is/are 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 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 authorized 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



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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)及／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，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所擁有權益之

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) hold five (5) per cent. or more is/are material interested in a transaction, then that Director 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) and/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 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 shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the

性質或範圍並未向董事會全面披露之情況除外。

interest of such chairman as known to such chairman has not been fairly disclosed to the Board.

承董事會命  
公司秘書  
黃禧超

By Order of the Board  
**Wong Hei Chiu**  
Company Secretary

香港，二零零四年四月十九日

Hong Kong, 19 April 2004

附註：

Notes:

1. 凡有權出席大會並在會上投票之股東均可委任另一人作為其代表，代其出席及於投票表決時代其投票。受委代表毋須為本公司股東。
2. 委任代表之文據須由委任人或其正式授權之授權代表以書面提交。如委任人為公司，則須蓋有其公司印章或由高級職員或授權代表或正式授權之其他人士提交。
3. 為確保委任代表資格有效，委任代表表格須連同經簽署之授權書或其他授權文件(如有)或經簽署證明之授權書或授權文件副本，最遲須於大會或其任何續會舉行時間48小時前交回本公司之總辦事處，地址為香港新界荃灣海盛路9號有線電視大樓29樓1至2室。
4. 股東交回代表委任表格後仍可親身出席大會，並於會上投票，惟在此情況下，委任代表表格將被視為已被撤回。

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, in the event of a poll, vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the principal office of the Company, Units 1 and 2, 29th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting.
4. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.

\* 僅供識別

\* For identification only