

股東週年大會通告

Notice of Annual General Meeting

茲通告本公司訂於二零零四年九月十五日星期三下午四時在香港北角丹拿道十八號愛群商業中心二樓會議室舉行股東週年大會，議程如下：

1. 省覽截至二零零四年三月三十一日止年度之經審核賬目及董事會與核數師報告書。
2. 重選退任董事。
3. 授權董事會釐定董事酬金。
4. 授權董事會增加董事名額，數目最多以股東所批准之名額為限。
5. 重新委聘畢馬威會計師事務所為本公司核數師及授權董事會釐定其酬金。
6. 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

A. 動議：

- (a) 在(c)段之規限下，一般性及無條件批准本公司董事會，於有關期間行使本公司之一切權力，配發、發行及處理本公司股本中額外股份，並作出或授予可能需要行使該權力之建議、協議及購股權；
- (b) (a)段之批准將授權本公司董事會，於有關期間作出或授予在有關期間結束後，可能需要行使該權力之建議、協議及購股權；

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Conference Room, 2/F., TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong on Wednesday, 15 September 2004 at 4:00 p.m. for the following purposes:

1. To receive and adopt the Audited Accounts for the year ended 31 March 2004 together with the Directors' and Auditors' Reports thereon.
2. To re-elect the retiring Directors.
3. To authorise the Board of Directors to fix the remuneration of the Directors.
4. To grant authority to the Board of Directors to appoint additional Directors up to the maximum number determined by the shareholders.
5. To re-appoint KPMG as Auditors and authorise the Board of Directors to fix their remuneration.
6. To consider, and if thought fit, pass the following resolutions by way of special business as Ordinary Resolutions:-

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 and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) 本公司董事會依據以上(a)段所述之批准，配發或同意有條件或無條件配發（不論其為根據購股權配發與否）之股本面值總額，除依據(i)配售股份、(ii)按任何可認購本公司股份之購股權計劃或類似購股安排而授予之認股權被行使而發行之股份或(iii)任何按照本公司之公司章程細則，以股代息或類似安排配發股份以代替全部或部分本公司股份之股息等而配發外，不得超過(aa)於通過本決議案日期本公司已發行股本面值總額百分之二十及(bb)(倘本公司董事會獲本公司股東通過另一項普通決議案授權)於通過本決議案日期以後本公司購回之本公司股本面額（最多以相等於通過該另一項普通決議案日期本公司已發行股本面值總額百分之十為限）兩者總和，而上述批准亦受此限制；及

(d) 就本決議案而言：

「有關期間」指由本決議案通過時起至下列較早日期止之期間：

- (i) 本公司下屆股東週年大會散會；
- (ii) 按照本公司之公司章程細則及任何適用法例規定須召開本公司下屆股東週年大會之期間屆滿之日；及
- (iii) 股東在股東大會上通過普通決議案撤銷或修訂本決議案所作之授權之日；及

(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 (i) a Rights Issue, (ii) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement of shares or rights to acquire shares of the Company or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend of shares of the Company in accordance with the Bye-laws of the Company, shall not exceed the aggregate of (aa) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution plus (bb) (if the Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such separate ordinary resolution), and the said approval shall be limited accordingly; and

(d) for the purpose 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) the expiration of the period within which the next Annual General Meeting of the Company is required by the Company's Bye-laws or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

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「配售股份」指本公司董事會於指定期間，向股東名冊內於指定記錄日期之普通股股份持有人，按當時彼等之持股比例提出售股建議（惟本公司董事會可就零碎配額或就任何地區法例之任何限制或責任，或任何認可監管機構或任何證券交易所之規定，作出認為必須或適宜取消在此方面之權利或另作安排）。

B. 動議：

- (a) 一般性及無條件批准本公司董事會於有關期間（就本決議案而言，經作出必要修訂後，其與本大會通告第6A項決議案內(d)段所述者具有相同涵義）按照一切適用法例行使本公司之一切權力購回本公司股份；及
- (b) 依據上文(a)段之批准，根據香港公司股份購回守則，在香港聯合交易所有限公司或任何其他就此而言獲香港證券及期貨事務監察委員會及香港聯合交易所有限公司認可之證券交易所購回之股份面值總額，不得超過於通過本決議案日期本公司已發行股本面值總額百分之十，而上述批准亦受此限制。

C. 動議：

授權本公司董事會就第6A項決議案(c)段內之(bb)分段所述本公司股本，行使該決議案(a)段所載之權力。

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of ordinary shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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).”

B. “THAT:

- (a) the exercise by the Directors of the Company during the Relevant Period (which shall have the same meaning for the purpose of this Resolution, mutatis mutandis, as given in paragraph (d) of the resolution set out as Resolution 6A in the notice of this Meeting) of all the powers of the Company to repurchase shares of the Company, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of shares which may be repurchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly.”

C. “THAT:

the Directors of the Company be and they are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution 6A in the aforesaid resolutions in respect of the share capital of the Company referred to in subparagraph (bb) of paragraph (c) of such resolution.”

7. 作為特別事項，考慮並酌情通過下列決議案為特別決議案：

「動議按下列方式修改本公司之公司章程細則：

(a) 於公司細則第1條內緊接「百慕達」之釋義前加入下列「聯繫人士」之釋義：

『「聯繫人士」指 具有上市規則賦予該詞之涵義；』；

(b) 刪除現有之「香港」釋義，並以下列「香港」之新釋義取代：

『「香港」指 中華人民共和國香港特別行政區』

(c) 於公司細則第1條內緊接「資本」之釋義前加入下列「上市規則」之釋義：

『「上市規則」指 香港聯合交易所有限公司證券上市規則(經不時修訂)；』；

(d) 將現有公司細則第85條重列為公司細則第85(A)條，並緊隨其後加入下列新公司細則第85(B)條：

「85. (B) 儘管與公司細則內之條文有所抵觸，倘任何本公司股東根據上市規則須就任何特定決議案放棄投票，或受限制僅可投票贊成或反對任何特定決議案，該股東或其代表違反有關規定或限制所作之任何投票將不予計算在內。」；

7. To consider, and if thought fit, pass the following resolutions by way of special business as a Special Resolution:–

“THAT the Bye-laws of the Company be altered in the following manner:

(a) by adding the following definition of “associates” in Bye-law 1 immediately before the definition of “Bermuda”:

“ “associate(s)” shall have the meaning attributed to it under the Listing Rules;”;

(b) by deleting the existing definition of “Hong Kong” and substituting therefor the following as new definition of “Hong Kong”:

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

(c) by adding the following definition of “Listing Rules” in Bye-law 1 immediately above the definition of “capital”:

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

(d) by renumbering the existing Bye-law 85 as Bye-law 85(A) and adding the following as new Bye-law 85(B) immediately thereafter:

“85. (B) Notwithstanding any contrary provisions herein contained, where any member of the Company is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”;

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- (e) 於公司細則第96A條內刪除「證券及期貨(結算所)條例第二節」之字眼，並以「證券及期貨條例(香港法例第571章)附表1第1部」取代；
- (f) 刪除現有公司細則第108(A)(ii)條全文，並將現有公司細則第108(A)(i)條重列為公司細則第108(A)條；
- (g) 刪除現有公司細則第108(B)(ii)條全文，並以下列新公司細則第108(B)(ii)條取代：
- 「(ii) 儘管與公司細則內之條文有所抵觸，董事概不得就批准任何彼或其任何聯繫人士於當中擁有重大權益之任何合約、安排或其他建議之任何董事決議案投票，即使彼作出投票，其投票將不予計算在內，彼亦不將計入在考慮或批准有關合約、安排或其他建議之董事會議之法定人數內，惟上述限制不適用於下列情況之任何合約、安排或其他建議：
- (a) 就以下情況提供任何抵押或彌償保證：
- (i) 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所借出之款項或所招致或承擔之責任而向該董事或其聯繫人士所提供者；或
- (ii) 就董事或其聯繫人士本身單獨或共同提供全部或部分擔保或彌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，而向第三方所提供者；
- (e) by deleting the words “Section 2 of the Securities and Futures (Clearing Houses) Ordinance” in Bye-law 96A and substituting therefor the words “Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)”;
- (f) by deleting the existing Bye-law 108(A)(ii) in its entirety and renumbering the existing Bye-law 108(A)(i) as Bye-law 108(A);
- (g) by deleting the existing Bye-law 108(B)(ii) in its entirety and substituting therefor the following as new Bye-law 108(B)(ii):
- “(ii) Notwithstanding any contrary provisions herein contained, a Director shall not vote on any resolution of the Directors approving any contract, arrangement or other proposal in which he or any of his associate(s) is/are materially interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting of Directors, at which such contract, arrangement or other proposal is being considered or approved, but these prohibitions shall not apply to any contract, arrangement or other proposal for or concerning:—
- (a) the giving of any security or indemnity either:—
- (i) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
- (ii) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

- (b) 有關提呈發售本公司或任何其他本公司可能創立或擁有權益之公司（或其所提呈發售）之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因參與發售之包銷或分包銷而於其中擁有或將擁有權益；
- (c) 有關董事或其聯繫人士僅以職員或行政人員或股東身份直接或間接擁有權益之任何其他公司，或董事或其聯繫人士在其中實益擁有股份權益之任何其他公司，惟該董事及其任何聯繫人士並非合共持有該公司（或董事或其聯繫人士藉以取得該權益之任何第三方公司）任何類別已發行股份或該等股份投票權之權益百分之五或以上；
- (d) 有關本公司或其任何附屬公司僱員之利益，該等利益包括：
- (i) 採納、修訂或執行董事或其聯繫人士可從中獲益之任何僱員購股權計劃或任何股份獎勵或購股權計劃；或
- (ii) 採納、修訂或執行與本公司或其任何附屬公司之董事、其聯繫人士及僱員有關之公積金或退休、死亡或傷殘福利計劃，而當中並無給予任何董事或其聯繫人士一般該基金或計劃有關類別之人士未獲賦予之任何特權或利益；及
- (b) an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (c) any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associate(s) are not in aggregate beneficially interested in five per cent or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights attached to such issued shares;
- (d) the benefit of employees of the Company or any of its subsidiaries including:—
- (i) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or
- (ii) 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 fund or scheme relates; and

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(e) 董事或其聯繫人士僅因其於本公司之股份或債券或其他證券擁有權益而擁有與本公司之股份或債券或其他證券之其他持有人相同形式之權益之合約或安排。

就本公司細則第 108(B)(ii)條而言，「附屬公司」一詞具有上市規則賦予該詞之涵義。」

(h) 刪除現有公司細則第 108(B)(iii)條全文，並以下列新公司細則第 108(B)(iii)條取代：

「(iii) (a) 倘若董事及／或其聯繫人士為及仍然為(但僅限於其為及仍然為)一家公司之任何類別股本或該公司(或彼等或其聯繫人士藉此獲得該公司權益之任何第三方公司)股東之投票權百分之五或以上權益之持有人或實益擁有有關股本(不論直接或間接)，則該公司將被視為董事及／或其聯繫人士擁有百分之五或以上之公司。就本段而言，(aa)由董事或其聯繫人士作為被動或保管受託人持有之股份(彼等或彼等任何人於該等股份中並無實益權益)，(bb)包括於一項信託內之股份，而在若干其他人士有權及仍有權收取該信託之入息之情況下，則董事或其聯繫人士之權益仍為復歸權或剩餘權，(cc)包括於一項獲授權單位信託計劃之股份而董事或其聯繫人士僅作為單位持有人擁有權益，及(dd)並無股東大會之投票權及受嚴重限制之股息及歸還資本權利之股份，將不被視為董事或其聯繫人士持有之股份。

(e) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

For the purpose of this Bye-law 108(B)(ii), “subsidiary” shall have the meaning ascribed to it under the Listing Rules.”

(h) by deleting the existing Bye-law 108(B)(iii) in its entirety and substituting therefor the following as new Bye-law 108(B)(iii):

“(iii) (a) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five per cent or more if and so long as (but only if and so long as) he and/or his associate(s) (either directly or indirectly) is/are the holder(s) of or beneficially interested in five 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 interest or that of his associate(s) is derived). For the purpose of this paragraph there shall be disregarded (aa) 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, (bb) 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, (cc) any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is interested only as a unit holder, and (dd) any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right.

(b) 倘若董事及／或其聯繫人士持有百份之五或以上之一家公司（按公司細則第 108(B)(iii)(a)條所述之涵義）於一項交易擁有重大權益，則該董事亦被視作於該項交易中擁有重大權益。

(c) 倘任何董事會會議就有關董事（大會主席除外）或其聯繫人士的重大權益產生疑問，或任何董事（主席除外）是否有權投票或其是否被計算在法定人數內而產生疑問，而該等疑問未經過其自願同意放棄投票或放棄被計算在法定人數內而解決，則該疑問均由大會主席處理，並其就有關該等其他董事所作的決定將為最終及具決定性，除非有關該董事或其聯繫人士就該董事所知擁有的權益性質或範圍並未在董事會作出公平披露。倘上述問題乃有關大會主席或其聯繫人士，則該等問題將通過董事會決議案進行解決（就此而言，該主席及任何於受質疑的合約或安排有重大權益而有出席之其他董事將被計算在法定人數內，惟並無投票權），而該決議案將為最終及具決定性，除非該主席或其聯繫人士就該主席所知擁有的權益性質或範圍並未在董事會作出公平披露。」

(i) 刪除現有公司細則第 114 條整條，並以下列新公司細則第 114 條取代：

(b) Where a company in which a Director and/or his associate(s) holds five per cent or more (within the meaning as described in Bye-law 108(B)(iii)(a)) is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.

(c) 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 or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director or his associate(s) shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting or his associate(s) such question shall be decided by a resolution of the Board (for which purpose such chairman and any of the other directors present who are materially interested in the contract or arrangement in question shall be counted in the quorum but shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman or his associate(s) as known to such chairman has not been fairly disclosed to the Board.”

(i) by deleting the existing Bye-law 114 in its entirety and substituting therefor the following as new Bye-law 114:

股東週年大會通告 (續)

Notice of Annual General Meeting (Continued)

「114.(A) 除經獲董事會推薦外，否則除於大會上任滿退任之董事外，概無人士具備資格於任何股東大會上膺選出任董事職務；惟倘若一名有權出席大會並於會上投票之股東發出書面通知，表示擬提議一名人士參選董事，及該名人士亦以書面通知表明其願意被當選董事，而有關通知須於公司細則第 114(B)條所指之期間內交給本公司註冊辦事處。

(B) 除董事另有決定或本公司另行知會股東外，否則公司細則第 114(A)條所指遞交通知之期限須於有關選舉董事之會議通告寄發日期後翌日開始，並於上述會議通告寄發日期後第七日之當日結束，為期七天。倘若董事決定並告知股東遞交上述通知之另一期限，則該期限不得少於七天，須於不早於上述會議通告寄發日期後翌日開始及不遲於該會議舉行日期前七天結束。」

承董事會命
吳志強
公司秘書

香港，二零零四年七月二十九日

“114.(A) No person, other than a Director retiring at the meeting, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting unless notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose that person for election as a Director and also notice in writing signed by that person of his willingness to be elected as a Director shall have been delivered to the Company at the Registration Office during the period specified in Bye-law 114(B).

(B) Unless otherwise determined by the Directors and notified by the Company to the members, the period for lodgment of the notices referred to in Bye-law 114(A) shall be a 7-day period commencing on the day after the despatch of the notice of the meeting for such election of Director(s) and ending on the date falling 7 days after the despatch of the said notice of the meeting. If the Directors should so determine and notify the members of a different period for lodgment of the said notices, such period shall in any event be a period of not less than 7 days, commencing on no earlier than the day after the despatch of the said notice of the meeting and ending no later than 7 days prior to the date of such meeting.”

By Order of the Board
Ng Chi Keung
Company Secretary

Hong Kong, 29 July 2004



附註：

1. 任何有權出席上述大會並於會上投票之股東，均可委派一位或以上代表出席，並在表決時代其投票。受委代表毋須為本公司股東。
2. 代表委任表格連同簽署人之授權書或其他授權文件，或由公證人簽署證明之授權書或授權文件副本，最遲須於大會或任何續會指定舉行時間四十八小時前，交回本公司總辦事處及主要營業地點（地址為香港北角丹拿道十八號愛群商業中心二樓），方為有效。
3. 因行政上之需要，本公司將於二零零四年九月十三日星期一至九月十五日星期三期間（包括首尾兩日），暫停辦理股份過戶登記手續。
4. 有關上文第6A項議程，現向股東尋求一般授權以批准根據香港聯合交易所有限公司上市規則配發股份。
5. 有關第6B及6C項議程，現亦尋求一般授權以批准購回本公司股份。一份載有（包括其他）行使該項權力之條款及條件之說明資料之通函將連同二零零三／二零零四年度年報一併寄予各股東。
6. 有關第7項議程，現向股東尋求批准更改本公司公司章程細則。

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, and on a poll, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Head Office and Principal Place of Business of the Company at 2/F., TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong not less than forty-eight hours before the appointed time for holding the meeting or any adjournment thereof.
3. For administrative purposes, the Register of Members of the Company will be closed from Monday, 13 September 2004 to Wednesday, 15 September 2004 both days inclusive during which period no transfer of shares will be registered.
4. Concerning Resolution 6A, approval is being sought from members for a general mandate to authorise allotment of shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
5. Concerning Resolutions 6B and 6C, approval is also being sought for a general mandate to repurchase shares in the Company. A circular, which contains, among other things, an Explanatory Statement, setting out the terms and conditions upon which such power to be exercised will be sent to members shortly together with the 2003/2004 Annual Report.
6. Concerning Resolution 7, approval is being sought from members for alteration of the Bye-laws of the Company.