

Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of New Spring Holdings Limited (the "Company") will be held at 10th Floor, Fook Hing Factory Building, 33 Lee Chung Street, Chaiwan, Hong Kong on Thursday, 26th August 2004, at 3:00 p.m. for the purpose of transacting the followings:

茲通告新高準控股有限公司*（「本公司」）謹訂於二零零四年八月二十六日星期四下午三時正假座香港柴灣利眾街33號復興工廠大廈10樓舉行股東週年大會，藉以處理下列事項：

ORDINARY RESOLUTIONS

普通決議案

1. To receive and adopt the audited financial statements together with the reports of the directors and auditors for the year ended 31st March 2004;
2. To re-elect the retiring directors and to authorize the Board to fix their remunerations;
3. To re-appoint the retiring auditors and to authorize the Board to fix their remunerations;
4. To consider (as special business) and, if thought fit, pass the following resolutions (with or without modifications) in relation to the proposed granting of general mandate to repurchase and issue shares of the Company as ordinary resolutions:

1. 收訖及採納本公司截至二零零四年三月三十一日止年度之經審核財務報表及董事會報告與核數師報告；
2. 重選退任董事，並授權董事會釐訂彼等之酬金；
3. 續聘退任核數師，並授權董事會釐訂彼等之酬金；
4. （作為特別事項）考慮並酌情通過（不論是否另加修訂）以下有關回購及發行本公司股份的一般授權的議案為普通決議案：

A. **"THAT:**

A. **「動議：**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each in the capital 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 recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and 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;

- (a) 在下文(b)段之規限下，一般及無條件地批准董事於有關期間（定義見下文）內按照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其他證券交易所不時修訂之規定，行使本公司所有權力，於聯交所或本公司證券可能上市並就此經香港證券及期貨事務監察委員會與聯交所認可之任何其他證券交易所，購回本公司股本中每股面值0.01港元之股份；

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- (b) the aggregate nominal amount of shares of the Company which the Directors is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing 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;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - (iii) the date on 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.”
- (b) 董事根據上文(a)段之批准獲授權購回之本公司股份總面值，不得超過於本決議案獲通過當日本公司已發行股本總面值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」乃指由本決議案獲通過起至下列最早時限止期間：
- (i) 本公司下屆股東週年大會結束；
 - (ii) 按法例或本公司之公司組織章程細則規定本公司須召開下屆股東週年大會之期限屆滿；及
 - (iii) 本公司股東於股東大會通過普通決議案撤回或修訂本決議案所述授權之日。」

B. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of

B. 「動議：

- (a) 在下文(c)段之規限下，謹此一般及無條件地批准董事於有關期間(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每股面值0.01港元之額外股份，以及作出或授出需要或可能需要行使該等權力之售股建議、協議及購股權，包括可轉換本公司股份

the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) 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) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as defined below); (ii) an issue of shares as scrip dividends pursuant to the articles of association of the Company from time to time; or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares and/or any eligible persons thereunder or rights to acquire shares in the capital of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

之債券、認股權證及債權證；

- (b) 根據上文(a)段之批准，授權董事於有關期間(定義見下文)內作出或授出需要或可能需要於有關期間結束後行使該等權力之售股建議、協議及購股權，包括可轉換本公司股份之債券、認股權證及債權證；
- (c) 根據上文(a)段之批准，董事可獲配發或同意有條件或無條件配發(不論根據購股權或其他原因配發)及發行之股本總面值，不得超過於本決議案獲通過當日本公司已發行股本總面值20%，惟不包括(i)供股(定義見下文)；(ii)根據本公司不時之公司組織章程細則透過以股代息發行股份；或(iii)根據任何當時所採納可向本公司及／或其任何附屬公司高級職員及／或僱員及／或計劃項下任何合資格人士授予或發行本公司股份或購買本公司股本中股份之權利之任何購股權計劃或類似安排而發行股份，而上述批准亦須受此數額限制；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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held;
- (iii) the date on 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; and

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to the holders of shares of the Company whose names appear in the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions 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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).” and

(d) 就本決議案而言，

「有關期間」乃指由本決議案獲通過當日起至下列最早時限止期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 按法例或本公司之公司組織章程細則規定本公司須召開下屆股東週年大會之期限屆滿；
- (iii) 本公司股東於股東大會通過普通決議案撤回或修訂本決議案所述授權之日；及

「供股」乃指董事於指定期間內向於指定記錄日期名列本公司股東名冊之本公司股份持有人，按彼等於該日之持股比例向彼等提呈發售本公司股份，惟董事有權就零碎股權或經考慮根據任何地區之法例或任何認可監管機構或任何證券交易所規定而適用於本公司之限制或責任作出彼等視為必須或合宜之豁免或其他安排。」及

- C. “**THAT** subject to the passing of Resolutions No. 4A and No. 4B set out in the notice convening the meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Resolution No. 4B set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 4A set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said Resolution.”;

SPECIAL RESOLUTION

5. To consider (as special business) and, if thought fit, pass the following resolution (with or without modifications) in relation to the proposed amendments to the articles of association of the Company as special resolution:

“**THAT** the articles of association of the Company be and are hereby amended as follows:

By inserting the following new definition of “associate” in Article 2:

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

Article 76

1. By re-numbering existing Article 76 as Article 76(1);
2. By inserting the following as new Article 76(2):
“(2) Where any Member is, under the rules of the Designated Stock Exchange,

- C. 「**動議**在召開本大會之通告所載第4A及4B項決議案獲通過之情況下，謹此藉加入相當於本公司根據召開本大會之通告所載第4A項決議案授出之授權所購回本公司股本中股份之總面值之數額，以擴大根據召開本大會通告所載第4B項決議案授予董事配發、發行及處理額外股份之一般授權，惟該等購回股份之數額不得超過上述決議案獲通過之日本公司已發行股本總面值10%。」；

特別決議案

5. (作為特別事項)考慮並酌情通過(不論是否另加修訂)以下有關建議修改本公司章程細則的議案為特別決議案：

「**動議**本公司組織章程細則謹此修訂如下：

於細則2加入下列「聯繫人士」新釋義：

「「聯繫人士」指 指定證券交易所規則所界定涵義。」

細則76

1. 將現有細則76重新編號為細則76(1)；
2. 加入以下為新細則76(2)：
「(2) 倘根據指定證券交易所規則，股東須就任何特定決議

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.”

Article 88

By deleting the words “not less than seven (7) clear days but not more than fourteen (14) clear days before the date of the general meeting” in the last sentence of Article 88 and replacing therewith the following provision:

“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.”

Article 103

By deleting the existing Article 103 in its entirety and replacing therewith 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 associates is 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 his

案放棄投票或受限制僅贊成或僅反對任何特定決議案，而該股東或其代表的投票抵觸有關規定或限制時，將不予計入。」

細則 88

於細則88最後一句刪除「於股東大會日期前不少於七(7)整天及不超過十四(14)整天」字句，以下列條文替代：

「惟發出該等通告之期限最短為最少七(7)日，而遞交該等通告之期間將自該等推選的指定股東大會通告寄發後之日開始至該股東大會日期前七(7)日止。」

細則 103

將現有細則103完全刪除，並以下列新細則103代替：

- 「103. (1) 董事不得就任何批准其或其任何聯繫人士擁有重大權益之合約或安排或其他建議之董事會決議案投票（亦不計入法定人數），惟有關限制不適用於以下情況：
- (i) 就董事或其任何聯繫人士借出款項或按本公司或其任何附屬公司要求或以本公司或其任何附屬公司利益

- 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;
- 而產生或承擔之責任，向彼或其聯繫人士作出抵押或彌償保證之任何合約或安排；
- (ii) 就本公司或其任何附屬公司之債務或責任向第三方作出抵押或擔保之合約或安排，當中董事或其聯繫人士須個別或共同承擔擔保或彌償保證或作出抵押之全部或部分責任；
- (iii) 有關發售本公司或可能由本公司發起或擁有認購或購買權益之任何其他公司股份或債券或其他證券，或該等公司發售股份或債券或其他證券而董事或其聯繫人士會或將會以參與人士身分於發售包銷或分包銷中擁有權益之任何合約或安排；
- (iv) 董事或其聯繫人士僅因彼／彼等於本公司股份或債券或其他證券擁有權益而與本公司或其任何附屬公司之股份或債券或其他證券持有人以相同形式擁有權益之任何合約或安排；

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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 or in which a Director or his associate(s) is/are beneficially interest in the Shares of that company other than a company in which the Director and any of 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 of 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 under which a Director or his associate(s) may benefit, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates 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 generally 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 his associates,
- (v) 有關董事或其聯繫人士僅因作為高級職員或行政人員或股東直接或間接擁有權益的任何其他公司任何合約或安排或董事或其聯繫人仕實益擁有該公司之股份者，惟董事及／或其聯繫人士合共擁有已發行股份或任何類別股份投票權百分之五(5%)或以上實益權益之公司或彼或其任何聯繫人士藉此衍生權益之第三方公司除外；或
- (vi) 有關採納、修訂或運作與本公司或其任何附屬公司董事、其聯繫人士及僱員有關之購股權計劃(而按此董事或其聯繫人仕可由此受益者)、退休金或退休、身故或傷殘福利計劃或其他安排之任何建議，惟因任何該等特權或利益通常不會賦予與計劃或基金所涉類別人仕而並無向董事或其聯繫人士提供者。
- (2) 倘及只要(惟僅倘及只要)董事及／或其聯繫人士直接或間接為該公司任何類別股本百分之五(5%)或以上權益之持有人或實益擁有該等權

(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 associates 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 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

益，或擁有該公司或彼或其聯繫人士藉此衍生該等權益之任何第三方公司之股東所擁有投票權百分之五(5%)或以上，董事及／或其聯繫人士將被視為擁有該公司百分之五(5%)或以上權益。就本段而言，將不包括董事或其聯繫人士以被動信託人或託管信託人身分持有而彼或彼等並無任何實益權益之股份；倘及只要若干其他人士有權收取有關收入，則不包括董事或其聯繫人士所擁有應復歸權益或剩餘權益之任何信託股份；及不包括董事或其聯繫人士僅因作為單位持有人擁有權益之任何認可單位信託計劃股份及於股東大會並無任何投票權及股息和資本退還權極受限制之股份。

- (3) 倘董事及／或其聯繫人士持有百分之五(5%)或以上權益之公司在交易中擁有重大權益，則該董事及／或其聯繫人士將因而視作於該等交易中擁有重大權益。
- (4) 倘董事會上對有關大會主席以外之董事或其聯繫人士權益之重要程度或主席以外任何董事之投票權產生任何疑問，而該問題未有就其自願放棄投票而獲解決，則有關問題將由大會主席處理，大會主席對該等其他董事之裁決乃最終定論，惟倘就該名董事所知，董事及／或其聯

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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 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.”

By order of the board
New Spring Holdings Limited
Cheng Yun Ming, Matthew
Company Secretary

Hong Kong, 28th July 2004

Head Office and Principal Place of Business:
9th and 10th Floors
Fook Hing Factory Building
33 Lee Chung Street
Chaiwan, Hong Kong

Registered Office:
P.O. Box 2681 GT
Century Yard
Cricket Square
Hutchins Drive
George Town
Grand Cayman
British West Indies

* for identification purpose only

繫人士之權益性質或程度並未向董事會適當披露者則除外。倘就大會主席出現上述問題，則有關問題須由董事會以決議案決定（該名主席不得就此投票），該項決議案將為最終定論，惟倘就該主席所知，該主席之權益性質或程度並未向董事會適當披露者則除外。」

承董事會命
新高準控股有限公司*
公司秘書
鄭潤明

香港，二零零四年七月二十八日

總辦事處兼主要營業地點：
香港柴灣
利眾街33號
復興工廠大廈
9樓及10樓

註冊辦事處：
P.O. Box 2681 GT
Century Yard
Cricket Square
Hutchins Drive
George Town
Grand Cayman
British West Indies

* 僅供識別

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

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice may appoint one or more proxies to attend the meeting and vote on a poll instead of him. A proxy need not be a member of the Company.
- (2) A form of proxy of the meeting is enclosed. If the appointer is a corporation, the form of proxy must be made under its common seal or, under the hand of an officer or attorney duly authorized on its behalf.
- (3) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (4) Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) To be valid, a form of proxy and the power of authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting.

附註：

- (1) 凡任何有權出席上述通告召開之大會並有權於會上投票之股東，均可委任一名或以上代表出席該大會並於表決時以投票方式代其投票。受委任之代表毋須為本公司股東。
- (2) 隨函附奉大會適用之代表委任表格。倘委任人為機構，則代表委任表格須加蓋該機構有效印鑑或經該機構負責人或獲正式授權之授權人士簽署。
- (3) 如有關股份由聯名登記持有人持有，該等聯名登記持有人當中任何一人可親自或委派代表就有關股份於上述大會及其任何續會投票，猶如其為唯一有權投票者；倘超過一名該等聯名持有人親自或委派代表出席上述大會，則上述人士當中於本公司股東名冊上排名首位人士方有權就有關股份投票。
- (4) 交回代表委任表格後，股東仍可親身出席大會並於會上投票，於該情況下，有關代表委任表格屆將被視作已撤回論。
- (5) 代表委任表格連同簽署表格之授權文件（如有），或經公證人簽署證明之該等授權文件副本，最遲須於大會或續會指定舉行時間四十八小時前，送達本公司之香港股份過戶登記分處雅柏勤證券登記有限公司，其地址為香港灣仔告士打道56號東亞銀行港灣中心地下，方始有效。