



## 股東週年大會通告

### NOTICE OF ANNUAL GENERAL MEETING

- (b) (a)段所述之批准乃授權本公司董事會於有關期間內訂立或授予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) 本公司董事會根據(a)段之批准予以配發或同意有條件或無條件予以配發(不論根據購股權或其他方式而配發者)之股本面值總額，不得超過本決議案獲通過當日之本公司已發行股本面值總額20%，而上述批准亦須受此數額限制，惟就(i)供股(定義見下文)；(ii)根據本公司發行之任何認股權證或可兌換為本公司股份之任何證券之條款行使認購或兌換權；(iii)行使當時為向本公司及／或其任何附屬公司之行政人員、僱員或其他合資格參與者授出或發行股份或可購買本公司股份之權利而採納之購股權計劃或類似安排而授予之任何購股權或(iv)根據本公司之公司細則以配發股份取代全部或部份就本公司股份派付之現金股息之任何以股代息或類似安排而配發之股份除外；及
- (b) the approval in paragraph (a) shall authorize the board of 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) 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 board of directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (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 the 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% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and



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## (ii) 「動議」：—

(a) 一般及無條件批准本公司董事會於有關期間行使本公司一切權力，以便根據一切適用法例及聯交所證券上市規則（「上市規則」）之規定並在其規限下於聯交所購回本公司本身之股份；

(b) 本公司於有關期間根據(a)段之批准將予購回之本公司股份面值總額，不得超過本公司於本決議案獲通過當日之已發行股本面值總額10%，而根據本決議案(a)段作出之授權亦須受此數額限制；及

(c) 就本決議案而言：

「有關期間」指由本決議案獲通過當日至下列三者中最早日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 任何適用百慕達法例或本公司之公司細則規定本公司須舉行下屆股東週年大會之期限屆滿；或
- (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。」

## (ii) "THAT:-

(a) the exercise by the board of directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"), be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purpose of this resolution:

"Relevant Period" means the period from the date of 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 to be held by any other applicable law of Bermuda or the bye-laws of the Company; or
- (iii) the revocation or variation of this resolution of the Shareholders in general meeting."



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- (b) 根據本決議案將予發行之紅股須受本公司組織章程大綱及公司細則所規限，於所有方面與本公司股本中每股面值0.5港元之現有已發行股份享有同等權益，惟彼等將無權享有本決議案所述之派送紅股及截至二零零四年九月三十日止年度之末期股息；及
- (c) 謹此授權董事作出有關配發、發行及分派紅股可能必須及權宜之一切行動及事宜，包括(但不限於)釐定從本公司股份溢價賬撥充資本之款額及以本決議案(a)段所述之方式作為紅股將予配發、發行及分派之未發行股份數目。」
- (b) the Bonus Shares to be issued pursuant to this resolution shall, subject to the memorandum of association and by-laws of the Company, rank pari passu in all respects with the existing issued shares of HK\$0.5 each in the capital of the Company, except that they will not be eligible for the bonus issue of shares mentioned in this resolution and the final dividend for the year ended 30 September 2004; and
- (c) the Directors be and are hereby authorized to do all acts and things as may be necessary and expedient in connection with the allotment, issue and distribution of the Bonus Shares, including but not limited to determining the amount to be capitalized out of the contributed surplus account of the Company and the number of unissued shares to be allotted, issued and distributed as Bonus Shares in the manner referred to in paragraph (a) of this resolution."

承董事會命  
公司秘書  
陳國安

香港，二零零五年一月十二日

香港主要營業地點：  
香港  
九龍  
觀塘  
成業街27號  
日昇中心  
201及207至208室

註冊辦事處：  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

By Order of the Board  
**Chan Kwok On**  
Company Secretary

Hong Kong, 12 January 2005

Principal Place of Business in Hong Kong:  
Units 201, 207-208  
Sunbeam Centre  
27 Shing Yip Street  
Kwun Tong  
Kowloon  
Hong Kong

Registered Office:  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda



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4. 根據本公司之公司細則，下列類別之股東可要求就任何於股東大會上提呈表決之任何決議案以投票方式表決：
- (a) 不少於三位有權在會上投票之股東（如股東為公司，則其正式授權代表），無論是否親身或委任代表出席；或
- (b) 代表有權在會上投票之全部股東之中不少於十分之一投票權之一位或多位股東（如股東為公司，則其正式授權代表），彼等可以親身或委任代表出席；或
- (c) 持有大會投票權股份之一位或多位股東（如股東為公司，則其正式授權代表），該等股份合計之已繳足股本須不少於全部投票權股份之已繳足股本總額之十分之一；該等股東可以親身或委任代表出席；或
- (d) 有關大會之主席。
4. In accordance with the bye-laws of the Company, the following categories of members may demand that the vote in respect of any resolution to be put to the general meeting should be taken on a poll:
- (a) at least three members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
- (b) any member or members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (c) any member or members present in person or in the case of a member being a corporation by its duly authorized 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 the shares conferring that right; or
- (d) the chairman of such meeting.

以投票表決之要求須於宣佈舉手投票表決結果之時或之前提出。

A poll may be so demanded before or on the declaration of the result of the show of hands.