

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」)謹訂於二零零五年五月三十一日(星期二)上午十一時正假座香港新界荃灣荃華街3號悅來酒店三十樓沙田及元朗廳召開截至二零零四年十二月三十一日止財政年度之股東週年大會，以商討以下事項：

1. 省覽截至二零零四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. 宣派截至二零零四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；
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：

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該等權力之售股建議、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；

NOTICE IS HEREBY GIVEN that the annual general meeting of Karce International Holdings Company Limited (the “**Company**”) for the financial year ended 31 December 2004 will be held at Shatin and Yuen Long Rooms, 30th Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, New Territories, Hong Kong on Tuesday, 31 May 2005 at 11:00 a.m. to transact the following businesses:

1. to receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2004;
2. to declare a final dividend for the year ended 31 December 2004;
3. to re-elect the directors and authorise the board of directors to fix the remuneration of the directors;
4. to re-appoint the auditors and authorise the board of directors to fix their remuneration;
5. to consider as special businesses and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

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) 董事依據本決議案(a)段所述之批准，配發或有條件或無條件同意配發之股本面值總額(不論是否根據購股權或其他原因)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通過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股東大會上以普通決議案方式撤回或修訂之日。
- (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 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 passing 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.

「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)段之規限下，一般及無條件批准董事於有關期間(定義見下文)內依據所有適用之法例及規定行使本公司所有權力以購回本公司之股份；
- (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股東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。」；及

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.”; and

6. 作為特別事項處理，省覽及酌情通過（不論是否作出修訂）下列決議案為特別決議案：

6. to consider as special businesses and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

特別決議案

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. 刪除公司細則第1條「結算所」現有定義之全文，並以下列新定義取代：

A. by deleting the existing definition of “clearing house” in Bye-law 1 in its entirety and substituting therefor the following new definition:

「結算所」 指按證券及期貨條例（香港法例第571章）附表1第1部所定義之「認可結算所」，及其不時生效之任何修訂字眼代替；

“clearing house” shall mean a “recognised clearing house” within the meaning of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force;

B. 緊隨細則第66條第九行中「舉手表決，除非」字句後加入以下字句：

B. by adding the following words immediately after the words “on a show of hands unless” in the 9th line of Bye-law 66 :

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- 「根據指定證券交易所規則之規定以投票方式表決或」；
- C. 刪除現有細則第68條全文，並以下列新細則第68條取代：
- 「68. 倘正式要求進行投票，則投票之結果將視作於大會上要求進行投票之決議案結果。本公司僅須在指定證券交易所之規則規定下披露投票表決之投票數字。」；
- D. 刪除現有細則第87(1)條全文，並以下列新細則第87(1)條取代：
- 「87(1) 儘管本公司細則之任何其他條文有所規定，於每屆股東週年大會上，當時董事三分之一人數(或，倘人數並非三(3)之倍數，則取最接近之整數，惟不得少於三分之一人數)須輪值告退，惟無論如何，每名董事須最少每三年輪值告退一次。」；及
- E. 緊隨細則第87(2)條第一行中「退任董事符合資格膺選連任」字句後加入以下字句：
- 「並於其退任之整個大會期間繼續擔任董事一職。」
- “voting by a poll is required by the rules of the Designated Stock Exchange or”；
- C. by deleting the existing Bye-law 68 in its entirety and substituting therefor the following new Bye-law 68:
- “68. If a poll is duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”;
- D. by deleting the existing Bye-law 87(1) in its entirety and substituting therefor the following new Bye-law 87(1):
- “87(1) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three(3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.” ; and
- E. by adding the following words immediately after the words “A retiring Director shall be eligible for re-election “ in the 1st line of Bye-law 87(2):
- “and shall continue to act as a Director throughout the meeting at which he retires.”

於本通告日期，董事會成員由四位執行董事，即唐錫麟先生、李嘉輝先生、高麗瓊女士及鍾惠愉女士；兩位非執行董事，即李國樑先生及楊耀宗先生；以及三位獨立非執行董事，即孫耀全先生、曹廣榮先生及葛根祥先生組成。

As at the date of this notice, the board of Directors consists of four executive Directors, Mr. Tong Shek Lun, Mr. Li Ka Fai, Fred, Ms. Ko Lai King, Kinny and Ms. Chung Wai Yu, Regina, two non-executive Directors, Mr. Lee Kwok Leung and Mr. Yang Yiu Chong, Ronald Jeffrey and three independent non-executive Directors, Mr. Sun Yaoquan, Mr. Tsao Kwang Yung, Peter and Mr. Goh Gen Cheung.

承董事會命
公司秘書
黃禧超

By Order of the Board
Wong Hei Chiu
Company Secretary

香港，二零零五年四月二十二日

Hong Kong, 22 April 2005

附註：

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簽署。
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。

Notes:

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 head 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.